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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 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 circular, together with the enclosed 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)**

### **CIRCULAR AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Ourgame International Holdings Limited to be held in the Conference Room No. 5, No. 21 Fenghuangling Road, Sujiatuo Town, Haidian District, Beijing, China on Wednesday, 30 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 Annual General Meeting is also enclosed. Such 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.lianzhong.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed 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, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 5:00 p.m. on Monday, 28 June 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they 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:*

“2014 Share Option Scheme”	the share option scheme adopted by the Company on 19 November 2014
“Annual General Meeting”	an annual general meeting of the Company to be held in the Conference Room No. 5, No. 21 Fenghuangling Road, Sujiatuo Town, Haidian District, Beijing, China on Wednesday, 30 June 2021, at 5:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 18 of this circular, or any adjournment thereof
“Articles of Association” or “Articles”	the articles of association of our Company (as amended from time to time) adopted on 12 June 2014
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan
“Company” or “our Company”	Ourgame International Holdings Limited, a company incorporated in the Cayman Islands on 4 December 2013
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

## DEFINITIONS

“Management Pre-IPO Share Option Scheme”	the pre-IPO share option scheme, the share options of which were granted to certain management members of our Company
“Ordinary Resolution 5”	the ordinary resolution numbered “5” in the notice of the Annual General Meeting, in respect of the proposal to grant to the Directors the Share Repurchase Mandate
“RMB”	Renminbi, the lawful currency of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of our Company with a par value of US\$0.00005 each
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the number of issued Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“United States”	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



**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

31 May 2021

*To the Shareholders*

Dear Sir/Madam,

**CIRCULAR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

\* For identification purpose only

## LETTER FROM THE BOARD

### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 16.18 of the Articles of Association which provides that, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Liu Jiang will retire by rotation as he has served on the Board as a non-executive Director for three years, whereas Mr. Lu Jingsheng (“**Mr. Lu**”) and Mr. Ma Shaohua (“**Mr. Ma**”), being eligible, will voluntarily retire at the Annual General Meeting and offer themselves for re-election in compliance with the requirement of Article 16.18 such that one-third of the Directors shall retire at the Annual General Meeting. Pursuant to Article 16.2 of the Articles which provides that any Directors appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election meeting, Mr. Liu Xueming, Ms. Wu (Claire) Libing and Mr. Zhang Li (“**Mr. Zhang**”), having been appointed by the Board with effect from 6 May 2021, being eligible, will offer themselves for re-election.

In considering and approving such re-election, the Nomination and Corporate Governance Committee has taken into account a wide range of diversity perspectives including, but not limited to, skills, experience and background, geographical and industry experience, ethnicity, gender, knowledge and length of service, as set out in the board diversity policy of the Company.

In particular, the Nomination and Corporate Governance Committee is of the view that with the professional background and working experience of Mr. Lu, Mr. Liu Jiang, Mr. Liu Xueming and Ms. Wu (Claire) Libing, these executive and non-executive Directors are able to bring extensive knowledge and experience in enhancing the quality of internal control and corporate governance of the Company. The Nomination and Corporate Governance Committee has also taken into account the contributions of the above Directors eligible for re-election and their commitment to their roles.

Furthermore, the Nomination and Corporate Governance Committee has also considered that the strong business background of Mr. Ma and Mr. Zhang and their experience as senior management in various industries will continue to bring contribution to the development of the Company. In addition, Mr. Ma and Mr. Zhang have provided in-depth insights to the Board and demonstrated their abilities to provide independent, balanced and impartial views to the Company’s affairs. Having assessed and reviewed each of the written confirmation of the independence of Mr. Ma and Mr. Zhang who offered themselves for re-election at the Annual General Meeting, with reference to the guidelines on independence as set out in Rule 3.13 of the Listing Rules, the Nomination and Corporate Governance Committee is satisfied that each of them remains independent.

In view of the above, the Board believes that the re-election of the retiring Directors as Directors is in the best interest of the Company and the Shareholders as a whole, and therefore recommends the re-election of the retiring Directors to the Shareholders.

## LETTER FROM THE BOARD

Details of the retiring Directors offering themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### 3. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

In order to give the Company the flexibility to repurchase Shares where appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the number of issued Shares. As at the Latest Practicable Date, 1,077,799,887 Shares have been fully paid. Subject to the passing of Ordinary Resolution 5 and assuming that the number of issued Shares remained unchanged following the Latest Practicable Date and prior to the date of the Annual General Meeting, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate as at the date of passing Ordinary Resolution 5 will be 107,779,988 Shares. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the grant of the Share Repurchase Mandate is set out in Appendix II to this circular.

### 4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 18 of this circular.

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 Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.lianzhong.com>). To be valid, the form of proxy 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 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, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. before 5:00 p.m. on Monday, 28 June 2021) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

## LETTER FROM THE BOARD

### 5. REPRESENTATION

This 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 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 circular misleading.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and grant of the Share Repurchase Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
**Ourgame International Holdings Limited**  
**Li Yangyang**  
*Chairman and Executive Director*

*The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:*

**1. MR. LU JINGSHENG (陸京生)**

Mr. Lu, aged 42, was an independent non-executive Director from 30 June 2020 until he was re-designated as an executive Director and appointed as the chief executive officer of the Company since 1 May 2021. He holds a bachelor of economics degree in international business administration from the University of International Business and Economics (“UIBE”), and has the qualifications of American Certified Public Accountant, Chinese Certified Public Accountant and fund practice, as well as ACCA member of British Certified Public Accountant. Since June 2018, he has served as the financial director of Beijing International Advertising & Communication Group (北京國際廣告傳媒集團). From February 2013 to June 2018, he served as a director of Zhejiang Sunriver Culture Co., Ltd. (浙江祥源文化股份有限公司) and the responsible person for the Beijing region of Xiamen XTone Animation Co., Ltd. (廈門翔通動漫有限公司). From October 2001 to October 2010, he served as the audit manager at the audit department of Deloitte Touche Tohmatsu Certified Public Accountants Co., Ltd. Beijing Branch and a senior auditor at the audit department of Deloitte’s Boston Branch in the United States.

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

Save as disclosed above, Mr. Lu (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, 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.

Mr. Lu has entered into a service contract with the Company for his role as the chief executive officer of the Company and an executive Director for a term 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. Lu’s service contract, Mr. Lu is entitled to an aggregate annual remuneration package equivalent to approximately RMB1.02 million.

Save for the information disclosed above, there are no other matters concerning Mr. Lu 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 the requirements under Rule 13.51 of the Listing Rules.

**2. MR. LIU JIANG (劉江)**

Mr. Liu, aged 53, has been an executive Director since the incorporation of our Company until 27 March 2015 when was redesignated as a non-executive Director on the same day. Mr. Liu joined our Group in December 2010 and holds directorship in Sonic Force Limited. He also serves as chairman of the board of directors of Hehong Holdings Group. Mr. Liu received his Bachelor of Economics from the East China Jiaotong University, China in 1991.

As at the Latest Practicable Date, Mr. Liu was interested in 65,861,864 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu (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.

Mr. Liu has entered into a service contract with the Company for a term 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. Liu's service contract, Mr. Liu is entitled to nil remuneration.

Save for the information disclosed above, there are no other matters concerning Mr. Liu 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.

**3. MR. LIU XUEMING (劉學明)**

Mr. Liu, aged 35, has been a non-executive Director since 6 May 2021. On 10 May 2021, Mr. Liu entered into an employment contract with a subsidiary of the Company and will be responsible for the asset management affairs of the Group. He has been the chairman of Ruian Yuyue Technology Company Limited (瑞安市宇躍科技有限責任公司) since December 2016. From 2015 to 2016, Mr. Liu was a senior manager at the legal department of China National Native Produce and Animal By-Products Import & Export Corporation (中國土產畜產進出口總公司), a subsidiary of the China National Cereals, Oils and Foodstuffs Corporation. From June 2014 to 2015, Mr. Liu was a manager at the governmental affairs department of Procter & Gamble (China) Ltd. (寶潔(中國)有限公司). Mr. Liu obtained a bachelor of laws in international economic law from UIBE in June 2008, a master of laws in international commercial law from the Vrije Universiteit Amsterdam in July 2009 and a doctor of philosophy in international law from the UIBE in June 2014.

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

Save as disclosed above, Mr. Liu (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, 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.

Mr. Liu has entered into a service contract with the Company for a term 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. Liu's service contract, Mr. Liu is entitled to nil remuneration.

Save for the information disclosed above, there are no other matters concerning Mr. Liu 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 the requirements under Rule 13.51 of the Listing Rules.

#### **4. MS. WU (CLAIRE) LIBING (吳厲冰)**

Ms. Wu, aged 45, has been a non-executive Director since 6 May 2021. She has over 15 years' experience as a corporate and securities attorney practicing in New York, with extensive legal and business experience in cross-border transactions, U.S. securities regulation, mergers and acquisitions, capital market transactions, as well as corporate structuring and governance. Ms. Wu has been the Vice President and general counsel of Asia Pacific Capital, Inc. since 2011 and a senior counsel at the Davidoff Hutcher & Citron LLP, a law firm based in New York, the United States of America, since 2018. Ms. Wu obtained a master of laws in corporate law from the New York University School of Law in 2006, a bachelor of science in international economics from Nankai University, Tianjin, China in 1997 and an Advanced Professional Certificate in Law and Business from New York University Leonard N. Stern School of Business in 2006, respectively. Ms. Wu is a cousin of Mr. Liu Jiang, a non-executive Director.

As at the Latest Practicable Date, Ms. Wu had no interest in the Shares.

Save as disclosed above, Ms. Wu (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, 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.

Ms. Wu has entered into a service contract with the Company for a term 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 Ms. Wu's service contract, Ms. Wu is entitled to nil remuneration.

Save for the information disclosed above, there are no other matters concerning Ms. Wu 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 the requirements under Rule 13.51 of the Listing Rules.

#### 5. MR. MA SHAOHUA (馬少華)

Mr. Ma, aged 41, has been an independent non-executive Director since 30 June 2020. He holds a bachelor of law degree from North Jiaotong University and a master degree of public administration from the Party School of the CPC Central Committee. Since 2018, he has worked at Legend Holding Company.

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

Save as disclosed above, Mr. Ma (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, 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.

Mr. Ma has entered into a service contract with the Company for a term 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. Ma's service contract, Mr. Ma is entitled to a remuneration package of HK\$300,000 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Ma 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.

#### 6. MR. ZHANG LI (章力)

Mr. Zhang, aged 46, has been an independent non-executive Director since 6 May 2021. He has extensive experience and knowledge in accounting and financial management. Mr. Zhang has been the chief accountant (主任會計師) of Joinach Certified Public Accountants (北京中樂成會計師事務所) since 2009. Prior to that, Mr. Zhang was a regional finance director of China of Popular Holdings (大眾控股股份有限公司) from 2005 to 2007 and an assistant to president of Shandong Wohua Pharmaceutical Co., Ltd. (山東沃華醫藥科技股份有限公司) from 2003 to 2005. Mr. Zhang obtained a master of business administration from the China Europe International Business School and has the qualifications of Chinese Certified Public Accountant, the Chinese Certified Tax Agent and fund practice.

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

Save as disclosed above, Mr. Zhang (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, 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.

Mr. Zhang has entered into a service contract with the Company for a term 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. Zhang's service contract, Mr. Zhang is entitled to nil remuneration.

Save for the information disclosed above, there are no other matters concerning Mr. Zhang 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 the requirements under Rule 13.51 of the Listing Rules.

*The following is an explanatory statement required by the Listing Rules to provide Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against Ordinary Resolution 5 in respect of the approval of the Share Repurchase Mandate.*

### **1. ISSUED SHARES**

As at the Latest Practicable Date, 1,077,799,887 Shares have been fully paid. Subject to the passing of Ordinary Resolution 5 in respect of the granting of the Share Repurchase Mandate and on the basis that the number of issued Shares remains unchanged before the Annual General Meeting, i.e. being 1,077,799,887 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 107,779,988 Shares, representing 10% of the number of Shares in issue as at the date of the Annual General Meeting (assuming the number of issued Shares remains unchanged following the Latest Practicable Date and prior to the date of the Annual General Meeting).

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF REPURCHASE**

There might be a material adverse impact on the working capital of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

## 5. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors and based on the disclosure of interests forms filed by the Substantial Shareholders with the Stock Exchange, the following Substantial Shareholders were interested in 10% or more of the number of issued Shares:

Name of Shareholder	Number of Shares held	Percentage of total number of Shares	Percentage of total number of Shares (assuming the Share Repurchase Mandate is exercised in full)
Mr. Li Yangyang	316,846,906 <sup>(1)</sup>	29.40%	32.67%
Choi Shun Investment Limited	307,888,906 <sup>(2)</sup>	28.57%	31.74%
Irena Group Co., Ltd.	290,690,848 <sup>(3)</sup>	26.97%	29.97%
Glassy Mind Holdings Limited	290,690,848 <sup>(3)</sup>	26.97%	29.97%
Mr. Yang Eric Qing (“Mr. Yang”)	258,184,619 <sup>(4)</sup>	23.95%	26.62%
Mr. Ng Kwok Leung Frank (“Mr. Ng”)	258,184,619 <sup>(4)</sup>	23.95%	26.62%
Mr. Zhang Peng (“Mr. Zhang”)	234,537,980 <sup>(5)</sup>	21.76%	24.18%
Total Victory Global Limited	221,653,555 <sup>(6)</sup>	20.57%	22.85%
Jiaying Ourgame High Growth Investment Fund	200,502,555 <sup>(6)</sup>	18.60%	20.67%
CMC Ace Holdings Limited	117,600,000 <sup>(7)</sup>	10.91%	12.12%
CMC Capital Partners, GP, L.P.	117,600,000 <sup>(7)</sup>	10.91%	12.12%
CMC Capital Partners, GP, Ltd.	117,600,000 <sup>(7)</sup>	10.91%	12.12%
CMC Capital Partners, L.P.	117,600,000 <sup>(7)</sup>	10.91%	12.12%
La Confiance Investments Ltd.	117,600,000 <sup>(7)</sup>	10.91%	12.12%
Le Bonheur Holdings Ltd.	117,600,000 <sup>(7)</sup>	10.91%	12.12%

*Notes:*

- (1) Among the 316,846,906 Shares held by Mr. Li Yangyang, 8,958,000 Shares were held by Mr. Li Yangyang as a beneficial owner and 307,888,906 Shares were held through interest in Choi Shun Investment Limited.
- (2) Among the 307,888,906 Shares held by Choi Shun Investment Limited, 50,000,000 Shares of which are held by Choi Shun Investment Limited, 221,653,555 Shares of which were purchased from a third party and the transaction has not been completed and 36,235,351 Shares of which Choi Shun Investment Limited is only entitled to exercise the voting rights.
- (3) The 290,690,848 Shares represent the same block of Shares held by a chain of ownership involving Glassy Mind Holdings Limited.
- (4) The interest includes (i) 221,653,555 Shares held by Jianying Ourgame High Growth Investment Fund; and (ii) an aggregate of 36,531,064 underlying Shares granted under the Management Pre-IPO Share Option Scheme and the 2014 Share Option Scheme to each of Mr. Yang and Mr. Ng, respectively. The figures disclosed herein are based on the latest disclosure of interests forms filed by Mr. Yang and Mr. Ng with the Stock Exchange.
- (5) The interest includes (i) 221,653,555 Shares held by Jianying Ourgame High Growth Investment Fund; and (ii) an aggregate of 12,884,425 underlying Shares granted under the Management Pre-IPO Share Option Scheme and the 2014 Share Option Scheme to Mr. Zhang. The figures disclosed herein are based on the latest disclosure of interests form filed by Mr. Zhang with the Stock Exchange.
- (6) The interest is directly held by Jianying Ourgame High Growth Investment Fund (建贏聯眾高成長投資基金), in which Total Victory Global Limited, controlled by Mr. Yang, Mr. Ng and Mr. Zhang, has the majority voting rights. The number of shares held by Total Victory Global Limited and Jianying Ourgame High Growth Investment Fund disclosed herein are based on the latest disclosure of interests forms filed by them with the Stock Exchange.
- (7) The 117,600,000 Shares represent the same block of Shares held by a chain of ownership including CMC Capital Partners.

In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the interests of the Substantial Shareholders in the Company will be increased to approximately the percentages as set out in the table above. The Directors believe that such increases would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for the Substantial Shareholders to make a mandatory offer.

The Listing Rules prohibit a company from making a repurchase on the Stock Exchange if the result of such repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be publicly held. The Directors do not intend to repurchase Shares to the extent that, after the consummation of any such repurchase, less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be publicly held.

**6. REPURCHASE OF SHARES MADE BY THE COMPANY**

No repurchase has been made by the Company of its Shares in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise).

**7. INTENTION OF DIRECTORS AND CORE CONNECTED PERSONS TO SELL SHARES**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

**8. MARKET PRICES OF SHARES**

During the 12 months preceding the Latest Practicable Date, the highest and lowest traded prices of the Shares on the Stock Exchange were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April 2020	0.620	0.410
May 2020	0.630	0.500
June 2020	0.610	0.490
July 2020	0.530	0.450
August 2020	0.530	0.460
September 2020	0.500	0.465
October 2020	0.520	0.455
November 2020	0.530	0.450
December 2020	0.530	0.460
January 2021	0.800	0.465
February 2021	0.650	0.390
March 2021	0.720	0.370
April 2021	1.090	0.485
May 2021 ( <i>up to the Latest Practicable Date</i> )	0.940	0.700



**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 is hereby given** that an annual general meeting (the “**Annual General Meeting**”) of Ourgame International Holdings Limited (the “**Company**”) will be held in the Conference Room No. 5, No. 21 Fenghuangling Road, Sujiatuo Town, Haidian District, Beijing, China on Wednesday, 30 June 2021 at 5:00 p.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 2020.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. Lu Jingsheng as an executive director of the Company;
  - (b) to re-elect Mr. Liu Jiang as a non-executive director of the Company;
  - (c) to re-elect Mr. Liu Xueming as a non-executive director of the Company;
  - (d) to re-elect Ms. Wu (Claire) Libing as a non-executive director of the Company;
  - (e) to re-elect Mr. Ma Shaohua as an independent non-executive director of the Company; and
  - (f) to re-elect Mr. Zhang Li as an independent non-executive director of the Company.
3. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. 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.

## NOTICE OF ANNUAL GENERAL MEETING

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

5. **“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;
- (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.”

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

Hong Kong, 31 May 2021

*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.

## NOTICE OF ANNUAL GENERAL MEETING

- (3) 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 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 (i.e. before 5:00 p.m. on Monday, 28 June 2021) 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.
- (4) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 25 June 2021 to Wednesday, 30 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 24 June 2021.

\* *For identification purpose only*