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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)**

### **DISCLOSEABLE TRANSACTION ACQUISITION OF THE ENTIRE EQUITY INTEREST IN NANJING HAOYUN MEICHENG ELECTRONICS TECHNOLOGY CO., LTD. AND THE ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE**

#### **THE ACQUISITION**

The Board is pleased to announce that, on 16 January 2018 (after trading hours), Tianjin Shengyou Shidai (a wholly-owned subsidiary of the Company) and the Company (as the issuer of the Consideration Shares) entered into the Share Transfer Agreement with the Seller and the Seller Guarantor, pursuant to which Lianzhong agreed to purchase and the Seller agreed to sell the Sale Interest representing 100% of the total equity interest in the Target at the Consideration of RMB220 million (subject to adjustment).

The Consideration of RMB220 million for the sale and purchase of the Sale Interest shall be settled (i) as to RMB136 million in cash (subject to adjustment); and (ii) as to RMB84 million by the Company allotting and issuing 38,888,888 Consideration Shares (subject to adjustment) at the Issue Price of HK\$2.62 (equivalent to approximately RMB2.16) under the General Mandate. The Consideration Shares represent approximately 3.61% of the issued share capital of the Company as at the date of this announcement and approximately 3.48% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares. The Consideration Shares will rank *pari passu* in all respects with each other and with the Shares in issue at the time of issue of the Consideration Shares.

After the Completion, the Target will become a wholly-owned subsidiary of the Company and the financial results of the Target Group will be consolidated into those of the Group.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios in respect of the Acquisition are 5% or more but all of them are less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements, but is exempted from Shareholders' approval requirement under Chapter 14 of the Listing Rules.

**As the Completion is subject to the satisfaction of certain conditions precedent set out in the Share Transfer Agreement, the Acquisition may or may not proceed to Completion. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares or any securities of the Company.**

## **INTRODUCTION**

On 16 January 2018 (after trading hours), Tianjin Shengyou Shidai (a wholly-owned subsidiary of the Company) and the Company (as the issuer of the Consideration Shares) entered into the Share Transfer Agreement with the Seller and the Seller Guarantor, pursuant to which Lianzhong agreed to purchase and the Seller agreed to sell the Sale Interest representing 100% of the total equity interest in the Target at the Consideration of RMB220 million (subject to adjustment).

## **PRINCIPAL TERMS OF THE SHARE TRANSFER AGREEMENT**

The principal terms of the Share Transfer Agreement are set out as follows:

### **Date**

16 January 2018

### **Parties**

- (1) Tianjin Shengyou Shidai;
- (2) the Company (as the issuer of the Consideration Shares);
- (3) the Seller; and
- (4) the Seller Guarantor.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Seller and the Seller Guarantor are Independent Third Parties.

### **Subject matter of the Acquisition**

Pursuant to the Share Transfer Agreement, Lianzhong agreed to purchase and the Seller agreed to sell the Sale Interest representing 100% of the total equity interest in the Target, which, upon completion of the Reorganization, Shanghai Zhangqi and Nanjing Taodu will become its wholly-owned and non-wholly owned subsidiary, respectively.

## Consideration

The Consideration of RMB220 million for the sale and purchase of the Sale Interest (subject to adjustment) shall be settled in three instalments in the manner as follows:

- (i) RMB136 million payable by Lianzhong to the Seller in cash (subject to adjustment), of which:
  - (1) RMB60.4 million shall be payable on the Completion Date (the “**First Instalment Cash Consideration**”);
  - (2) (in case there is no Adjustment) RMB37.8 million shall be payable within 20 Business Days after satisfaction of the 2018 Performance Guarantee (the “**Second Instalment Cash Consideration**”), or (in case there is an Adjustment) the amount of Second Instalment Cash Consideration as reduced as set out under the paragraph headed “Adjustment to the Consideration”; and
  - (3) (in case there is no Adjustment) RMB37.8 million shall be payable within 20 Business Days after satisfaction of the 2019 Performance Guarantee (the “**Third Instalment Cash Consideration**”), or (in case there is an Adjustment) the amount of Third Instalment Cash Consideration as reduced as set out under the paragraph headed “Adjustment to the Consideration”.
- (ii) RMB84 million by the Company allotting and issuing 38,888,888 Consideration Shares (subject to adjustment) at the Issue Price to the Seller (or its nominee(s)) under the General Mandate, of which:
  - (1) 15,555,556 Shares shall be allotted and issued by the Company on the Completion Date (the “**First Instalment Consideration Shares**”);
  - (2) (in case there is no Adjustment) 11,666,666 Shares shall be allotted and issued by the Company within 20 Business Days after satisfaction of the 2018 Performance Guarantee (the “**Second Instalment Consideration Shares**”), or (in case there is an Adjustment) the number of Second Instalment Consideration Shares as reduced as set out under the paragraph headed “Adjustment to the Consideration”; and
  - (3) (in case there is no Adjustment) 11,666,666 Shares shall be allotted and issued by the Company within 20 Business Days after satisfaction of the 2019 Performance Guarantee (the “**Third Instalment Consideration Shares**”) or (in case there is an Adjustment) the number of Third Instalment Consideration Shares as reduced as set out under the paragraph headed “Adjustment to the Consideration”.

The Consideration Shares represent approximately 3.61% of the issued share capital of the Company as at the date of this announcement and approximately 3.48% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares.

The Consideration Shares will rank *pari passu* in all respects with each other and with the Shares in issue at the time of issue of the Consideration Shares.

### ***Basis of the Consideration***

The Consideration (including the adjustment) was arrived at after arm's length negotiations among Tianjin Shengyou Shidai, the Company, the Seller and the Seller Guarantor, taking into account various factors, including valuation of the Target, the professional experiences of the team of the Target, the development prospects of the Target Group and the Performance Guarantee (as defined below).

### ***Performance Guarantee***

Pursuant to the Share Transfer Agreement, the Seller and the Seller Guarantor undertook that:

- (i) the audited net profit after deduction of non-recurring profit or loss (excluding government grants, tax concession and financial refund) of the Target Group for the year 2018 shall not be less than RMB40 million (the “**2018 Performance Guarantee**”); and
  - (ii) the audited net profit after deduction of non-recurring profit or loss (excluding government grants, tax concession and financial refund) of the Target Group for the year 2019 shall not be less than RMB52 million (the “**2019 Performance Guarantee**”),
- ((i) and (ii) together, the “**Performance Guarantee**”).

### ***Adjustment to the Consideration***

#### ***(i) The 2018 Performance Guarantee***

In the event that the Target Group does not meet the 2018 Performance Guarantee, Lianzhong shall have the right to deduct the unrealized gains by 4 times (the “**2018 Shortfall**”) and adjust the Second Instalment Cash Consideration and the Second Instalment Consideration Shares.

The Second Instalment Cash Consideration shall be reduced and computed in accordance with the following formula (the “**Adjusted Second Instalment Cash Consideration**”):

$$\begin{array}{l} \text{Second Instalment} \\ \text{Cash Consideration} \end{array} - (\text{RMB40 million} - \text{audited net profit of 2018}) \times 4 = \begin{array}{l} \text{Adjusted Second Instalment} \\ \text{Cash Consideration} \end{array}$$

In the event that the Adjusted Second Instalment Cash Consideration is less than the 2018 Shortfall, in addition to deducting all the Second Instalment Cash Consideration, Lianzhong shall have the right to further reduce the number of the Second Instalment Consideration Shares calculated in accordance with the following formula (the “**Adjusted Second Instalment Consideration Shares**”):

$$\frac{\text{Second Instalment Consideration Shares} + \text{Adjusted Second Instalment Cash Consideration}}{\text{Issue Price}} = \text{Adjusted Second Instalment Consideration Shares}$$

In the event that the Adjusted Second Instalment Consideration Shares are insufficient to compensate the 2018 Shortfall, the remaining balance of such 2018 Shortfall shall be compensated by the Seller and the Seller Guarantor from the First Instalment Cash Consideration and the First Instalment Consideration Shares. If the First Instalment Cash Consideration and the First Instalment Consideration Shares are insufficient to settle the 2018 Shortfall, the Third Instalment Cash Consideration and the Third Instalment Consideration Shares shall be reduced accordingly.

(ii) *The 2019 Performance Guarantee*

In the event that the Target Group does not meet the 2019 Performance Guarantee, Lianzhong shall have the right to deduct the unrealized gains by 4 times (the “**2019 Shortfall**”) and adjust the Third Instalment Cash Consideration and the Third Instalment Consideration Shares.

The Third Instalment Cash Consideration shall be reduced and computed in accordance with the following formula (the “**Adjusted Third Instalment Cash Consideration**”):

$$\text{Third Instalment Cash Consideration} - (\text{RMB52 million} - \text{Audited net profit of 2019}) \times 4 = \text{Adjusted Third Instalment Cash Consideration}$$

In the event that the Adjusted Third Instalment Cash Consideration is less than the 2019 Shortfall, in addition to deducting all the Third Instalment Cash Consideration, Lianzhong shall have the right to further reduce the number of the Third Instalment Consideration Shares calculated in accordance with the following formula (the “**Adjusted Third Instalment Consideration Shares**”):

$$\frac{\text{Third Instalment Consideration Shares} + \text{adjusted Third Instalment Cash Consideration}}{\text{Issue Price}} = \text{Adjusted Third Instalment Consideration Shares}$$

In the event that the Adjusted Third Instalment Consideration Shares are insufficient to compensate the 2019 Shortfall, the remaining balance of the 2019 Shortfall shall be compensated by the Seller and the Seller Guarantor.

The total Adjustment and compensation payable by the Seller and the Seller Guarantor due to the 2018 Shortfall and 2019 Shortfall shall in any event not more than the difference between RMB220 million and the audited net profit of the Target Group in 2018 and 2019 (the “**Compensation**”).

## **The Guarantee**

The Seller Guarantor has irrevocably undertaken and guaranteed that the Target Group shall meet the abovementioned Performance Guarantee. In the event that the Performance Guarantee cannot be met, Lianzhong has the right to deduct, recover from or request the Seller Guarantor directly to bear the Compensation.

## **Lock-up of Consideration Shares**

Consideration Shares issued before 31 December 2018 shall be subject to lock-up from the date of issuance of such Consideration Shares until 31 December 2018.

Consideration Shares issued before 31 December 2019 but on or after 31 December 2018 shall be subject to lock-up from the date of issuance of such Consideration Shares until 31 December 2019.

## **Conditions Precedent**

Completion shall be subject to the satisfaction of certain Conditions Precedent including:

- (i) the representations and warranties made by the Seller and the Seller Guarantor under the Share Transfer Agreement are true, complete, valid and accurate until the Completion Date;
- (ii) all commitments and obligations under the Share Transfer Agreement have been performed and complied with by the Seller and the Seller Guarantor by the Completion Date;
- (iii) the completion of the business, legal, technology and financial due diligence on the Target to the satisfaction of Lianzhong;
- (iv) the registered capital of the Target has been fully paid-up and confirmed by Lianzhong;
- (v) the signing of employment agreements, non-disclosure agreements and non-competition agreements (as approved by Lianzhong) by the core employees of the Target with the Target Group;
- (vi) the transfer of the equity interest held by the Seller Guarantor in Shanghai Zhangqi and Nanjing Taodu to the Target at nil consideration in order that the Target can account for them in its consolidated financial statements;
- (vii) the disposal of 50% equity interest in Guangzhou Haoyun Lianlian by the Target;
- (viii) all agreements, obligations and conditions which must be performed or complied with by the Target pursuant to the Share Transfer Agreement have been performed and complied with in all material respects;
- (ix) all necessary consents and approvals (if any) required for the signing and performance of the Share Transfer Agreement by the Target, the Seller and the Seller Guarantor have been obtained;
- (x) the approval of the Acquisition and the issue of the Consideration Shares by the Board; and

- (xi) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares.

If the above conditions cannot be fulfilled on or before 14 February 2018, either Party may terminate the Share Transfer Agreement and neither party shall have any obligations and liabilities towards each other thereunder.

### **Completion of the Acquisition**

Completion shall take place on the second Business Day after the fulfillment of all the Conditions Precedent.

After the Completion, the Target will become a wholly-owned subsidiary of the Company and the financial results of the Target Group will be consolidated into those of the Group.

### **REORGANIZATION**

Being part of the Conditions Precedent, (i) the Seller Guarantor shall transfer his 100% equity interest in Shanghai Zhangqi and 75% equity interest in Nanjing Taodu to the Target at nil consideration; and (ii) the Target shall dispose its 50% equity interest in Guangzhou Haoyun Lianlian. After such Reorganization, Shanghai Zhangqi and Nanjing Taodu shall become a wholly-owned subsidiary and a non wholly-owned subsidiary of the Target, respectively.

### **ISSUE OF CONSIDERATION SHARES UNDER THE GENERAL MANDATE**

Pursuant to the Share Transfer Agreement, the Company shall allot and issue a maximum of 38,888,888 Consideration Shares to the Seller (or its nominee(s)) as part of the Consideration. The Issue Price of HK\$2.62 (equivalent to approximately RMB2.16) per Consideration Share was determined after arm's length negotiations among Tianjian Shengyou Shidai, the Company, the Seller and the Seller Guarantor with reference to the volume weighted average price of the Shares as quoted on the Stock Exchange in the 20 trading days immediately prior to the date of the Share Transfer Agreement.

The Issue Price represents:

- (i) a discount of approximately 5.42% to the closing price of HK\$2.77 per Share as quoted on the Stock Exchange on 16 January 2018, being the date of the Share Transfer Agreement;
- (ii) a discount of approximately 5.62% to the closing price of HK\$2.776 per Share as quoted on the Stock Exchange for the five trading days immediately prior to the date of the Share Transfer Agreement; and
- (iii) the average closing price of HK\$2.62 per Share as quoted on the Stock Exchange for the 20 trading days immediately prior to the date of the Share Transfer Agreement.

The Consideration Shares shall be issued by the Company under the General Mandate. At the annual general meeting of the Company held on 19 May 2017, the General Mandate was granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with up to 157,384,674 new Shares, being 20% of the number of issued Shares as at the date of passing of the resolution by the Shareholders in relation to the General Mandate. Save for the 64,864,864 Shares issued under the General Mandate due to the conversion of the convertible note as announced by the Company on 28 December 2017, no Shares have been issued under the General Mandate as at the date of this announcement.

## **APPLICATION FOR LISTING**

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

## **INFORMATION OF THE GROUP**

The Company is incorporated in the Cayman Islands as a company with limited liability, the issued Shares of which are listed on the Stock Exchange. The principal activity of the Company is investment holding. The Group is primarily engaged in the development and operation of online card and board games, organising and broadcasting online to offline mind-sports events, tournaments, TV shows and contents in China and globally.

Tianjin Shengyou Shidai is a wholly-owned subsidiary of the Company and is an investment holding company.

## **INFORMATION OF THE TARGET GROUP**

### **The Target**

The Target is a company established under the laws of the PRC with limited liability in August 2012 and is principally engaged in the development and operation of mobile games. The Target has a well-established and experienced team to develop, operate and promote its mobile games. The Target currently operates approximately 20 to 30 China regional card and board games, such as mahjong, poker and other card and board game products, covering mainly Jiangsu, Zhejiang, Shanghai, Anhui, Guangdong and Hebei in China. The Target is wholly-owned by the Seller and controlled and operated by the Seller Guarantor.

Based on the unaudited financial statements of the Target for the financial years ended 31 December 2016 and 2017, prepared in accordance with PRC GAAP, the unaudited profit before taxation and profit after taxation of the Target are set out below:

	<b>For the years ended 31 December</b>	
	<b>(unaudited)</b>	
	<b>2016</b>	<b>2017</b>
	<i>RMB</i>	<i>RMB</i>
Profit before taxation	0	28,856,651.95
Profit after taxation	0	28,410,036.61

Based on the unaudited financial statements of the Target prepared in accordance with PRC GAAP, the unaudited net assets of the Target as at 31 December 2017 is RMB28,902,308.80.

### **Shanghai Zhangqi**

Shanghai Zhangqi is a company established under the laws of the PRC with limited liability in January 2017 and is beneficially wholly-owned as to 100% by the Seller Guarantor as at the date of this announcement. After the Reorganization, Shanghai Zhangqi will become a wholly-owned subsidiary of the Target. Shanghai Zhangqi is principally engaged in products development for the Target.

Based on the unaudited financial statements of Shanghai Zhangqi for the financial year ended 31 December 2017, prepared in accordance with PRC GAAP, the unaudited loss before taxation and loss after taxation of Shanghai Zhangqi are RMB1,472,289.27.

Based on the unaudited financial statements of Shanghai Zhangqi prepared in accordance with PRC GAAP, the unaudited net liability of Shanghai Zhangqi as at 31 December 2017 is RMB1,372,289.27.

### **Nanjing Taodu**

Nanjing Taodu is a company established under the laws of the PRC with limited liability in May 2017 and is beneficially owned as to 75% by the Seller Guarantor as at the date of this announcement. After the Reorganization, Nanjing Taodu will become a non-wholly owned subsidiary of the Target. Nanjing Taodu is principally engaged in products development for the Target.

Based on the unaudited financial statements of Nanjing Taodu for the financial year ended 31 December 2017, prepared in accordance with PRC GAAP, the unaudited loss before taxation and loss after taxation of Nanjing Taodu are RMB455,749.58.

Based on the unaudited financial statements of Nanjing Taodu prepared in accordance with PRC GAAP, the unaudited net liability of Nanjing Taodu as at 31 December 2017 is RMB355,749.58.

## REASONS FOR AND BENEFITS OF THE ACQUISITION

As part of the Group's strategy is to actively seek investment opportunities that would bring strategic resources to expand the Group's portfolio and user base, the Board believes that the Acquisition presents an excellent opportunity for the Group to complement and enlarge its China national games platforms. In view of the existing card and board games developed and operated by the Target and the geographical coverage in China, and the experiences of the members of the core management team in the Target in developing and operating card and board games, the Company believes that the Acquisition as contemplated under the Share Transfer Agreement will further consolidate the Group's leading position in its domestic China card and board games business and enhance its brand influence.

The Directors (including the independent non-executive Directors) are of the view that the Acquisition is on normal commercial terms, and such terms are fair and reasonable and that the Acquisition is in the interests of the Company and its Shareholders as a whole.

## EFFECT OF THE ACQUISITION ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company had 1,077,019,626 Shares in issue. For reference and illustration purposes only, assuming 38,888,888 Consideration Shares will be allotted and issued pursuant to the Share Transfer Agreement and there is no other change in the shareholding structure of the Company, the following table illustrates the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the Completion and the allotment and issue of 38,888,888 Consideration Shares.

Name of Shareholder	As at the date of this announcement		Immediately after the Completion and the allotment and issue of the Consideration Shares	
	Number of Shares held	Approximate % <sup>(4)</sup>	Number of Shares held	Approximate % <sup>(4)</sup>
Glassy Mind Holdings Limited <sup>(1)</sup>	290,690,848	26.99%	290,690,848	26.05%
CMC Ace Holdings Limited <sup>(2)</sup>	117,600,000	10.92%	117,600,000	10.54%
KongZhong Corporation	20,737,000	1.93%	20,737,000	1.86%
Noumena Innovation (BVI) LTD. <sup>(3)</sup>	71,351,351	6.62%	71,351,351	6.39%
Jian Ying Ourgame High Growth Investment Fund (建贏聯眾高成長投資基金)	221,653,555	20.58%	221,653,555	19.86%
Alpha Lion Investments Limited (領獅投資有限公司)	64,864,864	6.02%	64,864,864	5.81%
The Seller (or its nominee(s))	—	—	38,888,888	3.48%
Other public Shareholders	<u>290,122,008</u>	<u>26.94%</u>	<u>290,122,008</u>	<u>26.00%</u>
<b>Total</b>	<u>1,077,019,626</u>	<u>100%</u>	<u>1,115,908,514</u>	<u>100%</u>

*Notes:*

- (1) Glassy Mind Holdings Limited is a wholly-owned subsidiary of Irena Group Co., Ltd..
- (2) 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..
- (3) Noumena Innovations (BVI) LTD. is a wholly-owned subsidiary of KongZhong Corporation.
- (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.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios in respect of the Acquisition are 5% or more but all of them are less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements, but is exempted from Shareholders' approval requirement under Chapter 14 of the Listing Rules.

**As the Completion is subject to the satisfaction of certain conditions precedent set out in the Share Transfer Agreement, the Acquisition may or may not proceed to Completion. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares or any securities of the Company.**

## **DEFINITIONS**

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

“Acquisition”	the acquisition of the Sale Interest by Lianzhong in accordance with the terms and conditions of the Share Transfer Agreement
“Adjustment”	the adjustment to the Consideration, details of which are set out in the paragraph headed “Principal Terms of the Share Transfer Agreement — Adjustment to the Consideration” in this announcement
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or statutory holiday and days on which a typical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for ordinary banking business throughout their normal business hours

“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
“Completion”	completion of the Acquisition pursuant to the Share Transfer Agreement, as described in the paragraph headed “Principal Terms of the Share Transfer Agreement — Completion of the Acquisition”
“Completion Date”	the second Business Day after the fulfillment of all the Conditions Precedent
“Conditions Precedent”	the conditions precedent set out in the Share Transfer Agreement, details of which are set out under the paragraph headed “Principal Terms of the Share Transfer Agreement — Conditions Precedent” in this announcement
“connected person (s)”	has the meaning ascribed to such term under the Listing Rules
“Consideration”	the aggregate consideration for the Acquisition
“Consideration Shares”	the aggregate new consideration Shares to be allotted and issued by the Company to the Seller (or its nominee(s)) pursuant to the Share Transfer Agreement as part of the Consideration, each a “Consideration Share”
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors at the annual general meeting of the Company held on 19 May 2017 to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares up to 20% of the number of issued Shares as at the date of passing of the resolution in relation to such general mandate (being 157,384,674 Shares)
“Guangzhou Haoyun Lianlian”	Guangzhou Haoyun Lianlian Internet Technology Co., Ltd.* (廣州好運聯連網路科技有限公司), a company established under the laws of the PRC with limited liability, owned as to 50% by the Target as at the date of this announcement and an Independent Third Party
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is(are) independent of the Company and its connected persons
“Issue Price”	HK\$2.62 (equivalent to approximately RMB2.16), the issue price of each Consideration Share
“Lianzhong”	the Company and Tianjin Shengyou Shidai
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nanjing Taodu”	Nanjing Taodu Internet Technology Co., Ltd.* (南京桃渡網絡科技有 限公司), a company established under the laws of the PRC with limited liability, beneficially owned as to 75% by the Seller Guarantor as at the date of this announcement and an Independent Third Party
“Parties”	the parties to the Share Transfer Agreement, being Tianjin Shengyou Shidai, the Company, the Seller and the Seller Guarantor
“PRC”	the People’s Republic of China which, for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC GAAP”	generally accepted accounting principles in the PRC
“Reorganization”	the reorganization of the Target Group as described under the paragraph headed “Reorganization” in this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Interest”	the 100% equity interest in the Target to be acquired by Lianzhong pursuant to the Share Transfer Agreement
“Seller”	Zhu Gui Feng (朱桂鳳), a PRC citizen and an Independent Third Party
“Seller Guarantor”	Chen Zhong (陳忠), a PRC citizen who controls and operates the Target and an Independent Third Party
“Shanghai Zhangqi”	Shanghai Zhangqi Internet Technology Co., Ltd.* (上海掌齊網絡科技 有限公司), a company established under the laws of the PRC with limited liability, beneficially owned as to 100% by the Seller Guarantor as at the date of this announcement
“Share(s)”	ordinary share(s) of US\$0.00005 each in the share capital of the Company

“Shareholder(s)”	holder(s) of the Shares
“Share Transfer Agreement”	the share transfer and guarantee agreement dated 16 January 2018 entered into among Tianjin Shengyou Shidai, the Company (as the issuer of the Consideration Shares), the Seller and the Seller Guarantor
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Nanjing Haoyun Meicheng Electronics Co., Ltd.* (南京好運美成電子科技有限公司), a company established under the laws of the PRC with limited liability and an Independent Third Party
“Target Group”	the group of companies comprising the Target, Nanjing Taodu and Shanghai Zhangqi
“Tianjin Shengyou Shidai”	Tianjin Shengyou Shidai Technology Development Co., Ltd.* (天津盛遊時代科技發展有限公司), a company established under the laws of the PRC and a wholly-owned subsidiary of the Company
“%”	per cent.

This announcement contains translations between RMB and HK\$ at the exchange rate of HK\$1=RMB0.82272. The translations are not representations that the RMB and HK\$ amounts can be or could have been converted at the above rate or any other rate or at all.

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

Beijing, 16 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*