

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ourgame International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**DECLARATION OF A FINAL DIVIDEND
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Ourgame International Holdings Limited to be held at Tian Shan & Lu Shan Room, 5/F, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 14 May 2015 at 10:00 a.m. is set out on pages 19 to 22 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.ourgame.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

* *For identification purpose only*

13 April 2015

CONTENTS

	<i>Pages</i>
DEFINITIONS	1
Letter From The Board	4
1. Introduction	4
2. Declaration of a Final Dividend and Closure of Register of Members	5
3. Proposed Re-election of Retiring Directors	5
4. Proposed Grant of General Mandate to Repurchase Shares	5
5. Proposed Grant of General Mandate to Issue Shares	6
6. Annual General Meeting and Proxy Arrangement	6
7. Recommendation	7
Appendix I — Particulars of Retiring Directors Proposed for Re-election	8
Appendix II — Explanatory Statement on the Share Repurchase Mandate	15
Notice of Annual General Meeting	19

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	an annual general meeting of the Company to be held at Tian Shan & Lu Shan Room, 5/F, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 14 May 2015 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of our Company (as amended from time to time) adopted on 12 June 2014
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan
“Company”, “our Company” or “the Company”	Ourgame International Holdings Limited, a company incorporated in the Cayman Islands on 4 December 2013
“Concert Party Agreement”	the agreement entered into among Mr. Zhang, Mr. Liu, Mr. Shen, Mr. Li Jianhua, Ms. Long and Beijing Tongshengcheng Investment Management Center (LLP) on 22 February 2014, pursuant to which Mr. Zhang, Mr. Liu, Mr. Shen, and Ms. Long undertook to vote unanimously for any resolution proposed at board and shareholders meetings of our Company and Lianzhong
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, in the context of this circular, means Mr. Zhang, Mr. Liu, Mr. Shen and Ms. Long, who exercise and have exercised their control directly or indirectly through their respective wholly-owned offshore investment holding companies, namely, Elite Vessels Limited, Sonic Force Limited, Blink Milestones Limited, Prosper Macrocosm Limited and Golden Liberator Limited
“Director(s)”	the director(s) of the Company
“Group” or “the Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the number of the issued shares of the Company
“Latest Practicable Date”	2 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Lianzhong”	Beijing Lianzhong Co., Ltd., a company incorporated under the laws of the PRC on 23 March 1998, the financial results of which have been accounted for as a subsidiary of the Company
“Lianzhong International”	Lianzhong International Company Limited, a limited company incorporated under the laws of the British Virgin Islands on 11 July 2011, a wholly-owned subsidiary of Lianzhong
“Listing Date”	30 June 2014, the date of listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Management Pre-IPO Share Option Scheme”	the pre-IPO share option scheme granted to certain management members of our Company
“Mr. Liu”	Liu Jiang, a non-executive Director and one of the Controlling Shareholders
“Mr. Shen”	Shen Dongri, one of the Controlling Shareholders
“Mr. Zhang”	Zhang Rongming, a non-executive Director and one of the Controlling Shareholders
“Ms. Long”	Long Qi, one of the Controlling Shareholders
“Ordinary Resolution 2”	the ordinary resolution numbered “2” in the notice of the Annual General Meeting, in respect of the proposal to declare a final dividend for the year ended 31 December 2014

DEFINITIONS

“Ordinary Resolution 6”	the ordinary resolution numbered “6” in the notice of the Annual General Meeting, in respect of the proposal to grant to the Directors the Share Repurchase Mandate
“Ordinary Resolution 7”	the ordinary resolution numbered “7” in the notice of the Annual General Meeting, in respect of the proposal to grant to the Directors the Issuance Mandate
“RMB”	Renminbi, the lawful currency of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of our Company with a par value of US\$0.00005 each
“Share Option Scheme”	the share option scheme adopted by the Company on 19 November 2014
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the number of issued shares of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the United States



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)

Executive Directors:

Yang Eric Qing

(Chairman and Co-Chief Executive Officer)

Ng Kwok Leung Frank

(Co-Chief Executive Officer)

Non-executive Directors:

Liu Jiang

Zhang Rongming

Fan Tai

Chen Xian

Independent Non-executive Directors:

Ge Xuan

Lu Zhong

Cheung Chung Yan David

Registered Office:

PO Box 309, Uglan House

Grand Cayman KY1-1104

Cayman Islands

Head Office:

17/F, Tower B Fairmont, No. 1 Building

33# Community, Guangshun North Street

Chaoyang District

Beijing, PRC

Principal Place of Business in Hong Kong:

36/F, Tower Two

Times Square

1 Matheson Street

Hong Kong

13 April 2015

To the Shareholders

Dear Sir/Madam,

**DECLARATION OF A FINAL DIVIDEND
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, 14 May 2015.

* *For identification purpose only*

LETTER FROM THE BOARD

2. DECLARATION OF A FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has recommended the payment of a final dividend of RMB0.064 per Share in respect of the year ended 31 December 2014. Conditional upon the passing of Ordinary Resolution 2 by the Shareholders at the Annual General Meeting to be held on Thursday, 14 May 2015, the register of members of the Company will be closed from 20 May 2015 to 22 May 2015 (both dates inclusive) during which period no transfer of Shares will be registered and the final dividend is expected to be paid on 9 June 2015. Shareholders registered under the Hong Kong branch register of members as of 22 May 2015 will be entitled to the final dividends. All final dividends will be paid in Hong Kong dollars. In order to determine the identity of the Shareholders who are entitled to the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 19 May 2015.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles of Association, all of the current Directors will retire as Directors. The retiring Directors, being eligible, will offer themselves for re-election. Particulars of the retiring Directors offering themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular.

4. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

By written resolutions passed by the Shareholders on 12 June 2014, a general unconditional mandate was granted to the Directors to exercise all powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares where appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the number of issued Shares. As at the Latest Practicable Date, 783,090,000 Shares have been fully paid. Subject to the passing of the proposed ordinary resolution approving the Share Repurchase Mandate and assuming that the number of issued shares of the Company remained unchanged following the Latest Practicable Date and prior to the date of the Annual General Meeting, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate as at the date of passing the Ordinary Resolution 6 will be 78,309,000 Shares. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the grant of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

By written resolutions passed by the Shareholders on 12 June 2014, a general unconditional mandate was granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares or securities convertible into Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require the exercise of such power. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares where appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares or securities convertible into Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require the exercise of such power, during the period as set out in Ordinary Resolution 7 in the notice of the Annual General Meeting of not exceeding 20% of the number of issued Shares. As at the Latest Practicable Date, 783,090,000 Shares have been fully paid. Subject to the passing of the proposed ordinary resolution approving the Issuance Mandate and assuming that the number of issued shares of the Company remains unchanged following the Latest Practicable Date and prior to the date of the Annual General Meeting, the Directors will be authorized to issue a maximum of 156,618,000 Shares under the Issuance Mandate. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 22 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of such meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.ourgame.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed

LETTER FROM THE BOARD

for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and grant of the Share Repurchase Mandate and Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

Ourgame International Holdings Limited

Yang Eric Qing

Chairman and Co-Chief Executive Officer

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

(1) **Mr. Yang Eric Qing** (楊慶)

Mr. Yang Eric Qing (“**Mr. Yang**”), aged 43, has been an executive Director, chairman of the Board and co-chief executive officer since the incorporation of the Company in 2013. Mr. Yang joined the Group in December 2010 and is responsible for general operation, strategy information technology and of the Company. Mr. Yang also holds directorship in Lianzhong International, a wholly-owned subsidiary of Lianzhong. Mr. Yang held various positions at International Business Machines Corporation (IBM) (including a director of global business services and a director of SMB, MBPS Asia Pacific), a company listed on the New York Stock Exchange (stock code: IBM), including Director and Sector Leader of MBPS Asia Pacific from 2006 to 2007, Director and Sector Leader of Industrial and Distribution Sector, MBPS Asia Pacific from 2007 to 2008, Director and Sector Leader of Industrial and Distribution Sector, MBPS, Global Emerging Markets in 2009 and Director of GCG Managed Business Process Services in Global Resources Department in 2010. Mr. Yang received his Bachelor of Science degree from the University of California, Berkeley, U.S. in 1994.

As at the Latest Practicable Date, Mr. Yang held share options for an aggregate of 32,611,064 Shares pursuant to the Management Pre-IPO Share Option Scheme and Share Option Scheme.

Save as disclosed above, Mr. Yang (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial Shareholder or Controlling Shareholders of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Yang has signed a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Yang’s service agreement, Mr. Yang is entitled to a fixed salary of RMB751,361 per annum and a discretionary year-end bonus of an amount to be determined by the Company’s remuneration committee.

Save for the information disclosed above, there are no other matters concerning Mr. Yang that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

(2) Mr. Ng Kwok Leung (伍國樑)

Mr. Ng Kwok Leung Frank (“Mr. Ng”), aged 46, is an executive Director and co-chief executive officer of the Company. Mr. Ng joined the Group in June 2004 and is responsible for business development and PC operations and finance of the Company. He also serves as the chairman of the board of directors of Lianzhong’s subsidiary, Shanghai Yaozhong Broadcast Co., Ltd.. He holds directorships in Beijing Linghegu Online Technology Co, Ltd., a company in which Lianzhong holds 14.21% interest, Lianzhong International and Tianjin Lianzhong Enjoyment Technology Development Limited (天津聯眾樂趣科技發展有限公司). He has joined the Group since 2004 and served as vice president and joint chief executive officer of the Group. Before joining the Group, Mr. Ng served as the senior associate of Grant Thornton LLP in the United States for approximately four years and the vice president of PCC Skyhorse Limited, an associated company of PCCW, a company listed on the Stock Exchange (stock code: 0008), for three years. Mr. Ng received his Bachelor of Science degree from the University of California, Berkeley, U.S. in 1992.

As at the Latest Practicable Date, Mr. Ng held share options for an aggregate of 32,611,064 Shares pursuant to the Management Pre-IPO Share Option Scheme and Share Option Scheme.

Save as disclosed above, Mr. Ng (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial Shareholder or Controlling Shareholders of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Ng has signed a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Ng’s service agreement, Mr. Ng is entitled to a fixed salary of RMB661,593 per annum and a discretionary year-end bonus of an amount to be determined by the Company’s remuneration committee.

Save for the information disclosed above, there are no other matters concerning Mr. Ng that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

(3) Mr. Liu Jiang (劉江)

Mr. Liu Jiang, aged 47, has been an executive Director of the Company since the Listing Date and was re-designated as a non-executive Director from 27 March 2015. Mr. Liu joined the Group in December 2010. Mr. Liu also holds directorships in Blink Milestones Limited and Sonic Force

Limited, which are the Controlling Shareholders. He also serves as president and chairman of the board of directors of Hehong Holdings Group, a real estate group. Mr. Liu received his Bachelor of Economics from the East China Jiaotong University, China in 1991.

As at the Latest Practicable Date, Mr. Liu was interested in 362,143,364 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial Shareholder or Controlling Shareholders of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Liu has signed a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Liu's service agreement, Mr. Liu is entitled to a base fee of HK\$1 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Liu that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

(4) Mr. Zhang Rongming (張榮明)

Mr. Zhang Rongming, aged 52, has been an executive Director of the Company since the Listing Date and was re-designated as a non-executive Director from 27 March 2015. Mr. Zhang joined the Group in December 2010. Mr. Zhang also holds directorship in Elite Vessels Limited, which is a Controlling Shareholder. Mr. Zhang was an independent director of the board of Lancy Co. Ltd., a PRC company listed on the Shenzhen Stock Exchange (stock code: 002612) and resigned in December 2012. He also serves as chairman of the board of directors and general manager of Beijing Aimer Lingerie Co., Ltd. Mr. Zhang received his Master of Applied Chemistry from Central South University, China in 1987 and his Bachelor of Metallurgical Physical Chemistry from the Beijing Institute of Iron and Steel Engineering, China in 1984, respectively.

As at the Latest Practicable Date, Mr. Zhang was interested in 362,143,364 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial Shareholder or Controlling Shareholders of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Zhang has signed a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Zhang's service agreement, Mr. Zhang is entitled to a base fee of HK\$1 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Zhang that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

(5) Mr. Fan Tai (樊泰)

Mr. Fan Tai (“**Mr. Fan**”), aged 43, joined the Company as a non-executive Director on 7 March 2014. Mr. Fan has served as the chief investment officer of KongZhong Corporation, a company listed on NASDAQ (stock code: KONG), since 2009, and then he has served as the Executive Director of KongZhong Corporation since 18 December 2014. Mr. Fan served as vice president of finance from 2002 to 2009 and executive director from 2003 to 2009 at TOM Online, a web portal. Mr. Fan obtained his EMBA degree from State University of New Jersey, U.S. in 2003 and Bachelor of Economics degree from Beijing Institute of Economics, China in 1994.

As at the Latest Practicable Date, Mr. Fan had no interest in the Shares.

Save as disclosed above, Mr. Fan (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial Shareholder or Controlling Shareholders of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Fan has signed a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Fan's service agreement, Mr. Fan is entitled to a base fee of HK\$1 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Fan that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

(6) Mr. Chen Xian (陳弦)

Mr. Chen Xian (“**Mr. Chen**”), aged 33, has been the Company’s non-executive Director since 7 March 2014. Mr. Chen also serves as managing director of CMC Capital Partners since May 2013. From July 2009 to March 2013, Mr. Chen worked at Providence Equity Asia Limited and served as a director by the time he left. Prior to that, Mr. Chen served at Morgan Stanley Private Equity Asia Division from 2004 to June 2009. Mr. Chen obtained his Bachelor of Engineering degree in Electronics Engineering from Tsinghua University, China in 2003.

As at the Latest Practicable Date, Mr. Chen had no interest in the Shares.

Save as disclosed above, Mr. Chen (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial Shareholder or Controlling Shareholders of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Chen has signed a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Chen’s service agreement, Mr. Chen is entitled to a base fee of HK\$1 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Chen that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

(7) Mr. Ge Xuan (葛旋)

Mr. Ge Xuan (“**Mr. Ge**”), aged 44, has been our independent non-executive Director since the Listing Date. Mr. Ge serves as director of Minsheng Life Insurance Co., Ltd. (民生人壽保險股份有限公司) and director general manager of Minsheng Tonghui Asset management Co., Ltd. (民生通惠資產管理有限公司). Mr. Ge served as vice general manager, investment management manager and assistant to general manager in Guosen Securities Co., Ltd. (國信證券股份有限公司) from September 1997 to September 1998. He also served as manager of trade investment and assistant to general manager of Boshi Fund Management Co., Ltd. (博時基金管理有限公司) from January 1999 to June 2000. He was a member of the Investment and Risk Management Committee, assistant to the president of Penghua Fund Management Co., Ltd. (鵬華基金管理有限公司) from July 2000 to March 2002, chief investment officer of Jin Yuan Securities Co., Ltd. (金元證券股份有限公司) from August 2002 to December 2003, and vice president of Huaxi Securities Co., Ltd. (華西證券有限責任公司) from December 2003 to October 2010. He has been a director of Wangxiang Trust Co., Ltd since 18 August 2012. Mr. Ge obtained his Bachelor’s degree in economics from Shenzhen University in 1993.

As at the Latest Practicable Date, Mr. Ge had no interest in the Shares.

Save as disclosed above, Mr. Ge (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial Shareholder or Controlling Shareholders of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Ge has signed a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Ge's service agreement, Mr. Ge is entitled to a fixed salary of HK\$160,000 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Ge that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

(8) Mr. Lu Zhong (魯眾)

Mr. Lu Zhong (“**Mr. Lu**”), aged 52, has been our independent non-executive Director since the Listing Date. Mr. Lu was a computer system engineer at the General Planning Bureau under the Ministry of Machine & Electric Industry of China from August 1984 to August 1990; deputy chief executive officer of 8848.net (北京珠穆朗瑪電子商務網絡服務有限公司) from May 2000 to May 2002; general sales manager of China and Hong Kong region of Advanced Micro Devices, Inc., a company listed on New York Stock Exchange (stock code: AMD) from July 2003 to October 2004. Mr. Lu then served as the chairman of the board of HiChina.com (北京萬網誌成科技有限公司). Mr. Lu then served as the chief strategy officer from then to September 2009 and the president from 2010 until December 2012 at HiChina.com. Mr. Lu served as a vice president of the Alibaba Group from December 2012 until July 2014. Mr. Lu then became the founding partner of Beijing Zhonghai Investment Ltd (北京眾海投資有限公司) since August 2014. Mr. Lu obtained his Bachelor's degree in computer and application from Harbin Institute of Electrical Engineering (哈爾濱電工學院) in 1984.

As at the Latest Practicable Date, Mr. Lu had no interest in the Shares.

Save as disclosed above, Mr. Lu (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial Shareholder or Controlling Shareholders of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Lu has signed a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Lu's service agreement, Mr. Lu is entitled to a fixed salary of HK\$160,000 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Lu that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

(9) Mr. Cheung Chung Yan, David (張頌仁)

Mr. Cheung Chung Yan, David (“**Mr. Cheung**”), aged 39, has been an independent non-executive Director of our Company since the Listing Date. Prior to joining our Company, Mr. Cheung has been the financial controller and the company secretary of Geely Automobile Holdings Limited (HK Stock Code: 175) since 17 May 2005. Mr. Cheung served as a director of DSI Holdings Pty Limited from June 2009 until August 2014. Mr. Cheung holds a Bachelor's Degree in Business Administration in Accounting from the Hong Kong University of Science and Technology. He is a fellow member of the Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Directors. Mr. Cheung has over 17 years of experience in auditing, accounting and financial management.

As at the Latest Practicable Date, Mr. Cheung had no interest in the Shares.

Save as disclosed above, Mr. Cheung (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial Shareholder or Controlling Shareholders of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Cheung has signed a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Cheung's service agreement, Mr. Cheung is entitled to a fixed salary of HK\$250,000.

Save for the information disclosed above, there are no other matters concerning Mr. Cheung that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

The following is an explanatory statement required by the Listing Rules to provide Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against Ordinary Resolution 6 in respect of the approval of the Share Repurchase Mandate.

1. ISSUED SHARES

As at the Latest Practicable Date, 783,090,000 Shares have been fully paid. As at the same date, there were outstanding share options granted under the Company's Management Pre-IPO Share Option Scheme and Share Option Scheme to subscribe for 50,042,553 Shares and 78,400,000 Shares, respectively.

Subject to the passing of Ordinary Resolution 6 in respect of the granting of the Share Repurchase Mandate and on the basis that the number of issued Shares remains unchanged before the Annual General Meeting, i.e. being 783,090,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 78,309,000 Shares, representing 10% of the number of Shares in issue as at the date of the Annual General Meeting (assuming the number of issued Shares remains unchanged following the Latest Practicable Date and prior to the date of the Annual General Meeting).

2. REASONS FOR SHARE REPURCHASE

The Directors believe it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2014) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the

Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following substantial Shareholders were interested in 10% or more of the number of issued Shares:

Name of Shareholder	Number of Shares held	Percentage of total number of Shares	Percentage of total number of Shares (assuming the Share Repurchase Mandate is exercised in full)
Mr. Zhang	362,143,364 ⁽¹⁾	46.25%	51.38%
Mr. Liu	362,143,364 ⁽¹⁾	46.25%	51.38%
Elite Vessels Limited	362,143,364 ⁽¹⁾	46.25%	51.38%
Sonic Force Limited	362,143,364 ⁽¹⁾	46.25%	51.38%
Blink Milestones Limited	362,143,364 ⁽¹⁾	46.25%	51.38%
Mr. Shen	362,143,364 ⁽¹⁾	46.25%	51.38%
Prosper Macrocism Limited	362,143,364 ⁽¹⁾	46.25%	51.38%
Ms. Long	362,143,364 ⁽¹⁾	46.25%	51.38%
Golden Liberator Limited	362,143,364 ⁽¹⁾	46.25%	51.38%
CMC Ace Holdings Limited	117,600,000 ⁽²⁾	15.02%	16.69%
CMC Capital Partners, GP, L.P.	117,600,000 ⁽²⁾	15.02%	16.69%
CMC Capital Partners, GP, Ltd.	117,600,000 ⁽²⁾	15.02%	16.69%
CMC Capital Partners, L.P.	117,600,000 ⁽²⁾	15.02%	16.69%
La Confiance Investments Ltd.	117,600,000 ⁽²⁾	15.02%	16.69%
Le Bonheur Holdings Ltd.	117,600,000 ⁽²⁾	15.02%	16.69%

Notes:

- (1) The aggregate number of Shares held by the concert parties under the Concert Party Agreement.
- (2) The 117,600,000 Shares represent the same block of Shares held by a chain of ownership involving CMC Capital Partners.

In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the interests of the substantial Shareholders in the Company will be increased to approximately the percentages as set out in the table above. The Directors believe that such increases may give rise to an obligation on the part of the concert parties, namely Mr. Zhang, Mr. Liu, Mr. Shen, Ms. Long, Elite Vessels Limited, Sonic Force Limited, Blink Milestones Limited, Prosper Macrocosm Limited and Golden Liberator Limited, to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for the concert parties to make a mandatory offer.

The Listing Rules prohibit a company from making a repurchase on the Stock Exchange if the result of such repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be publicly held. The Directors do not intend to repurchase Shares to the extent that, after the consummation of any such repurchase, less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be publicly held.

6. REPURCHASE OF SHARES MADE BY THE COMPANY

In the past six months, the Company repurchased its own Shares as follows:

Date of Repurchase	No. of shares repurchased by the Company	Price per Share		Aggregate consideration paid HK\$
		Highest HK\$	Lowest HK\$	
30 December 2014	675,000	2.82	2.57	1,799,617.50
31 December 2014	235,000	2.70	2.58	617,862.00

7. INTENTION OF DIRECTORS AND CORE CONNECTED PERSONS TO SELL SHARES

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

8. MARKET PRICES OF SHARES

During the period from the Listing Date up to and including the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
30 June 2014 (<i>Listing Date</i>)	3.91	3.50
July 2014	4.25	3.56
August 2014	3.98	3.59
September 2014	4.83	3.77
October 2014	4.30	3.90
November 2014	4.20	3.80
December 2014	3.86	2.57
January 2015	3.29	2.50
February 2015	3.66	2.94
March 2015	3.85	3.16
April 2015 (<i>up to the Latest Practicable Date</i>)	4.93	3.80



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)

Notice is hereby given that an annual general meeting (the “**Annual General Meeting**”) of Ourgame International Holdings Limited (the “**Company**”) will be held at Tian Shan & Lu Shan Room, 5/F, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 14 May 2015 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2014.
2. To declare a final dividend of RMB0.064 per share of the Company for the year ended 31 December 2014.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Yang Eric Qing as an executive director of the Company;
 - (b) to re-elect Mr. Ng Kwok Leung Frank as an executive director of the Company;
 - (c) to re-elect Mr. Liu Jiang as a non-executive director of the Company;
 - (d) to re-elect Mr. Zhang Rongming as a non-executive director of the Company;
 - (e) to re-elect Mr. Fan Tai as a non-executive director of the Company;
 - (f) to re-elect Mr. Chen Xian as a non-executive director of the Company;
 - (g) to re-elect Mr. Ge Xuan as an independent non-executive director of the Company;
 - (h) to re-elect Mr. Lu Zhong as an independent non-executive director of the Company;
and
 - (i) to re-elect Mr. Cheung Chung Yan David as an independent non-executive director of the Company;
4. To authorize the board of directors of the Company to fix the respective directors’ remuneration.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

5. To re-appoint Grant Thornton Hong Kong Limited as the auditors and to authorize the board of directors of the Company to fix its remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

7. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme or a restricted share units scheme of the Company;
- (iii) the exercise of rights of the subscription or conversion under the terms of any warrants to be issued by the Company or any securities which are convertible into shares; and
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the number of issued shares of the Company on the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** conditional upon the passing of Ordinary Resolution 6 and Ordinary Resolution 7 of the notice convening this meeting (the “**Notice**”), the general mandate set out in Ordinary Resolution 7 of the Notice be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the number of issues shares of the Company repurchased by the Company pursuant to the mandate referred to in Ordinary Resolution 6 of the Notice, provided that such amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution.”

By order of the Board
Ourgame International Holdings Limited
Yang Eric Qing
Chairman and Co-Chief Executive Officer

Hong Kong, 13 April 2015

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 12 May 2015 to Thursday, 14 May 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 11 May 2015.