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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 THE DISCLOSEABLE TRANSACTION IN RELATION TO THE NANJING ACQUISITION AND THE ISSUE OF FIRST INSTALMENT CONSIDERATION SHARES UNDER GENERAL MANDATE

Reference is made to the announcements of Ourgame International Holdings Limited (the “**Company**”) dated 16 January 2018 and 30 January 2018 (the “**Announcements**”) in relation to, among other things, the Nanjing Acquisition and the issue of Consideration Shares pursuant to the General Mandate. Terms used herein shall have the same meanings as defined in the Announcements unless the context requires otherwise.

COMPLETION OF THE NANJING ACQUISITION

The Board is pleased to announce that all the conditions precedent set out in the Share Transfer Agreement have been fulfilled and the completion of the Nanjing Acquisition took place on 9 February 2018 (the “**Completion Date**”).

Pursuant to the Share Transfer Agreement, the Consideration for the Nanjing Acquisition should be settled (i) as to RMB136 million in cash and (ii) as to RMB84 million by allotment and issue of 38,888,888 Consideration Shares by the Company at the Issue Price of HK\$2.62 (equivalent to approximately RMB2.16), in three instalments and subject to adjustments based on fulfilment of the Performance Guarantee by the Target Group. The first instalment of the Consideration was settled by the Company by payment of the First Instalment Cash Consideration and by way of allotment and issue of the First Instalment Consideration Shares (being 15,555,556 Shares) to the Seller on the Completion Date.

Upon Completion, the Target has become a wholly-owned subsidiary of the Company.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below for illustrative purposes is the shareholding structure of the Company (i) immediately before the Completion Date; and (ii) immediately after the Completion Date and upon the allotment and issue of the First Instalment Consideration Shares:

Name of Shareholder	Immediately before the Completion Date		Immediately after the Completion Date and the allotment and issue of the First Instalment Consideration Shares	
	Number of Shares held	Approximate % ⁽⁴⁾	Number of Shares held	Approximate % ⁽⁴⁾
Glassy Mind Holdings Limited ⁽¹⁾	290,690,848	26.97%	290,690,848	26.59%
CMC Ace Holdings Limited ⁽²⁾	117,600,000	10.91%	117,600,000	10.76%
KongZhong Corporation	20,737,000	1.92%	20,737,000	1.90%
Noumena Innovation (BVI) LTD. ⁽³⁾	71,351,351	6.62%	71,351,351	6.53%
Jian Ying Ourgame High Growth Investment Fund (建贏聯眾高成長投資基金)	221,653,555	20.57%	221,653,555	20.27%
Alpha Lion Investments Limited (領獅投資有限公司)	64,864,864	6.02%	64,864,864	5.93%
The Seller (or its nominee(s))	—	—	15,555,556	1.42%
Other public Shareholders	<u>290,902,269</u>	<u>26.99%</u>	<u>290,902,269</u>	<u>26.61%</u>
Total	<u>1,077,799,887</u>	<u>100%</u>	<u>1,093,355,443</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.

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

Beijing, 9 February 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*