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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)**

### **SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE ISSUE OF CONVERTIBLE NOTES**

Reference is made to the announcement (the “**Announcement**”) of Ourgame International Holdings Limited (the “**Company**”) dated 15 October 2018 in relation to the issue of convertible notes due 2019 in aggregate principal amount of up to US\$10 million by the Company. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Company would like to provide the Shareholders and potential investors with additional information in respect of the Allied Esports, Noble Link and AESWPT Holdco in this announcement.

#### **INFORMATION OF ALLIED ESPORTS**

Allied Esports is a private limited company incorporated in Ireland and an indirect subsidiary of the Company. It is the holding company of certain subsidiaries of the Company through which the Company operates the eSports business.

As at the date of this announcement, the Company is interested in approximately 82.37% of the issued share capital of Allied Esports through several intermediate companies controlled by the Company. As disclosed in the paragraph headed “Principal Terms of the Convertible Notes”, based on the Pre-Qualified Financing Valuation, upon exercise of the Conversion Right attached to the Convertible Notes in full, the Subscribers will receive up to 10% of the outstanding equity securities of either (i) Allied Esports and Noble Link or (ii) AESWPT Holdco immediately prior to the closing of a Qualified Financing (assuming full conversion or exercise of any convertible and exercisable securities then outstanding other than the Convertible Notes) (the “**Conversion**”). Assuming (i) there will be no change in the issued share capital of Allied Esports between the date of this announcement and immediately prior to the closing of a Qualified Financing and (ii) no merger of Allied Esports and

Noble Link or AESWPT Holdco is consummated in the event of a Qualified Financing, the Company shall be interested in 72.37% of the issued share capital of Allied Esports upon the Conversion and Allied Esports will continue to be a subsidiary of the Company upon the Conversion.

Set out below are the net losses (both before and after taxation) of Allied Esports based on the audited consolidated accounts of Allied Esports prepared in accordance with IFRS, for the financial years ended 31 December 2016 and 2017:

	<b>For the financial year ended</b>	
	<b>31 December</b>	
	<b>2016</b>	<b>2017</b>
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Audited)</i>	<i>(Audited)</i>
	<i>(approximately)</i>	<i>(approximately)</i>
Net loss before taxation	4,165	29,587
Net loss after taxation	4,168	29,587

As at 30 June 2018, the unaudited total assets and the unaudited net liabilities of Allied Esports amounted to approximately RMB228 million (equivalent to approximately HK\$268 million) and RMB105 million (equivalent to approximately HK\$124 million), respectively.

#### **INFORMATION OF NOBLE LINK**

Noble Link is a private limited company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company. It is the holding company of certain subsidiaries of the Company through which the Company operates the WPT Business.

Assuming (i) there will be no change in the issued share capital of Noble Link between the date of this announcement and immediately prior to the closing of a Qualified Financing and (ii) no merger of Allied Esports and Noble Link or AESWPT Holdco is consummated in the event of a Qualified Financing, the Company shall be interested in 90% of the issued share capital of Noble Link upon the Conversion and Noble Link will continue to be a subsidiary of the Company upon the Conversion.

Set out below are the net profits (both before and after taxation) of Noble Link based on the audited consolidated accounts of Noble Link prepared in accordance with IFRS, for the financial years ended 31 December 2016 and 2017:

	<b>For the financial year ended</b>	
	<b>31 December</b>	
	<b>2016</b>	<b>2017</b>
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Audited)</i>	<i>(Audited)</i>
	<i>(approximately)</i>	<i>(approximately)</i>
Net profit before taxation	2,892	1,699
Net profit after taxation	2,892	3,387

As at 30 June 2018, the unaudited total assets and the unaudited net assets of Noble Link amounted to approximately RMB440 million (equivalent to approximately HK\$518 million) and RMB250 million (equivalent to approximately HK\$295 million), respectively.

#### **INFORMATION OF AESWPT HOLDCO**

AESWPT Holdco is a holding company that may be incorporated to hold the Group's interests in Allied Esports and Noble Link in the event of a Qualified Financing. As at the date of this announcement, AESWPT Holdco has not been incorporated yet.

By order of the Board  
**Ourgame International Holdings Limited**  
**Yang Eric Qing**  
*Chairman and Co-Chief Executive Officer*

Beijing, 9 November 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 Dr. Tyen Kan Hee Anthony as independent non-executive Directors.*

\* *For identification purpose only*