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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)**

### **COMPLETION OF SUBSCRIPTION OF NEW SHARES BY THE NEW MANAGEMENT SUBSCRIBER ENTITY AND CONNECTED SUBSCRIBER UNDER SPECIFIC MANDATE**

Reference is made to the circular of Ourgame International Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) dated 13 October 2017 (the “**Circular**”) in respect of, among other things, the transactions involving subscription of new Shares by the Subscribers. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

### **COMPLETION OF THE MANAGEMENT SUBSCRIPTION AND THE CONNECTED SUBSCRIPTION**

The Board is pleased to announce that all conditions precedent in respect of the Management Subscription and the Connected Subscription set out under the sub-section headed “The Subscription Agreements” in the “Letter from the Board” in the Circular have been fulfilled and the completion of the Management Subscription and the Connected Subscription took place on 4 January 2018.

In accordance with the terms of the Management Subscription Agreement, Jian Ying Ourgame High Growth Investment Fund (建贏聯眾高成長投資基金), an entity in which the Management Subscriber has a majority of the voting rights, as the New Management Subscriber Entity has been designated to subscribe for the 89,189,189 Management Subscription Shares to be issued pursuant to the Management Subscription Agreement; and the New Management Subscriber Entity has agreed with the Company to acquire the Management Subscription Shares.

In accordance with the terms of the Connected Subscription Agreement, Glassy Mind Holdings Limited, being a wholly-owned subsidiary of the Connected Subscriber and a substantial shareholder of the Company holding 226,000,000 Shares immediately before the Connected Subscription Completion, has been designated to hold the 64,690,848 Connected Subscription Shares to be issued pursuant to the Connected Subscription Agreement.

Immediately before the Management Subscription Completion and the Connected Subscription Completion, the Company had 923,139,589 Shares in issue. Upon the Management Subscription Completion and the Connected Subscription Completion, an aggregate of 153,880,037 new Shares, representing approximately 14.29% of the issued share capital of the Company as at the date of this announcement (as enlarged by the issue of the Management Subscription Shares and the Connected Subscription Shares), have been duly allotted and issued as fully paid to the New Management Subscriber Entity and Glassy Mind Holdings Limited at the subscription price of HK\$1.85 per Subscription Share, pursuant to the Management Subscription Agreement and the Connected Subscription Agreement. Accordingly, immediately after the Management Subscription Completion and the Connected Subscription Completion, there are 1,077,019,626 Shares in issue.

Set out below for illustrative purposes is the shareholding structure of the Company immediately before and after the Management Subscription Completion and the Connected Subscription Completion, assuming that there is no other change in the issued share capital of the Company:

<i>Name of Shareholder</i>	<b>Immediately before the Management Subscription Completion and the Connected Subscription Completion</b>		<b>Immediately after the Management Subscription Completion and the Connected Subscription Completion</b>	
	<i>Number of Shares</i>	<i>Approximate %<sup>(4)</sup></i>	<i>Number of Shares</i>	<i>Approximate %<sup>(4)</sup></i>
Glassy Mind Holdings Limited <sup>(5)</sup>	226,000,000	24.48%	290,690,848	26.99%
CMC Ace Holdings Limited <sup>(1)</sup>	117,600,000	12.74%	117,600,000	10.92%
KongZhong Corporation <sup>(2)</sup>	20,737,000	2.25%	20,737,000	1.93%
Noumena Innovations (BVI) LTD. <sup>(2)</sup>	71,351,351	7.73%	71,351,351	6.62%
Jian Ying Ourgame High Growth Investment Fund (建贏聯眾高成長投資基金) <sup>(3)</sup>	132,464,366 <sup>(3)</sup>	14.35%	221,653,555 <sup>(3)</sup>	20.58%
Alpha Lion Investments Limited (領獅投資有限公司)	64,864,864	7.03%	64,864,864	6.02%
Other public Shareholders	<u>290,122,008</u>	<u>31.43%</u>	<u>290,122,008</u>	<u>26.94%</u>
<b>Total</b>	<u><u>923,139,589</u></u>	<u><u>100.00%</u></u>	<u><u>1,077,019,626</u></u>	<u><u>100.00%</u></u>

*Notes:*

1. CMC Ace Holdings Limited is owned as to 100% by CMC Capital Partners, L.P., which in turn is owned as to 100% by CMC Capital Partners, GP, L.P.. CMC Capital Partners, GP, L.P. is owned as to 100% by CMC Capital Partners, GP Ltd., which in turn is owned as to 100% by La Con fiance Investments Ltd., and La Con fiance Investments Ltd. is owned as to 100% by Le Bonheur Holdings Ltd..
2. Noumena Innovations (BVI) LTD., the Independent Subscriber, is a wholly-owned subsidiary of KongZhong Corporation.
3. Jian Ying Ourgame High Growth Investment Fund (建贏聯眾高成長投資基金) is the New Management Subscriber Entity in which Total Victory Global Limited, the Management Subscriber, has the majority voting rights. The 221,653,555 Shares comprise 132,464,366 Shares originally held by the Concert Party Shareholders and an additional of 89,189,189 Management Subscription Shares.
4. The percentage figures have been subject to rounding adjustments. Accordingly, figures shown in totals may not be an arithmetic aggregation of the figures preceding them.
5. Glassy Mind Holdings Limited is a wholly-owned subsidiary of Irena Group Co., Ltd., the Connected Subscriber.

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

Beijing, 4 January 2018

*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, Ms. Fu Qiang, 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*