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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)**

### **(1) SECOND SUPPLEMENTAL AGREEMENT TO THE EXCLUSIVE OPERATION AGREEMENT AND**

### **(2) TERMINATION OF REORGANISATION AND PROPOSED DISPOSAL**

Reference is made to the announcements of Ourgame International Holdings Limited (the “**Company**”) dated 15 August 2018, 5 September 2018 and 31 October 2018 in relation to the Reorganisation and proposed disposal of the Divested Businesses (the “**Proposed Disposal**”) (the “**Announcements**”). Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as set out in the Announcements.

#### **1. SECOND SUPPLEMENTAL AGREEMENT TO THE EXCLUSIVE OPERATION AGREEMENT**

The Board hereby announces that on 10 May 2019 (after trading hours), Beijing Lianzhong and Beijing MPTQ entered into a second supplemental agreement to the Exclusive Operation Agreement (the “**Second Supplemental Agreement**”), pursuant to which Beijing Lianzhong and Beijing MPTQ agreed to, among other things, extend the term of the arrangement to 31 December 2023.

As consideration for the entrustment of operating rights of the Divested Businesses, pursuant to the Second Supplement Agreement, Beijing Lianzhong shall be entitled to 40% of annual distributable income from the Divested Businesses in excess of RMB14.4 million and 60% of annual distributable income from the Divested Businesses in excess of RMB30 million. The Distributable Income shall be calculated as users’ prepayments from the Divested Business *less* pre-share costs *less* share of combined operation costs *less* tax paid.

Save the aforesaid amendments and other minor consequential amendments and supplements, all other terms of the Exclusive Operation Agreement remain unchanged and continue in full force and effect.

## 2. TERMINATION OF THE REORGANISATION AGREEMENT

The Board further announces that on 10 May 2019 (after trading hours), the Company, Beijing Lianzhong, the WFOE, the New PRC Holdco and the Beijing Lianzhong Shareholders (each a “**Party**” and collectively, the “**Parties**”) entered into a termination agreement (the “**Termination Agreement**”) to terminate the Reorganisation Agreement, pursuant to which (i) the respective rights and obligations of the Parties under the Reorganisation Agreement shall cease to have any force and effect; and (ii) no Party shall have any unfulfilled obligations against the other Party under the Reorganisation Agreement immediately upon signing of the Termination Agreement.

As a result of the Termination Agreement, the Divested Businesses will remain with the Group and will not be treated as discontinued operations for the purposes of the Group’s financial statements going forward. As the Reorganisation Agreement and the transactions contemplated thereunder have been terminated, no EGM will be convened and held by the Company for the Shareholders to consider and approve the Reorganisation Agreement and the transactions contemplated thereunder and hence, no circular will be despatched by the Company.

The Board considers that the entering into the Second Supplemental Agreement and the Termination Agreement will not have any material adverse effect on the operation, business or financial position of the Group and is in the interests of the Company and the Shareholders as a whole.

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

Beijing, 10 May 2019

*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. Tyen Kan Hee Anthony as independent non-executive directors.*

\* *For identification purpose only*