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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)

OVERSEAS REGULATORY ANNOUNCEMENT — FORM 8-K

This announcement is issued pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the attached for the document which has been published by Allied Esports Entertainment, Inc. on the website of the U.S. Securities and Exchange Commission on 5 March 2021 (U.S. time).

By order of the Board
Ourgame International Holdings Limited
Li Yangyang
Chairman and Executive Director

Beijing, 5 March 2021

As at the date of this announcement, the Board comprises Mr. Li Yangyang and Mr. Gao Hong as executive Directors; Mr. Liu Jiang, Ms. Fu Qiang and Mr. Hu Wen as non-executive Directors; and Professor Huang Yong, Mr. Ma Shaohua and Mr. Lu Jingsheng as independent non-executive Directors.

* *For identification purpose only*

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 3, 2021

ALLIED ESPORTS ENTERTAINMENT, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware

(State or other jurisdiction
of incorporation)

001-38266

(Commission
File Number)

82-1659427

(I.R.S. Employer
Identification No.)

17877 Von Karman Avenue, Suite 300
Irvine, California, 92614
(Address of Principal Executive Offices) (Zip Code)

(949) 265-2600
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	AESE	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On March 3, 2021, Allied Esports Entertainment, Inc. ("AESE") received a proposal from Bally's Corporation ("Bally's") to sell AESE's equity interests for \$100 million, payable, at the Company's option, in cash, Bally's capital stock, or a combination of both. Under the proposal, Bally's would pay the break-up fee owed to Buyer upon the termination of the current Stock Purchase Agreement (the "Stock Purchase Agreement") among AESE, Element Partners, LLC ("Element") and other parties thereto. The proposal further states that Bally's would pay a \$10 million reverse break-fee if Bally's proposal is not completed due to a failure on Bally's part. The only conditions to closing the transactions contemplated by Bally's proposal would be termination of the Stock Purchase Agreement and "customary closing conditions." The terms of the agreement to consummate the transactions contemplated by Bally's proposal would be substantially the same as the Stock Purchase Agreement, revised only to the extent necessary to accommodate the specific aspects of Bally's proposal. A copy of Bally's proposal is attached as Exhibit 99.1 and incorporated by reference herein.

On March 5, 2021, AESE issued a press release regarding Bally's proposal, which is attached as Exhibit 99.2.

Important Additional Information Has Been Filed With the SEC

AESE has filed with the SEC and mailed to its stockholders a Consent Solicitation Statement in connection with the transactions contemplated by the Stock Purchase Agreement (the "Element Transaction"). The Consent Solicitation Statement contains important information about AESE, Club Services, Inc., the Element Transaction and the Stock Purchase Agreement. Investors and stockholders are urged to read the Consent Solicitation Statement carefully before making any decision to invest or consent to the Element Transaction. Investors and stockholders will be able to obtain free copies of the Consent Solicitation Statement and other documents filed by AESE with the SEC through the website maintained by the SEC at www.sec.gov or may contact AESE's solicitor, Regan & Associates, Inc., by telephone (toll-free within North America) at 1-800-737-3426.

Participants in the Solicitation

In addition to Regan & Associates, Inc., AESE, its directors and executive officers may be deemed to be participants in the solicitation of consents with respect to the Element Transaction. Information regarding AESE's directors and executive officers and their ownership of AESE shares is contained in AESE's Amended Annual Report on Form 10-K/A for the year ended December 31, 2019 and its definitive consent solicitation statement for the Element Transaction which was filed with the SEC on February 2, 2021, and is supplemented by other public filings made, and to be made, with the SEC. AESE's directors and executive officers beneficially own approximately 6.8% of AESE's common stock. Investors and stockholders may obtain additional information regarding the direct and indirect interests of AESE and its directors and executive officers with respect to the Element Transaction by reading the consent solicitation statement and other filings referred to above.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 99.1 [Bally's Proposal letter dated March 3, 2021](#)
- 99.2 [Press Release dated March 5, 2021](#)

1

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 5, 2021

ALLIED ESPORTS ENTERTAINMENT, INC.

By: /s/ Frank Ng
Frank Ng, *Chief Executive Officer*

2

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Bally's Proposal letter dated March 3, 2021
99.2	Press Release dated March 5, 2021

3



March 3, 2021

The Board of Directors
Allied Esports Entertainment, Inc.
17877 Von Karman Avenue
Suite 300
Irvine, California 92614

Ladies & Gentlemen:

This letter is to advise you that we are willing to enhance the terms of our March 1st proposal to acquire Allied Esports Entertainment, Inc. (NASDAQ: AESE) (“Allied”) as follows:

- \$100 Million Valuation: We would increase our valuation of Allied to \$100 million (using, at the option of Allied, Bally’s stock, cash or a mix of both). We would be prepared to consider a future increase only if you demonstrated a basis therefor in due diligence (which we would complete quickly).
- Tax-Free to Allied Shareholders: We assume that Allied shareholders owning a large percentage of Allied’s stock would prefer a tax-free transaction and, as such, would be willing to pay the entire purchase price in Bally’s common shares or, if you prefer, a mix of shares and cash.
- Payment of Break-Up Fee to Element Partners: Upon execution of the definitive agreement, we would fund an additional \$3 million to cover the fee due to Element Partners upon Allied’s termination of the January 19, 2021 stock purchase agreement (the “SPA”).
- Only Customary Closing Conditions: Closing would be subject only to the termination of the SPA and customary closing conditions. In this regard, we do not require shareholder approval to issue our stock in the transaction.
- Reverse Break-Up Fee: We would pay Allied \$10 million in what we believe to be the highly unlikely event our transaction is not completed due to a failure on our part.
- Definitive Agreement: The definitive agreement would be substantially the same as the SPA, revised only to the extent necessary to accommodate the specific aspects of our proposal.

Bally’s Corporation 100 Westminster Street, Providence, RI 02903 401.475.8474

Page 2

This is our last offer, and we believe that our proposal is clearly a “Superior Proposal” under the SPA.

We are prepared to devote our entire resources to finalizing the transaction, which has the support of our Chairman (whose firm owns about a third of our stock), over the next several days with a view to completing due diligence and publicly announcing a definitive agreement within ten business days of the Board’s acceptance of our proposal.

Our intention at this time is to proceed on a friendly basis and, as such, we do not presently intend to make our proposal directly to your shareholders. However, as I trust you will appreciate, we reserve the right to take any action in furtherance of our proposal.

Our proposal is based solely on public information and is subject to a definitive document mutually satisfactory to both parties.

For your convenience, we’ve attached contact information for the Bally’s team. We look forward to your prompt reply.

Very truly yours,

/s/ George Papanier

George Papanier, President & Chief Executive Officer

cc: Soo Kim, Chairman

Allied Esports Entertainment, Inc. Receives Proposal from Bally's Corporation

IRVINE, Calif.--(BUSINESS WIRE)-- Allied Esports Entertainment, Inc. (NASDAQ: AESE) (the "Company"), a global esports entertainment company, confirmed that it received an unsolicited proposal from Bally's Corporation ("Bally's") to acquire all of the outstanding equity interests of the Company for a total consideration of \$100 million, payable, at the Company's option, in cash, Bally's capital stock, or a combination of both. The Bally's proposal would require the Company to terminate its previously announced agreement with Element Partners, LLC ("Element") to sell all of the equity interests of Club Services, Inc. ("CSI"), an indirect wholly-owned subsidiary of the Company that directly or indirectly owns the Company's poker-related business and assets, including the entities comprising the World Poker Tour[®] ("World Poker Tour," or "WPT[®]"), for consideration totaling \$78,250,000.

The Company's Board of Directors, consistent with its duties and the Company's obligations under its existing agreement with Element, will evaluate Bally's proposal in due course. The Company and Element continue to discuss potential updates to the current terms of their agreement.

There can be no assurance that the Company will enter into a definitive agreement with Bally's or consummate any transaction with Bally's.

At this time, the Company's Board of Directors continues to recommend to the Company's stockholders the approval of the transaction with Element. The Company has filed with the SEC and mailed to its stockholders a Consent Solicitation Statement in connection with the Element transaction. If approved by the Company's stockholders, and subject to satisfaction of other closing conditions, the transaction with Element would be expected to close on or about March 30, 2021.

The Company will file a current report on Form 8-K with the Securities and Exchange Commission (the "SEC") containing a copy of Bally's proposal. The current report on Form 8-K will be available on the SEC's website, <http://www.sec.gov>. Stockholders are urged to read the proposal.

About World Poker Tour

World Poker Tour (WPT) is the premier name in internationally televised gaming and entertainment with brand presence in land-based tournaments, television, online, and mobile. Leading innovation in the sport of poker since 2002, WPT ignited the global poker boom with the creation of a unique television show based on a series of high-stakes poker tournaments. WPT has broadcast globally in more than 150 countries and territories, and is currently producing its 18th season, which airs on FOX Sports Regional Networks in the United States. Season XVIII of WPT is sponsored by ClubWPT.com. ClubWPT.com is a unique online membership site that offers inside access to the WPT, as well as a sweepstakes-based poker club available in 43 states and territories across the United States, Australia, Canada, France and the United Kingdom. WPT also participates in strategic brand license, partnership, and sponsorship opportunities. For more information, go to WPT.com. WPT Enterprises Inc. is a subsidiary of Allied Esports Entertainment, Inc.

About Allied Esports Entertainment (AESE)

Allied Esports Entertainment (NASDAQ: AESE) is a global esports entertainment venture dedicated to providing transformative live experiences, multiplatform content and interactive services to audiences worldwide through its strategic fusion of two powerful entertainment brands: Allied Esports and the World Poker Tour (WPT). On January 19, 2021, AESE entered into a Stock Purchase Agreement to sell the equity interests that own WPT to Element Partners, LLC once all applicable shareholder and regulatory consents have been obtained, and the other conditions to closing have been satisfied (the "Proposed Transaction").

Forward-Looking Statements

This communication contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. Forward-looking statements may relate to future results, strategy and plans of Allied Esports Entertainment, Inc. and the World Poker Tour (collectively, the "Companies") (including certain projections and business trends, and statements, which may be identified by the use of the words "plans", "expects" or "does not expect", "estimated", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "projects", "will" or "will be taken", "occur" or "be achieved"). Forward-looking statements are based on the opinions and estimates of management of the Companies as of the date such statements are made, and they are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking statements. For example, the Bally's proposal may not result in a definitive agreement for an alternative transaction. Other risks and uncertainties include, but are not limited to, each Company's respective revenues and operating performance, general economic conditions, industry trends, legislation or regulatory requirements affecting the business in which it is engaged, management of growth, its business strategy and plans, the result of future financing efforts and its dependence on key personnel, and the ability to retain key personnel. Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. These forward-looking statements are made only as of the date hereof, and no Company undertakes any obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. With respect to the Proposed Transaction, these factors include, but are not limited to, the occurrence of any event, change or other circumstances that could give rise to the termination of the Stock Purchase Agreement or could otherwise cause the Proposed Transaction to fail to close; the outcome of any legal proceedings that may be instituted against us following the announcement of the Proposed Transaction; the inability to complete the Proposed Transaction, including due to failure to obtain approval of AESE's stockholders or other conditions to closing; the receipt of an unsolicited offer from another party for an alternative business transaction that could interfere with the Proposed Transaction; a change in our plans to retain the net cash proceeds from the Proposed Transaction; our inability to enter into one or more future acquisition or strategic transactions using the net proceeds from the Proposed Transaction; an event or condition that results in our not fully participating in the future revenues of Buyer (as contemplated by the Stock Purchase Agreement); and a decision not to pursue strategic options for the esports business. Further information on potential factors that could affect our business is described under "Risk Factors" in AESE's Consent Solicitation Statement dated February 1, 2021, filed with the SEC on February 2, 2021.

No Offer or Solicitation

This communication is for informational purposes only and is neither an offer to sell or purchase, nor the solicitation of an offer to buy or sell any securities, nor is it a solicitation of any vote, consent, or approval in any jurisdiction pursuant to or in connection with the Proposed Transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

Important Additional Information Has Been Filed With the SEC

AESE has filed with the SEC and mailed to its stockholders the Consent Solicitation Statement in connection with the Proposed Transaction. The Consent Solicitation Statement contains important information about the Companies, the Proposed Transaction and the Stock Purchase Agreement. Investors and stockholders are urged to read the Consent Solicitation Statement carefully before making any decision to invest or consent to the Proposed Transaction.

Investors and stockholders will be able to obtain free copies of the Consent Solicitation Statement and other documents filed by AESE with the SEC through the website maintained by the SEC at www.sec.gov. AESE encourages all stockholders of record on January 28, 2021, whom have not yet completed a stockholder consent to approve the Proposed Transaction, to do so by April 9, 2021 at 5:00 p.m. (Eastern Time). Stockholders who have any questions or require any assistance with completing a stockholder consent or who do not have the required materials, may contact AESE's solicitor, Regan & Associates, Inc., by telephone (toll-free within North America) at 1-800-737-3426.

Participants in the Solicitation

In addition to Regan & Associates, Inc., AESE, its directors and executive officers may be deemed to be participants in the solicitation of consents with respect to the Proposed Transaction. Information regarding AESE's directors and executive officers and their ownership of AESE shares is contained in AESE's Amended Annual Report on Form 10-K/A for the year ended December 31, 2019 and its definitive consent solicitation statement for the Proposed Transaction which was filed with the SEC on February 2, 2021, and is supplemented by other public filings made, and to be made, with the SEC. AESE's directors and executive officers beneficially own approximately 6.8% of AESE's common stock. Investors and stockholders may obtain additional information regarding the direct and indirect interests of AESE and its directors and executive officers with respect to the Proposed Transaction by reading the proxy statement and other filings referred to above.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20210305005230/en/>

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