

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 29 JUNE 2019

At the annual general meeting (the “**Annual General Meeting**”) of Ourgame International Holdings Limited (the “**Company**”) 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., the proposed resolutions as set out in the revised notice of the Annual General Meeting dated 13 June 2019 were taken by poll. The poll results are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
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.	793,160,607 (100%)	0 (0%)
2(a).	To consider and approve the re-election of Mr. Yang Eric Qing as an executive director of the Company.	793,160,607 (100%)	0 (0%)
2(b).	To consider and approve the re-election of Mr. Ge Xuan as an independent non-executive director of the Company.	368,761,759 (46.49%)	424,398,848 (53.51%)
3.	To consider and approve the appointment of Mr. Hu Wen as a non-executive director of the Company.	594,932,601 (75.01%)	198,228,006 (24.99%)
4.	To authorize the board of directors of the Company to fix the respective directors’ remuneration.	793,160,607 (100%)	0 (0%)
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.	793,160,607 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
6.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the number of issued shares of the Company as at the date of passing of this resolution.	793,160,607 (100%)	0 (0%)
7.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of the number of the issued shares of the Company as at the date of passing of this resolution.	366,534,759 (46.21%)	426,625,848 (53.79%)
8.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with new shares of the Company by the number of issued shares repurchased by the Company.	366,534,759 (46.21%)	426,625,848 (53.79%)
9.	To extend the scheme mandate to the directors of the Company to issue and allot up to 55,084,636 shares of the Company permitted to be granted under the Company's share award scheme adopted by the Company on 19 May 2017, 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.	366,534,759 (46.21%)	426,625,848 (53.79%)

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1, 2(a), 3, 4, 5 and 6 above, all such resolutions were duly passed as ordinary resolutions.
- (b) As a majority of the votes were cast against each of the resolutions number 2(b), 7, 8 and 9 above, all such resolutions were not duly passed as ordinary resolutions.
- (c) As at the date of the Annual General Meeting, the total number of issued shares of the Company was 1,093,355,443 shares.
- (d) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the Annual General Meeting was 1,093,355,443 shares.
- (e) There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the Annual General Meeting as set out in rule 13.40 of the Listing Rules.
- (f) None of the shareholders of the Company have stated their intention in the Company's circular dated 29 April 2019 and supplemental circular dated 13 June 2019 to vote against or to abstain from voting on any of the resolutions at the Annual General Meeting.

- (g) The Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the Annual General Meeting.
- (h) Defined terms in this announcement have the same meanings when used in the Company's circular dated 29 April 2019 and supplemental circular dated 13 June 2019.

At the Annual General Meeting an ad hoc proposal to adjourn the consideration of resolutions numbered 2(a), 2(b), 3 and 4 was put forth for consideration. The number of votes cast in favour of such resolution was 4,000 (0.001%) and the votes cast against such resolution were 306,798,848 (99.999%). As such, the ad hoc resolution was not duly passed as an ordinary resolution.

As Mr. Ge Xuan is not re-elected at the Annual General Meeting, the Company is not in compliance with (i) rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), which stipulates that the board of directors shall comprise at least three independent non-executive directors, (ii) rule 3.21 of the Listing Rules, which stipulates that the audit committee must comprise a minimum of three members and (iii) code provision A.5.1 of the 'Corporate Governance Code' as set out in Appendix 14 to the Listing Rules, which stipulates that the number of independent non-executive directors shall represent the majority of the nomination committee.

The Company is endeavoring to identify suitable candidate to fill the vacancy as soon as practicable, with the relevant appointment(s) to be made within three months hereof as required under rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcement as and when appropriate.

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

Beijing, 29 June 2019

As at the date of this announcement, the Board comprises Mr. Yang Eric Qing as executive Director; Mr. Liu Jiang, Ms. Fu Qiang, Mr. Chen Xian and Mr. Hu Wen as non-executive Directors; and Mr. Lu Zhong and Dr. Tyen Kan Hee Anthony as independent non-executive Directors.

* *For identification purpose only*