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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)

REQUISITION FOR PROPOSED CHANGE OF DIRECTORS BY TWO SHAREHOLDERS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used on this cover page shall have the same meanings as defined in this circular.

A notice convening the EGM to be held at Conference Room No. 5, Office Building No. 3, Tangjialing Road, Haidian District, Beijing, China on Friday, 11 June 2021 at 5:00 p.m. is set out on pages 16 to 18 of this circular. A form of proxy for use at the EGM is also enclosed herewith. Whether or not you propose to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

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| “Articles of Association” | the amended and restated articles of association of our Company (as amended from time to time) adopted by a special resolution on 12 June 2014 |
| “Board” | the board of Directors |
| “Cayman Companies Act” | the Companies Act (2021 Revision) of the Cayman Islands |
| “Company” or “our Company” | Ourgame International Holdings Limited, a company incorporated in the Cayman Islands on 4 December 2013 |
| “Director(s)” | the director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company to be convened and held at Conference Room No. 5, Office Building No. 3, Tangjialing Road, Haidian District, Beijing, China on Friday, 11 June 2021 at 5:00 p.m. for the purposes of considering and, if thought fit, approving the ordinary resolutions contained in the notice of the meeting which has been dispatched to the Shareholders |
| “Group” | the Company, its subsidiaries and any entities the results of which are consolidated into those of the Company by way of the entering into of the contractual arrangements from time to time, and the expression member of the Group shall be construed accordingly |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Notice of EGM” | the Notice of EGM dispatched to the Shareholders in respect of the EGM to be held on 11 June 2021 |
| “Proposed Appointment of Directors” | the proposed appointment of (i) Mr. Gao Hong as an executive Director, (ii) Mr. Chen Zhengdao as a non-executive Director, (iii) Mr. Chow Ming Sang as an independent non-executive Director, (iv) Mr. Liang Bin as an independent non-executive Director, (v) Mr. Zhang Tao as a non-executive Director and (vi) Mr. Jimmy Xia Ji as an independent non-executive Director |

DEFINITIONS

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| “Proposed Removal of Directors” | the proposed removal of (i) Mr. Li Yangyang, (ii) Mr. Ma Shaohua, (iii) Mr. Lu Jingsheng, (iv) Mr. Liu Jiang, (v) Mr. Liu Xueming, (vi) Ms. Wu (Claire) Libing and (vii) Mr. Zhang Li from their positions as stated in the Notice of EGM |
| “Requisition” | a letter of requisition from the Requisitionists dated 30 April 2021 and deposited at the Company’s principal place of business in Hong Kong requesting the Directors to convene the EGM in accordance with Articles 12.3, 12.4, 16.3 and 16.6 of the Articles of Association for the purposes of considering and, if thought fit, approving the Proposed Removal of Directors and the Proposed Appointment of Directors as set out in the Requisition |
| “Requisitionists” | Glassy Mind Holdings Limited and Yu Meng |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “Share(s)” | ordinary share(s) of the Company with a par value of US\$0.00005 each |
| “Shareholder(s)” | the registered shareholder(s) of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “United States” or “U.S.” | the United States of America, its territories, its possessions and all areas subject to its jurisdiction |
| “US\$” | United States dollars, the lawful currency of the United States |
| “%” | per cent |



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)

Executive Directors:

Mr. LI Yangyang (*Chairman*)
Mr. LU Jingsheng (*Chief Executive Officer*)

Non-executive Directors:

Mr. LIU Jiang
Mr. LIU Xueming
Ms. WU (Claire) Libing

Independent Non-executive Directors:

Mr. MA Shaohua
Mr. ZHANG Li

Registered Office:

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

Head Office:

Room 1002, 10/F
Tower B Fairmont
No. 1 Building
33# Community
Guangshun North Street
Chaoyang District
Beijing, the PRC

*Principal Place of Business
in Hong Kong:*

31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay, Hong Kong

21 May 2021

To the Shareholders

Dear Sir/Madam,

**REQUISITION FOR PROPOSED CHANGE OF DIRECTORS
BY TWO SHAREHOLDERS AND
NOTICE OF EGM**

INTRODUCTION

On 30 April 2021, two Shareholders, namely Glassy Mind Holdings Limited (which is a subsidiary of iRENA Group Co, Ltd. (“iRENA”) to the understanding of the Company) and Yu Meng deposited at the Company’s principal office in Hong Kong the Requisition requesting the Board to convene an EGM pursuant to Article 12.3 of the Articles of Association for the purposes of considering and, if thought fit, approving the Proposed Removal of Directors and the Proposed Appointment of Directors.

LETTER FROM THE BOARD

LACK OF REASONS FOR THE CHANGE OF DIRECTORS

The Requisition did not set out any reasons and/or grounds for the Proposed Appointment of Directors and Proposed Removal of Directors. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Appointment of Directors and Proposed Removal of Directors.

ADDITIONAL INFORMATION TO THE SHAREHOLDERS

Shareholders should note that since 6 May 2021, Mr. Gao Hong has been removed as an executive Director of the Company and from any position he held in the Company, and pursuant to such removal, he ceased to be a member of the Remuneration Committee and the chairman of the Risk Prevention and Digital Assets Management Committee. The reasons for the removal of Mr. Gao Hong are: (1) he is the director of iRENA. Upon enquiry by the Company, iRENA has been involved in more than 30 lawsuits in China in aggregate and is a judgment debtor, so iRENA has been exposed to extremely significant risk and is likely to go bankrupt and be liquidated; (2) according to the Administrative Penalty Decision Letter ([2020] No. 6) (行政處罰決定書) published by Beijing Regulatory Bureau of the China Securities Regulatory Commission (“CSRC”), Mr. Gao Hong, as one of the responsible persons, was subject to warning and penalty of Beijing Regulatory Bureau of the CSRC in August 2020 for iRENA’s non-compliance with relevant laws and regulations in relation to information disclosure; and (3) in March 2021, in respect of the disposal of World Poker Tour business by Allied Esports Entertainment Inc (“AESE”), an indirect non-wholly owned subsidiary of the Company, he made a request to Mr. Ma Shaohua, an independent non-executive Director, and Mr. Li Yangyang, chairman of the Board and an executive Director, that the Company and AESE should prioritize the allocation of at least the majority of the proceeds to iRENA (an indirect shareholder of Glassy Mind Holdings Limited to the understanding of the Company), which is one of the Requisitionists, and its related parties, failing which, he, together with Ms. Fu Qiang and Mr. Hu Wen, each a former non-executive Director, will cause obstructions and difficulties to the operation of the Company. Ms. Fu Qiang, the founder of iRENA, was removed by the Company as a non-executive Director and a member of each of the Remuneration Committee and Risk Prevention and Digital Assets Management Committee of the Company on 6 May 2021 as: (1) being one of the responsible persons of iRENA, she was also subject to warning and penalty of CSRC likewise due to iRENA’s non-compliance with relevant laws and regulations in relation to information disclosures, (2) she is currently a judgment debtor in at least six court enforcement cases in China and has been listed as a dishonest judgment debtor by the Beijing No.3 Intermediate People’s Court on 31 March 2021 in (2021) Jing 03 Enforcement Cases No.169 and 171; and (3) upon a preliminary investigation of the relevant witness evidence and documentary evidence, the current Board of the Company discovered that Ms. Fu Qiang misappropriated the assets of the Company without the authorization of the Board. Please refer to the announcement of the Company dated 6 May 2021 for further information.

LETTER FROM THE BOARD

As far as the Company is aware from public information, among the the candidates named in the Proposed Appointment of Directors in the Requisition, both Mr. Chen Zhengdao and Mr. Zhang Tao are shareholders of iRENA. In addition, to the understanding of the Company, iRENA is an indirect shareholder of Glassy Mind Holdings Limited, which is one of the Requisitionists.

RECOMMENDATION AND SPECIAL REMINDER OF THE BOARD

As aforementioned, the Requisitionists, namely Glassy Mind Holdings Limited (which is a subsidiary of iRENA to the understanding of the Company) and Yu Meng did not set out any reasons and/or grounds for the Proposed Removal of Directors and the Proposed Appointment of Directors.

Based on the information provided by the Requisitionists regarding the Proposed Appointment of Directors, as set out in Appendix to this circular, it appears to the current Board of the Company that save as Mr. Gao Hong, who was an executive Director of the Company but was removed on 6 May 2021 due to the reasons as set out in the announcement of the Company dated 6 May 2021, none of the Directors proposed to be appointed has any experience or expertise that are relevant to the Group's business, and Mr. Gao Hong's suitability as one of the Directors proposed to be appointed is in doubt given that he was a Director that has been removed by the Company. The current Board of the Company comprises of members with relevant experience in the management and operations of the Group, and appropriate expertise to fulfill the functions of the Board. Meanwhile, to the best knowledge of the Company, all candidates proposed by the Requisitionists to be appointed as Directors as set out in the Requisition are related to iRENA. As the founder of iRENA, Ms. Fu Qiang is also suspected of using iRENA to misappropriate the funds of the Company through the capacity of Glassy Mind Holdings Limited as a Shareholder of the Company and in her own capacity as a former Director of the Company. If the proposed Board changes proceed, it is to be expected that the Group's business is likely to be harmed as a result of the Requisition and the Group's prospects, assets, revenues, profits and the price of the Shares as well as the interests of Shareholders of the Company as a whole may be materially and adversely affected.

As such, the current Board of the Company is of the view that the Proposed Removal of Directors and the Proposed Appointment of Directors are **NOT** in the best interests of the Company, Shareholders and the Group as a whole and recommend all the Shareholders to **vote against** all the relevant ordinary resolutions at the EGM.

THE REQUISITION

On 30 April 2021, the Company received the Requisition from the Requisitionists, details of which are set out in Appendix I to this circular.

To the extent that the Requisition originally proposes the persons named as Proposed Appointment of Directors in proposed ordinary resolution (2) (namely, the second paragraph of Appendix I) to also be nominated for appointment to specific positions within the Company and its committees (the "**Officeholder Resolutions**"), in the opinion of the Company's Cayman Islands

LETTER FROM THE BOARD

legal adviser, the Company notes that this is a business reserved to the Board under Articles 18.1, 20.4 and 20.9. Therefore, the Officeholder Resolutions will not be put to the Shareholders for vote at the EGM and insofar as these proposed resolutions are contained in the Requisition, such resolutions are invalid and unenforceable.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting. Details of the Proposed Appointment of Directors, which have been reproduced from and are solely based upon the information provided by the Requisitionists, are set out in the Appendix II to this circular. The current Board of the Company has not verified the particulars of the Proposed Appointment of Directors stated in the Appendix to this circular.

Accordingly, no recommendation has been made by the current Board of the Company or the nomination committee of the Company with regard to the Proposed Appointment of Directors. Further, the current Board of the Company is not in a position to comment on whether there is any matter regarding the Proposed Appointment of Directors that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules in relation to each of the Proposed Appointment of Directors.

EGM

As required by the Articles of Association, the venue for holding the EGM is set out in this circular and the Notice of EGM. A notice convening the EGM to be held at Conference Room No. 5, Office Building No. 3, Tangjialing Road, Haidian District, Beijing, China on Friday, 11 June 2021 at 5:00 p.m. is set out on pages 16 to 18 of this circular. A form of proxy for use at the EGM is also enclosed herewith. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

The register of members of the Company will be closed from Tuesday, 8 June 2021 to Friday, 11 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 7 June 2021.

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

LETTER FROM THE BOARD

Therefore, all the resolutions put to the vote at the EGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Article 12.3 of the Articles of Association provides that general meetings shall be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong, specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

As at the date of deposit of the Requisition, the Requisitionists were the registered holders of 110,001,000 Shares, representing approximately 10.21% of the total issued and paid-up capital of the Company.

The purpose of this circular is to provide you with information on the resolutions to be proposed at the EGM and the Notice of EGM.

As far as the Board is aware, there is no Shareholder who is required to be abstained from voting under the Listing Rules.

For and on behalf of the Board
Ourgame International Holdings Limited
Li Yangyang
Chairman and Executive Director

* *For identification purpose only*

On 30 April 2021, the Company received the Requisition from the Requisitionists, requesting the current Board of the Company to convene an EGM pursuant to Article 12.3 of the Articles of Association for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company, with or without amendment:

1. Remove the following Directors from all of their positions in the Company, as stated in the Requisition, as at the date of the EGM, with immediate effect upon the passing of the relevant resolutions:
 - (1) “**THAT** Mr. Li Yangyang be and is hereby removed as a Director of the Company and from all of the positions he holds in the Company with immediate effect upon passing of this resolution.”
 - (2) “**THAT** Mr. Ma Shaohua be and is hereby removed as a Director of the Company and from all of the positions he holds in the Company with immediate effect upon passing of this resolution.”
 - (3) “**THAT** Mr. Lu Jingsheng be and is hereby removed as a Director of the Company and from all of the positions he holds in the Company with immediate effect upon passing of this resolution.”
 - (4) “**THAT** Mr. Liu Jiang be and is hereby removed as a Director of the Company and from all of the positions he holds in the Company with immediate effect upon passing of this resolution.”
2. Appoint the following candidates as Directors of the Company and to take up the stated positions in the Company per the Requisition with immediate effect upon the passing of the relevant resolutions:
 - (5) “**THAT** Mr. Gao Hong be and is hereby appointed as an executive Director of the Company with immediate effect upon passing of this resolution.”
 - (6) “**THAT** Mr. Chen Zhengdao be and is hereby appointed as a non-executive Director of the Company with immediate effect upon passing of this resolution.”
 - (7) “**THAT** Mr. Chow Ming Sang be and is hereby appointed as an independent non-executive Director of the Company with immediate effect upon passing of this resolution.”
 - (8) “**THAT** Mr. Liang Bin be and is hereby appointed as an independent non-executive Director of the Company with immediate effect upon passing of this resolution.”
 - (9) “**THAT** Mr. Zhang Tao be and is hereby appointed as a non-executive Director of the Company with immediate effect upon passing of this resolution.”

- (10) “**THAT** Mr. Jimmy Xia Ji be and is hereby appointed as an independent non-executive Director of the Company with immediate effect upon passing of this resolution.”
3. Remove any Directors of the Company appointed by the Shareholders or the Board of the Company between 30 April 2021 and the time immediately before the holding of the EGM and from any position he/she holds in any committee of the Board with immediate effect upon passing of this resolution. The Directors which have been appointed by the Company that come within this proposed resolution are:
- (11) “**THAT** Mr. Liu Xueming be and is hereby removed as a Director of the Company and from any position he holds in any committee of the Board with immediate effect upon passing of this resolution.”
- (12) “**THAT** Ms. Wu (Claire) Libing be and is hereby removed as a Director of the Company and from any position she holds in any committee of the Board with immediate effect upon passing of this resolution.”
- (13) “**THAT** Mr. Zhang Li be and is hereby removed as a Director of the Company and from any position he holds in any committee of the Board with immediate effect upon passing of this resolution.”

Shareholders should note that the details of the Proposed Appointment of Directors as set out in the Appendix II to this circular have been reproduced from and are solely based upon the information provided by the Requisitionists. The current Board of the Company has not verified the particulars of the Proposed Appointment of Directors stated in the Appendix II to this circular. In the Requisition, one of the Proposed Appointment of Directors was named as Mr. Jimmy Xia Ji (夏霽). But in a letter dated 17 May 2021 received by the Company from the Requisitionists’ solicitors, Mr. Jimmy Xia Ji was referred to as Dr. Xia Ji (夏霽). The spelling of the name of Mr. Jimmy Xia Ji (夏霽) as set out in this circular now corresponds with the spelling as set out in the Requisition.

The biographical details of the Proposed Appointment of Directors, which have been reproduced from and solely based upon the information provided by the Requisitionists, are set out below. Such particulars of the Proposed Appointment of Directors have not been verified by the Board.

PROPOSED EXECUTIVE DIRECTOR

Mr. Gao Hong (高宏), aged 53, graduated from University of International Business and Economics, majoring in international business. Mr. Gao is the founder & director of board of iRENA, controlling or causing to control 26.97% voting right in the general meeting of the Company. On 12 August 2020, Mr. Gao was punished by Beijing Regulatory Bureau of the CSRC with a warning and a fine of RMB50,000 according to the Administrative Penalty Decision Letter ([2020] No. 6) (行政處罰決定書) published by Beijing Regulatory Bureau of the CSRC. The warning and fine were due to his sign-off for the financial statements of iRENA, which contained irregularities and was largely prepared by the then external auditor engaged.

From 30 June 2020 to 6 May 2021, Mr. Gao was an executive Director of the Company until he was removed by the Company on 6 May 2021. Since 2001, he has been the founder & director of board of iRENA, president of China Region of the International Association of Venue Managers Co., Ltd., a member of the All-China Sports Federation and the vice chairman of Beijing Association of Sports Leisure Industry.

Save for the disclosure above, to the best of his knowledge, Mr. Gao is not aware of any other public sanction made against him by statutory or regulatory authorities.

The proposed length of service of Mr. Gao is 3 years. Subject to the fact that (i) Mr. Gao and the Company has not yet entered into the appointment letter setting out the terms and conditions and (ii) the review of the Remuneration Committee has not yet been conducted, Mr. Gao is entitled to nil remuneration.

Save for the information set out above, there is no information provided by Mr. Gao to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules. The current Board of the Company is not in a position to comment on whether there is any matter that needs to be brought to the attention of the Shareholders in respect of Mr. Gao who proposed to stand for election at the EGM.

Save as disclosed, the Company has been informed that Mr. Gao (i) does not hold any positions with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

PROPOSED NON-EXECUTIVE DIRECTORS

Mr. Chen Zhengdao (陳正道), aged 47, achieved his degree of Bachelor of Engineering from Beijing University of Aeronautics and Astronautics (北京航空航天大學) in July 1997.

Since September 1998, he has worked in Baoxing Printing Industry Co. LTD of Wenzhou, Zhejiang (浙江溫州寶興印業有限公司) and is currently the chairman of the board of directors. Since September 2005, he has been the vice chairman of Beijing Baowang Investment Co. Ltd (北京寶旺投資有限公司). Since January 2006, he has been the chairman of Baowang Printing Industry Co. LTD, Beijing (北京寶旺印務有限公司). Since December 2013, he has been the chairman of Jiatong Invested Co. LTD, Beijing (佳統投資有限公司). Since September 2014, he has been Vice Chairman of Dihao Mining Holdings Co. LTD (北京地豪礦業控股有限公司). From October 2017 to March 2019, he worked as Vice General Manager of China Finance International Investment Co., Ltd (中國金融國際投資有限公司). From March 2011 to October 2019, he was the Chief Supervisor of Wenzhou Chamber of Commerce in Beijing (北京溫州商會). Since October 2019, he has been the Executive Vice President and Secretary-general of Wenzhou Chamber of Commerce in Beijing (北京溫州商會常務).

The proposed length of service of Mr. Chen is 3 years. Subject to the fact that (i) Mr. Chen and the Company has not yet entered into the appointment letter setting out the terms and conditions and (ii) the review of the Remuneration Committee has not yet been conducted, Mr. Chen is entitled to nil remuneration.

Save for the information set out above, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules. The current Board of the Company is not in a position to comment on whether there is any matter that needs to be brought to the attention of the Shareholders in respect of Mr. Chen who proposed to stand for election at the EGM.

Save as disclosed, the Company has been informed that Mr. Chen (i) does not hold any positions with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Zhang Tao (張弢), aged 47, obtained his bachelor degree in Tourism Management, from Jiangxi Normal University in June 1996.

Since March 2016, Mr. Zhang has been the chairman of the board of Aodong Sport Culture Development (Shanghai) Limited* (奧動體育文化發展(上海)有限公司), organizing China Sea Fishing Worldwide Tournament* (中國海釣世界巡迴大賽). In 2016, Mr. Zhang was one of the founding members of The 2016 World Ice and Snow Forum, launched and operated the first sports maker center, and organized and led Pyeongchang East Olympic Games Group and Brazil Olympic Team. In 2017, his Reunion High End Outdoor Sports Base Project was awarded by the French Tourism Administration. In 2018, Mr. Zhang was sponsoring urban commercial complex and mini mass sports hall and he was engaged in planning, promoting and marketing of American Professional Baseball in China. In 2019, Mr. Zhang was engaged in consulting on the construction of smart stadium and localizing sports steam courses introduced from the United State. In 2020, Mr. Zhang was engaged in the urban design of sports characteristic town and urban culture and sports complex planning.

The proposed length of service of Mr. Zhang is 3 years. Subject to the fact that (i) Mr. Zhang and the Company has not yet entered into the appointment letter setting out the terms and conditions and (ii) the review of the Remuneration Committee has not yet been conducted, Mr. Zhang is entitled to nil remuneration.

Save for the information set out above, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules. The current Board of the Company is not in a position to comment on whether there is any matter that needs to be brought to the attention of the Shareholders in respect of Mr. Zhang who proposed to stand for election at the EGM.

Save as disclosed, the Company has been informed that Mr. Zhang (i) does not hold any positions with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chow Ming Sang (周明笙), aged 48, obtained his bachelor degree in Business Administration (Accounting) from Hong Kong University of Science and Technology in 1995.

Mr. Chow serves as the managing director of Beijing Xinshine Management Consulting Co., Ltd. since June 2019. He has also been an independent non-executive director of Teamway International Group Holdings Limited (Stock Code: 01239) since 21 June 2019 and China Rundong Auto Group Limited (Stock Code: 01365) since 1 December 2020. Mr. Chow is also the co-founder and Chief Operating Officer of Enable Foundation (啟民創社), a non-profit organization in Hong Kong. Mr. Chow was the Advisory partner of Ernst & Young (China) Advisory Limited from January 2007 to September 2018, whom was responsible for managing the strategic business growth and development of risk sub-service line in various regions of Mainland China.

From 2014 to 2016, Mr. Chow was the Committee Member of The Internal Controls Standards Committee of The Ministry of Finance of the People's Republic of China (中國財政部內部控制標準委員會委員). Mr. Chow was the Assistant to President (總裁助理) of Tahoe Group (Stock Code: 000732, the shares of which are listed on the Shenzhen Stock Exchange) from October 2018 to May 2019, and was responsible for corporate risk management and corporate governance of the group.

Mr. Chow is a fellow member of the Hong Kong Institute of Certified Public Accountants (HKICPA), a fellow member of the Association of Chartered Certified Accountants (ACCA) and Certified Internal Audit (CIA).

The proposed length of service of Mr. Chow is 3 years. Subject to the fact that (i) Mr. Chow and the Company has not yet entered into the appointment letter setting out the terms and conditions and (ii) the review of the Remuneration Committee has not yet been conducted, Mr. Chow is entitled to nil remuneration.

Save for the information set out above, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules. The current Board of the Company is not in a position to comment on whether there is any matter that needs to be brought to the attention of the Shareholders in respect of Mr. Chow who proposed to stand for election at the EGM.

Save as disclosed, the Company has been informed that Mr. Chow (i) does not hold any positions with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Jimmy Xia Ji (夏霽), aged 43, obtained his Bachelor's degree in International Economic Law from China University of Political Science and Law (Beijing, China) from September 1997 to July 2001. He obtained his Master's degree in International Law from Transnational Law and Business University (Seoul, Korea) from September 2001 to June 2003. He obtained his PhD in International Economic Law from East China University of Political Science and Law (Shanghai, China) from September 2008 to June 2014, during which his doctoral studies were undertaken concurrently with full time employment.

Since July 2016, Mr. Xia has been the Chief Risk Officer of Hercules (Shanghai) Asset Management Co., Ltd. From December 2013 to June 2016, he was the China Legal Head of Royal Bank of Scotland (China) Limited. From July 2009 to December 2013, he was the Deputy China Legal Head of UOB Bank (China) Limited. From May 2006 to July 2009, he was a Senior Associate of King & Wood PRC Lawyers, Shanghai office. From April 2004 to May 2005, he was a PRC Legal Consultant of US Kaye Scholer LLP, Shanghai office. From June 2003 to February 2004, he was a Legal Assistant to General Manager of Beijing Yashengshihe Consulting Ltd.

Mr. Xia obtained the professional qualifications of (a) PRC Legal Professional Qualification Certificate; (b) Australia CPA; (c) PRC National Psychotherapist (2nd Level) Qualification Certificate; and (d) PRC Fund Qualification Certificate. He also obtained other social qualifications including (a) Arbitrator of Shanghai Arbitration Committee (上海仲裁委員會仲裁員) and (b) Council Member of Business Law Bureau of China Business Culture Research Association (中國商業文化研究會商業法治分會理事).

The proposed length of service of Mr. Xia is 3 years. Subject to the fact that (i) Mr. Xia and the Company has not yet entered into the appointment letter setting out the terms and conditions and (ii) the review of the Remuneration Committee has not yet been conducted, Mr. Xia is entitled to nil remuneration.

Save for the information set out above, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules. The current Board of the Company is not in a position to comment on whether there is any matter that needs to be brought to the attention of the Shareholders in respect of Mr. Xia who proposed to stand for election at the EGM.

Save as disclosed, the Company has been informed that Mr. Xia (i) does not hold any positions with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Liang Bin (梁斌), aged 53, has been a senior investment consultant of Zhonglu Capital (中路資本), participating in merger and acquisition industry, investment industry, film and television culture, leisure culture and other fields. From 2003 to 2021, he worked as vice general manager of Shanghai Zhonglu Industrial Co., Ltd. (上海中路實業有限公司) and vice president of Shanghai Zhonglu (Group) Co., Limited* (上海中路(集團)有限公司), mainly responsible for industrial investment, investment integration, enterprise merger and reorganisation. From 1996 to 2002, he was Chief Representative of Italy QUBICA in China office (意大利QUBICA公司駐中國辦事處).

The proposed length of service of Mr. Liang is 3 years. Subject to the fact that (i) Mr. Liang and the Company has not yet entered into the appointment letter setting out the terms and conditions and (ii) the review of the Remuneration Committee has not yet been conducted, Mr. Liang is entitled to nil remuneration.

Save for the information set out above, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules. The current Board of the Company is not in a position to comment on whether there is any matter that needs to be brought to the attention of the Shareholders in respect of Mr. Liang who proposed to stand for election at the EGM.

Save as disclosed, the Company has been informed that Mr. Liang (i) does not hold any positions with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

On 30 April 2021, Ourgame International Holdings Limited (the “**Company**”) received the Requisition for proposed change of Directors by the two shareholders.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the Company will be held at Conference Room No. 5, Office Building No. 3, Tangjialing Road, Haidian District, Beijing, China on Friday, 11 June 2021 at 5:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

Remove the following Directors from all of their positions in the Company, as stated in the Requisition, as at the date of the EGM, with immediate effect upon the passing of the relevant resolutions:

- (1) “**THAT** Mr. Li Yangyang be and is hereby removed as a Director of the Company and from all of the positions he holds in the Company with immediate effect upon passing of this resolution.”
- (2) “**THAT** Mr. Ma Shaohua be and is hereby removed as a Director of the Company and from all of the positions he holds in the Company with immediate effect upon passing of this resolution.”
- (3) “**THAT** Mr. Lu Jingsheng be and is hereby removed as a Director of the Company and from all of the positions he holds in the Company with immediate effect upon passing of this resolution.”
- (4) “**THAT** Mr. Liu Jiang be and is hereby removed as a Director of the Company and from all of the positions he holds in the Company with immediate effect upon passing of this resolution.”

NOTICE OF EGM

Appoint the following candidates as Directors of the Company and to take up the stated positions in the Company per the Requisition with immediate effect upon the passing of the relevant resolutions:

- (5) “**THAT** Mr. Gao Hong be and is hereby appointed as an executive Director of the Company with immediate effect upon passing of this resolution.”
- (6) “**THAT** Mr. Chen Zhengdao be and is hereby appointed as a non-executive Director of the Company with immediate effect upon passing of this resolution.”
- (7) “**THAT** Mr. Chow Ming Sang be and is hereby appointed as an independent non-executive Director of the Company with immediate effect upon passing of this resolution.”
- (8) “**THAT** Mr. Liang Bin be and is hereby appointed as an independent non-executive Director of the Company with immediate effect upon passing of this resolution.”
- (9) “**THAT** Mr. Zhang Tao be and is hereby appointed as a non-executive Director of the Company with immediate effect upon passing of this resolution.”
- (10) “**THAT** Mr. Jimmy Xia Ji be and is hereby appointed as an independent non-executive Director of the Company with immediate effect upon passing of this resolution.”

Remove any directors of the Company appointed by the shareholders or the board of directors of the Company between 30 April 2021 and the time immediately before the holding of the EGM and from any position he/she holds in any committee of the Board with immediate effect upon passing of this resolution. The directors which have been appointed by the Company that come within this proposed resolution are:

- (11) “**THAT** Mr. Liu Xueming be and is hereby removed as a Director of the Company and from any position he holds in any committee of the Board with immediate effect upon passing of this resolution.”
- (12) “**THAT** Ms. Wu (Claire) Libing be and is hereby removed as a Director of the Company and from any position she holds in any committee of the Board with immediate effect upon passing of this resolution.”
- (13) “**THAT** Mr. Zhang Li be and is hereby removed as a Director of the Company and from any position he holds in any committee of the Board with immediate effect upon passing of this resolution.”

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

Hong Kong, 21 May 2021

NOTICE OF EGM

Notes:

1. A 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.
2. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially 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, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy 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.
3. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 8 June 2021 to Friday, 11 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 7 June 2021.
4. If there are joint registered holders of a share in the Company, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the EGM in person or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. All resolutions at the EGM 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.

As at the date hereof, the Board comprises Mr. Li Yangyang and Mr. Lu Jingsheng as executive Directors; Mr. Liu Jiang, Mr. Liu Xueming and Ms. Wu (Claire) Libing as non-executive Directors; and Mr. Ma Shaohua and Mr. Zhang Li as independent non-executive Directors.

* *For identification purpose only*