

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

GRANT OF SHARE OPTIONS

GRANT OF SHARE OPTIONS

The Board announces that on 5 January 2015, a total of 47,040,000 Share Options to subscribe for a maximum of 47,040,000 Shares were conditionally granted to key employees of the Company under the Share Option Scheme, subject to acceptance of the grantees.

Among the Share Options granted, the Board (with Mr. Yang and Mr. Ng abstaining from voting in the relevant resolution(s) at the Board meeting) resolved that the Company grants each of Mr. Yang and Mr. Ng the 11,760,000 Share Options to subscribe for 11,760,000 Shares and 11,760,000 Shares, respectively, at an exercise price of HK\$2.67 per Share, subject to acceptance by Mr. Yang and Mr. Ng, respectively, and the satisfaction of the conditions described below.

As Mr. Yang and Mr. Ng are Directors, the grant of the Share Options to them was also approved by the independent non-executive Directors in accordance with rule 17.04(1) of the Listing Rules.

CONDITIONS

As (i) the number of Shares issuable to each of Mr. Yang and Mr. Ng upon the exercise of their respective Share Options exceeds 1% of all Shares in issue as at the Date of Grant and (ii) Mr. Yang and Mr. Ng are Directors and such grant would result in the Shares to be issued upon exercise of the share options granted each to Mr. Yang and Mr. Ng in the 12-month period up to and including the date of the grant representing in aggregate over 0.1% of the total number of issued Shares and having an aggregate value (based on the closing price of the Shares at the date of the grant) in excess of HK\$5 million, the grant of the Share Options to Mr. Yang and Mr. Ng is conditional upon the approval of the Shareholders at the Extraordinary General Meeting as required by the Note to rule 17.03(4) of the Listing Rules and rule 17.04(1) of the Listing Rules and the rules of the Share Option Scheme.

EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting will be convened for the purpose of allowing the Shareholders to consider and, if thought fit, approve the grant of the Share Options to Mr. Yang and Mr. Ng.

CIRCULAR

A circular containing information relating to the grant of the Share Options to Mr. Yang and Mr. Ng and notice of the Extraordinary General Meeting is expected to be despatched to the Shareholders on or before 26 January 2015.

GRANT OF SHARE OPTIONS

The Board announces that on 5 January 2015, a total of 47,040,000 Share Options to subscribe for a maximum of 47,040,000 Shares were conditionally granted to key employees of the Company under the Share Option Scheme, subject to acceptance of the grantees.

Among the Share Options granted, the Board (with Mr. Yang and Mr. Ng abstaining from voting in the relevant resolution(s) at the Board meeting) resolved that the Company grants each of Mr. Yang and Mr. Ng the 11,760,000 Share Options to subscribe for 11,760,000 Shares and 11,760,000 Shares, respectively, at an exercise price of HK\$2.67 per Share, subject to acceptance by each of them and satisfaction of the conditions described below.

As Mr. Yang and Mr. Ng are Directors, the grant of the Share Options was also approved by the independent non-executive Directors in accordance with rule 17.04(1) of the Listing Rules.

Conditions

As (i) the number of Shares issuable to each of Mr. Yang and Mr. Ng upon the exercise of their respective Share Options exceeds 1% of all Shares in issue as at the Date of Grant and (ii) Mr. Yang and Mr. Ng are Directors and such grant would result in the Shares to be issued upon exercise of the share options granted each to Mr. Yang and Mr. Ng in the 12-month period up to and including the date of the grant representing in aggregate over 0.1% of the total number of issued Shares and having an aggregate value (based on the closing price of the Shares at the date of the grant) in excess of HK\$5 million, the grant of the Share Options to Mr. Yang and Mr. Ng is conditional upon the approval of the Shareholders at the Extraordinary General Meeting as required by the Note to rule 17.03(4) of the Listing Rules and rule 17.04(1) of the Listing Rules and the rules of the Share Option Scheme.

SUMMARY OF THE PRINCIPAL TERMS OF THE SHARE OPTIONS

A summary of the principal terms of the Share Options is set out below:

Date of Grant	:	5 January 2015
Number of Shares issuable upon exercise of the Share Options	:	47,040,000 Shares, representing 6% of all Shares in issue as at the date of this announcement
Exercise price per Share upon exercise of the Share Options	:	HK\$2.67 per Share, which exceeds the higher of (i) HK\$2.53, the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the Date of Grant; (ii) HK\$2.67, the average closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) US\$0.00005, the nominal value per Share
Validity period of the Share Options	:	Ten years from the Date of Grant
Vesting period of the Share Options	:	<ol style="list-style-type: none">(1) 25% of the Share Options shall vest and be exercisable with effect from the first anniversary of the Date of Grant;(2) further 25% of the Share Options shall vest and be exercisable with effect from the second anniversary of the Date of Grant;(3) further 25% of the Share Options shall vest and be exercisable with effect from the third anniversary of the Date of Grant;(4) the remaining 25% of the Share Options shall vest and be exercisable with effect from the fourth anniversary of the Date of Grant.

EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting will be convened for the purpose of allowing the Shareholders to consider and, if thought fit, approve the grant of the Share Options to Mr. Yang and Mr. Ng.

As both Mr. Yang and Mr. Ng have a material interest in the grant of the Share Options, Mr. Yang, Mr. Ng and their respective associates, to the extent they hold any Shares, are required to abstain from voting in respect of the resolutions to approve the grant of the Share Options to them at the Extraordinary General Meeting. As at the date of this announcement, save for Mr. Yang's and Mr. Ng's interests in the Share Options and the options granted to them under the Management Pre-IPO Share Option Scheme, Mr. Yang, Mr. Ng and their respective associates do not have a notifiable interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

CIRCULAR

A circular containing information relating to the grant of the Share Options and notice of the Extraordinary General Meeting is expected to be despatched to the Shareholders on or before 26 January 2015.

DEFINITIONS

In this announcement, unless otherwise stated, the following expressions shall have the following meanings:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Ourgame International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Date of Grant”	5 January 2015, being the date on which the Share Options were conditionally granted by the Board
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	the extraordinary general meeting of the Shareholders to be convened for the purpose of allowing the Shareholders to consider and, if thought fit, approve the grant of the Share Options to Mr. Yang and Mr. Ng
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“Management Pre-IPO Share Option Scheme”	the pre-IPO share option scheme granted to certain management members of the Company adopted by the Company on 7 March 2014
“Mr. Ng”	Mr. Ng Kwok Leung Frank, an executive Director and co-chief executive officer of the Company
“Mr. Yang”	Mr. Yang Eric Qing, an executive Director, chairman of the Board and co-chief executive officer of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 19 November 2014
“Share Options”	a total of 47,040,000 share options granted to certain key employees of the Company on 5 January 2015 under the Share Option Scheme to subscribe for a total of 47,040,000 Shares, subject to the acceptance of the grantees (among which, Share Options conditionally granted to Mr. Yang and Mr. Ng are also subject to the approval of the Shareholders at the Extraordinary General Meeting to be convened)
“Shareholders”	holders of the Share(s)
“Shares”	ordinary shares of US\$0.00005 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 5 January 2015

As at the date of this announcement, the executive Directors are Mr. YANG Eric Qing, Mr. NG Kwok Leung Frank, Mr. LIU Jiang and Mr. ZHANG Rongming; the non-executive Directors are Mr. FAN Tai and Mr. CHEN Xian; and the independent non-executive Directors are Mr. GE Xuan, Mr. LU Zhong and Mr. CHEUNG Chung Yan David.

* *For identification purpose only*