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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**Meeting**”) of Ourgame International Holdings Limited (the “**Company**”) will be held at 16/F, Tower B Fairmont No. 1 Building, 33# Community Guangshun North Street, Chaoyang District, Beijing, PRC on Monday, 2 February 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

“THAT:

1. the grant of 11,760,000 share options (the “**Share Options**”) to Mr. Yang Eric Qing under the share option scheme adopted by the Company on 19 November 2014 (the “**Share Option Scheme**”) to subscribe for 11,760,000 ordinary shares of US\$0.00005 each in the share capital of the Company (the “**Shares**”) at the exercise price of HK\$2.67 per Share, details of which are set out in the circular of the Company dated 16 January 2015 (the “**Circular**”), be and is hereby approved, confirmed and ratified and the board of directors of the Company (the “**Board**”) or a duly authorised committee of the Board or any one or more directors of the Company authorised by the Board or any committee thereof be and are hereby authorised to do any acts or things or to sign, seal, execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in order to give effect to the aforesaid grants of the Share Options; and

2. the grant of Share Options to Mr. Ng Kwok Leung under the Share Option Scheme to subscribe for 11,760,000 Shares at the exercise price of HK\$2.67 per Share, details of which are set out in the Circular, be and is hereby approved, confirmed and ratified, and the Board or a duly authorised committee of the Board or any one or more directors of the Company authorised by the Board or any committee thereof be and are hereby authorised to do any acts or things or to sign, seal, execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in order to give effect to the aforesaid grants of the Share Options.”

By order of the Board
Ourgame International Holdings Limited
Liu Jiang
Executive Director

Beijing, 16 January 2015

Principal Place of Business in Hong Kong:

36/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. The resolutions at the Extraordinary General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint more than one proxy to attend and vote on behalf of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. A form of proxy for use at the Meeting is enclosed.
4. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be returned 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, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) should you so wish.

5. If there are joint registered holders of a share in the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting in person or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the Board comprises Mr. Yang Eric Qing, Mr. Ng Kwok Leung Frank, Mr. Liu Jiang and Mr. Zhang Rongming as Executive Directors; 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*