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OURGAME INTERNATIONAL HOLDINGS LIMITED

聯眾國際控股有限公司*

(a company incorporated under the laws of the Cayman Islands with limited liability)

(Stock code: 6899)

VOLUNTARY ANNOUNCEMENT PROPOSED TRANSFER OF SHARES AMONG CONCERT PARTIES

The board of directors (the “**Board**”) of Ourgame International Holdings Limited (the “**Company**”) was informed that on 11 April 2015, The Clothing Holdings Limited (服裝控股有限公司), the wholly-owned Hong Kong-incorporated subsidiary of Lancy Co., Ltd. (朗姿股份有限公司, “**Lancy**”), a company incorporated in the PRC with its A-shares listed on the Shenzhen Stock Exchange and which Mr. Shen Dongri (“**Mr. Shen**”) and his concert party Ms. Shen Jinhua have a 59.03% interest, entered into a sale and purchase agreement (the “**Agreement**”) with Elite Vessels Limited, Sonic Force Limited, Prosper Macrocosm Limited and Golden Liberator Limited (collectively, the “**Vendors**”), pursuant to which the Vendors agreed to sell, and The Clothing Holdings Limited conditionally agreed to acquire, 77,437,242 shares, 65,920,454 shares, 63,442,880 shares and 19,512,434 shares in the Company, representing approximately 9.889%, 8.418%, 8.102%, and 2.492% of the issued share capital of the Company, respectively (the “**Proposed Transfer**”). The purchase price is HK\$5.27 per share and the total consideration for the purchase is HK\$1,192,669,562.70. The purchase price was determined based on arm’s length negotiations between the parties.

CONDITIONS

The consideration of the Proposed Transfer is payable 10 business days after the satisfaction of all completion conditions of the Agreement. The completion conditions include, among other things:

- the approval by the board of directors and the shareholders of Lancy for the Proposed Transfer;
- the Proposed Transfer not triggering a mandatory general offer under Rule 26 of the Code on Takeovers and Merger (the “**Takeovers Code**”);
- No governmental body shall have issued and enforced any order that would make the closing illegal or otherwise prohibit or enjoin the consummation of the Proposed Transfer; and

- the Company remaining listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and not receiving any indication from the Stock Exchange or the Securities and Futures Commission that its listing will be revoked or otherwise terminated.

SHAREHOLDING STRUCTURE OF THE CONCERT PARTIES REMAIN UNCHANGED UPON COMPLETION

As at the date of this announcement, Mr. Zhang Rongming (“**Mr. Zhang**”), Mr. Liu Jiang (“**Mr. Liu**”), Mr. Shen and Ms. Long Qi (“**Ms. Long**”), are 100% beneficial owners of Elite Vessels Limited, Sonic Force Limited, Prosper Macrocosm Limited and Golden Liberator Limited, respectively. They are also parties to a concert party agreement dated 22 February 2014 (the “**Concert Party Agreement**”), pursuant to which Mr. Zhang, Mr. Liu, Mr. Shen, Ms. Long and other concert parties (the “**Concert Parties**”) agreed to act in concert when voting on proposed board and shareholders resolutions of the Company. As at the date of this announcement, the Concert Parties hold in aggregate 46.245% (including the interest held by Mr. Liu’s wife and Blink Milestones Limited which is wholly-owned by Mr. Liu) of the Company’s issued share capital.

Following completion of the Proposed Transfer, Elite Vessels Limited, Sonic Force Limited, Prosper Macrocosm Limited and Golden Liberator Limited will be interested in approximately 5.236%, 5.088%, 0% and 0.210% of the issued share capital of the Company, respectively. In addition to these holdings, Blink Milestones Limited and Mr. Liu’s wife are beneficially interested in a further 6.811% of the Company’s issued share capital. The percentage of the Company’s issued share capital which is held by The Clothing Holdings Limited under the control of Mr. Shen will increase from 0% to approximately 28.900%. Hence, the aggregate proportion of the Company’s issued share capital in which the Concert Parties will be beneficially interested following completion of the Proposed Transfer will remain unchanged.

GENERAL

Shareholders and potential investors should note that the Proposed Transfer is subject to a number of conditions. The release of this announcement does not in any way indicate that the Proposed Transfer will be successfully completed. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company.

By order of the Board
Ourgame International Holdings Limited
Yang Eric Qing
Chairman and Executive Director

Beijing, 13 April 2015

As at the date of this announcement, the Board comprises Mr. Yang Eric Qing and Mr. Ng Kwok Leung Frank as executive directors; Mr. Liu Jiang, Mr. Zhang Rongming, Mr. Fan Tai and Mr. Chen Xian as non-executive directors; and Mr. Ge Xuan, Mr. Lu Zhong and Mr. Cheung Chung Yan David as independent non-executive directors.

* *For identification purpose only*