

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



## **OURGAME INTERNATIONAL HOLDINGS LIMITED**

**聯眾國際控股有限公司\***

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

**(Stock Code: 6899)**

### **INSIDE INFORMATION**

#### **RESCISSION OF THE SHARE TRANSFER AGREEMENT**

This announcement is issued by Ourgame International Holdings Limited (the “**Company**”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Insider Dealing Provisions under Part XIVA of the Securities and Futures Ordinance.

Reference is made to the Company’s announcement dated 16 January 2018 with respect to the entry into a the Share Transfer Agreement to acquire 100% of the equity interest in Nanjing Haoyun (the “**January 2018 Announcement**”), which was completed on 9 February 2018, and to the Company’s announcement dated 30 August 2019 with respect to its interim results for the six months ended 30 June 2019 (the “**2019 Interim Results Announcement**”). Defined terms used in this announcement shall have the same meanings as set out in the January 2018 Announcement and/or the 2019 Interim Results Announcement, as the case may be.

In the 2019 Interim Results Announcement, the Company noted that the financial information of Nanjing Haoyun for the three months from April to June 2019 was not made available to the Company by the management of Nanjing Haoyun in a timely manner for the preparation of the consolidated interim financial statements of the Group, and that the Board was engaged in ongoing negotiations with the management of Nanjing Haoyun and seeking legal advice in order to protect the Company’s interests.

The Board hereby announces that following arbitration proceedings pursuant to the terms of the Share Transfer Agreement, on 23 December 2019, the Company received a binding arbitral award issued by Nanjing Arbitration Commission that the arbitration panel has determined that the Share Transfer Agreement should be rescinded and the respective parties returned to their respective positions prior to the entry into the Share Transfer Agreement. The Seller had claimed to the Nanjing Arbitration Commission that the Company had not duly made the Second Instalment Cash Consideration and that the business of the Target had deteriorated due to operational changes implemented following the

Target's change of ownership; while the Company claimed in response that the former owners of the Target had not cooperated with the Company in accordance with the terms of the Share Transfer Agreement or the articles of association of the Target, including by failing to provide operating and financial information in a timely manner, by not following operational guidelines, and by failing to engage and conduct a special purpose financial audit on the Target for the sole purpose of determining whether the 2018 Performance Guarantee had been met. Ultimately, in partially accepting arguments from both sides, the Nanjing Arbitration Commission determined that the most appropriate award would be rescission of the Share Transfer Agreement. The arbitral award is binding on the parties and its terms are expected to be implemented within 30 days from the day the parties receive this arbitral decision.

As a result of the rescission of the Share Transfer Agreement, ownership of the equity interest in Nanjing Haoyun will revert to the Seller, the 15,555,556 Consideration Shares issued to the Seller will be returned to the Company for cancellation, and the sum of RMB60,400,000 in cash will be returned to the Company by the Seller.

The Board notes that had the management of Nanjing Haoyun continued to withhold financial information for the purposes of preparation of the Group's consolidated financial statements, it would have ultimately led to a qualified audit opinion being issued in respect of the Group's results for the year ending 31 December 2019. Furthermore, management of Nanjing Haoyun had been uncooperative in following the Group's operational guidelines, which presented (and would have presented, had it continued) potential operational and compliance risks to the Group, on top of rendering it difficult for the Company to implement future strategies relevant to the business operated through Nanjing Haoyun. The Board therefore considers that the rescission of the Share Transfer Agreement is in the best interests of the Company and its Shareholders as a whole. The rescission also provides the Company with RMB60,400,000 in cash for the purposes of investing in the improvement and advancement of the Company's card and board games business and eSports and WPT businesses operated through AESE.

The Company will provide further updates in accordance with the Listing Rules in due course.

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

Hong Kong, 23 December 2019

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

\* *For identification purpose only*