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If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ourgame International Holdings Limited, you should at once hand this supplemental circular, together with the enclosed revised form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 29 APRIL 2019
AND
REVISED NOTICE OF POSTPONED ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 29 April 2019 in relation to, among other things, proposals for re-election of retiring Directors, grant of the Share Repurchase Mandate, grant of the Issuance Mandate and extension of the Share Award Scheme Mandate in connection with the Share Award Scheme.

A revised notice convening the Postponed Annual General Meeting of Ourgame International Holdings Limited to be held at the Function Room 3, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Saturday, 29 June 2019 at 10:00 a.m. is set out on pages 6 to 9 of this supplemental circular. A revised form of proxy for use at the Postponed Annual General Meeting is also enclosed. Such revised form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.ourgame.com> and <http://www.lianzhong.com>).

Whether or not you are able to attend the Postponed Annual General Meeting, please complete and sign the enclosed revised form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Postponed Annual General Meeting (i.e. before 10:00 a.m. on Thursday, 27 June 2019) or any adjournment thereof. Completion and return of the revised form of proxy will not preclude Shareholders from attending and voting in person at the Postponed Annual General Meeting if they so wish.

* For identification purpose only

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OURGAME INTERNATIONAL HOLDINGS LIMITED

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(a company incorporated under the laws of the Cayman Islands with limited liability)

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Executive Directors:

Yang Eric Qing
(Chairman and Co-Chief Executive Officer)
Ng Kwok Leung Frank
(Co-Chief Executive Officer)

Non-executive Directors:

Liu Jiang
Fu Qiang
Fan Tai
Chen Xian

Independent Non-executive Directors:

Ge Xuan
Lu Zhong
Tyen Kan Hee Anthony

Registered Office:

PO Box 309, Uglan House
Grand Cayman KY1-1104
Cayman Islands

Head Office:

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33# Community
Guangshun North Street
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in Hong Kong:*

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Times Square
1 Matheson Street
Hong Kong

13 June 2019

To the Shareholders

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 29 APRIL 2019
AND
REVISED NOTICE OF POSTPONED ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this supplemental circular is to provide you with further information on the election of Mr. Hu Wen (“**Mr. Hu**”) as a non-executive Director. This supplemental circular should be read together with the circular of the Company dated 29 April 2019 in relation to, among other

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LETTER FROM THE BOARD

things, proposals for re-election of retiring Directors, grant of the Share Repurchase Mandate, grant of the Issuance Mandate and extension of the Share Award Scheme Mandate in connection with the Share Award Scheme (the “**Circular**”). Capitalised terms used but not defined in this supplemental circular shall have the same meanings as those defined in the Circular and the announcement of the Company dated 24 May 2019 (the “**Announcement**”), except that the term “Latest Practicable Date” as used in this supplemental circular shall mean 10 June 2019, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular.

2. NOMINATION OF DIRECTOR BY REGISTERED SHAREHOLDER

Subsequent to the despatch of the Circular, a registered Shareholder has, pursuant to Article 16.4 of the Articles of Association, served a written notice to the company secretary of the Company nominating Mr. Hu as a non-executive Director. As such, the Company proposes an additional resolution at the Postponed Annual General Meeting to elect Mr. Hu as a non-executive Director. The personal particulars of Mr. Hu are set out in the Appendix to this supplemental circular.

3. REVISED NOTICE OF POSTPONED ANNUAL GENERAL MEETING

Reference is made to the Announcement in relation to, among others, the resignation of Mr. Ng Kwok Leung Frank as an executive Director. It was stated in the Circular that, among others, Mr. Ng shall retire at the Annual General Meeting in accordance with Article 16.18 of the Articles of Association and, being eligible, will offer himself for re-election at the Annual General Meeting. As announced in the Announcement, Mr. Ng has tendered his resignation on 21 May 2019 to resign as an executive Director with effect from the conclusion of the Postponed Annual General Meeting and will no longer stand for re-election at the Postponed Annual General Meeting.

Set out on pages 6 to 9 of this supplemental circular is the revised notice of the Postponed Annual General Meeting at which, *inter alia*, an ordinary resolution will be proposed to the Shareholders to approve the election of Mr. Hu as a non-executive Director (the “**Additional Resolution**”). In addition, due to the resignation of Mr. Ng, the resolution no.2(b) in the Notice and the Proxy Form regarding the re-election of Mr. Ng as an executive Director shall be deleted in its entirety and will not be proposed at the Postponed Annual General Meeting for consideration and approval by the Shareholders.

4. REVISED FORM OF PROXY

Since the proxy form of the Company dated 29 April 2019 (the “**Proxy Form**”) does not contain the Additional Resolution, a revised form of proxy (the “**Revised Proxy Form**”) has been prepared and is enclosed for use at the Postponed Annual General Meeting. The Revised Proxy Form is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.ourgame.com> and <http://www.lianzhong.com>). To be valid, the Revised Proxy Form must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or

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a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (the "**Share Registrar**"), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Postponed Annual General Meeting (i.e. before 10:00 a.m. on Thursday, 27 June 2019) or any adjournment thereof (the "**Closing Time**"). Completion and delivery of the Revised Proxy Form will not preclude you from attending and voting at the Postponed Annual General Meeting if you so wish.

A Shareholder who has not yet lodged the Proxy Form with the Share Registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend, speak and vote at the Postponed Annual General Meeting on his/her behalf. In this case, the Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the Proxy Form with the Share Registrar should note that:

- (i) if no Revised Proxy Form is lodged with the Share Registrar, the Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Postponed Annual General Meeting (including the Additional Resolution) except for those resolutions to which the Shareholder has indicated his/her voting direction in the Proxy Form;
- (ii) if the Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Share Registrar before the Closing Time.

Shareholders are reminded that submission of the Proxy Form and/or the Revised Proxy Form shall not preclude Shareholders from attending the Postponed Annual General Meeting or any adjourned meeting thereof and voting in person should they so wish.

LETTER FROM THE BOARD

5. VOTING BY POLL

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of such meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the Postponed Annual General Meeting in the manner prescribed under the Listing Rules.

6. REPRESENTATION

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

7. RECOMMENDATION

The Directors consider that the Additional Resolution is in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the Additional Resolution.

Yours faithfully,
Ourgame International Holdings Limited
Yang Eric Qing
Chairman and Co-Chief Executive Officer

The following are the particulars of Mr. Hu Wen nominated by registered Shareholder to be elected at the Postponed Annual General Meeting:

MR. HU WEN (胡文)

Mr. Hu Wen, aged 52, was awarded a bachelor's degree in Science, from the Physics Department of Wuhan University.

From September 2015 to present, he has been the vice president of Irena Group Co., Ltd. (體育之窗文化股份有限公司) (“**Irena**”), and is responsible for the construction and support of informatization of the company. He was elected as a director of Irena in 2018. From 2002 to 2015, he was the director and acting general manager of Beijing Tianhe Cube Technology Development Co. Ltd (北京天合立方科技發展有限責任公司), and was responsible for the technical management, project management, marketing, and management, etc. of the company. From 1999 to 2001, he was the manager of the research and development department of Beijing Zhongxing New Communication Technology Co. Ltd (北京中興新通信技術有限公司), and was responsible for the management of technical team, and product research and development, principally engaging in the work of “urban intelligent transportation system”, “signal acquisition analysis system”. He was a technical engineer of Beijing Tonglu Communication Equipment Development Center (北京同路通信設備開發中心) during 1997 to 1999, Beijing China Digital Video Company (北京新奧特公司) during 1995 to 1997, and Xi'an Petroleum Exploration Instrument Complex (西安石油勘探儀器總廠) during 1990 to 1995, respectively, engaging in the development of data products, audio and video matrix switching equipment, and intelligent monitoring systems.

As at the Latest Practicable Date, Mr. Hu had no interest in the Shares.

Save as disclosed above, Mr. Hu (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Upon the approval of the appointment of Mr. Hu as a non-executive Director at the Postponed Annual General Meeting, Mr. Hu will sign a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Hu's service agreement, Mr. Hu is expected to receive a fixed salary of HK\$1 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Hu that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.



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Revised notice is hereby given that the Postponed Annual General Meeting of Ourgame International Holdings Limited (the “**Company**”) will be held at the Function Room 3, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Saturday, 29 June 2019 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2018.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Yang Eric Qing as an executive director of the Company;
 - (b) to re-elect Mr. Ge Xuan as an independent non-executive director of the Company.
3. To consider and approve the appointment of Mr. Hu Wen as a non-executive director of the Company.
4. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
5. To re-appoint Grant Thornton Hong Kong Limited as the auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. **“THAT:**
 - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;

REVISED NOTICE OF POSTPONED ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- iii. the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

7. **“THAT:**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- i. a Rights Issue (as defined below);
- ii. the exercise of options under a share option scheme or a restricted share units scheme of the Company;
- iii. the exercise of rights of the subscription or conversion under the terms of any warrants to be issued by the Company or any securities which are convertible into shares; and

REVISED NOTICE OF POSTPONED ANNUAL GENERAL MEETING

- iv. any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company.

shall not exceed 20% of the number of issued shares of the Company on the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- iii. the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).

8. “**THAT** conditional upon the passing of Ordinary Resolution 6 and Ordinary Resolution 7 of the notice convening this meeting (the “**Revised Notice**”), the general mandate set out in Ordinary Resolution 7 of the Revised Notice be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the number of issued shares of the Company repurchased by the Company pursuant to the mandate referred to in Ordinary Resolution 7 of the Revised Notice, provided that such amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution.”

REVISED NOTICE OF POSTPONED ANNUAL GENERAL MEETING

9. **“THAT:**

- (a) subject to subparagraph (b) of this resolution, a mandate be and is hereby granted to the directors of the Company during the Relevant Period (as defined in paragraph (c) below) to exercise all the powers of the Company to issue and allot the number of shares of the Company permitted to be granted under the Company’s share award scheme (the **“Share Award Scheme”**) adopted by the Company on 19 May 2017 (the **“Adoption Date”**) and to procure the transfer of and otherwise deal with the shares of the Company granted under the Share Award Scheme;
- (b) the aggregate number of shares underlying all awards granted under the Share Award Scheme shall not exceed 55,084,636 Shares (which is approximately 7% of the total number of issued shares of the Company as at the Adoption Date) and is subject to an annual limit of 3% of the total number of issued shares of the Company as at the date of passing this resolution; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by Cayman Islands law or the articles of association of the Company or any applicable laws to be held; and
- iii. the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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

Hong Kong, 13 June 2019

REVISED NOTICE OF POSTPONED ANNUAL GENERAL MEETING

Notes:

- (1) All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (3) Since the form of proxy accompanying the circular of the Company dated 29 April 2019 does not contain the resolution numbered 3 set out above, a revised form of proxy (the “**Revised Proxy Form**”) is enclosed to the supplemental circular of the Company dated 13 June 2019 (the “**Supplemental Circular**”) for use at the Postponed Annual General Meeting. For details, please refer to the section headed “Revised Form of Proxy” of the Supplemental Circular.
- (4) In order to be valid, the revised form of proxy (the “**Revised Proxy Form**”) together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. before 10:00 a.m. on Thursday, 27 June 2019) or any adjournment thereof. Delivery of the Revised Proxy Form shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 25 June 2019 to Saturday, 29 June 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Postponed Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2019.

As at the date of this notice, 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.

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