

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of Ourgame International Holdings Limited to be held in the Conference Room, Level 9, Central Building, 1–3 Pedder Street, Central, Hong Kong on Wednesday, 18 March 2020 at 10:00 a.m. is set out on pages 5 to 7 of this circular. A form of proxy for use at the EGM 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.ourgame.com> and <http://www.lianzhong.com>).

Whether or not you are able to attend the EGM, 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. before 10:00 a.m. on Monday, 16 March 2020) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

* *For identification purpose only*

27 February 2020

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DEFINITIONS

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

“Articles of Association”	the articles of association of the 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, which for the sole purpose of this circular excludes Hong Kong, Macau and Taiwan
“Company”	Ourgame International Holdings Limited, an exempted company with limited liability 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 in the Conference Room, Level 9, Central Building, 1–3 Pedder Street, Central, Hong Kong on Wednesday, 18 March 2020 at 10:00 a.m., to consider and, if thought fit, approve the Issuance Mandate
“Group”	the Company and its subsidiaries
“Issuance Mandate”	the general mandate proposed to be granted to the Directors at the EGM to allot, issue or deal with additional Shares not exceeding 20% of the number of issued Shares as at the date of the resolution granting the general mandate
“Latest Practicable Date”	25 February 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Ordinary Resolution”	the ordinary resolution numbered set out in the notice of the EGM in respect of the proposal to grant the Directors the Issuance Mandate
“Share(s)”	ordinary share(s) of the Company with a par value of US\$0.00005 each
“Shareholder(s)”	holder(s) of the Share(s)



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 Director:

Yang Eric Qing

(Chairman and Chief Executive Officer)

Non-executive Directors:

Liu Jiang

Fu Qiang

Chen Xian

Hu Wen

Independent Non-executive Directors:

Lu Zhong

Tyen Kan Hee Anthony

Huang Yong

Registered Office:

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Grand Cayman KY1-1104

Cayman Islands

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1 Matheson Street

Hong Kong

27 February 2020

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information on the Issuance Mandate proposed to be granted to the Directors at the EGM.

* For identification purpose only

LETTER FROM THE BOARD

2. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares where appropriate, an ordinary resolution will be proposed at the EGM to approve the grant of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares or securities convertible into Shares not exceeding 20% of the number of issued Shares as at the date Ordinary Resolution is passed and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require the exercise of such power during the relevant periods as set out in Ordinary Resolution.

As at the Latest Practicable Date, 1,077,799,887 Shares have been issued and fully paid. Subject to the passing of Ordinary Resolution and assuming that the number of issued Shares remains unchanged following the Latest Practicable Date and prior to the date of the EGM or any adjournment thereof, the Directors will be authorized to issue a maximum of 215,559,977 Shares under the Issuance Mandate.

3. EGM AND PROXY ARRANGEMENT

A notice convening the EGM, at which the resolution to approve the grant of the Issuance Mandate shall be proposed, is set out on pages 5 to 7 of this circular. The EGM will be held in the Conference Room, Level 9, Central Building, 1–3 Pedder Street, Central, Hong Kong on Wednesday, 18 March 2020 at 10:00 a.m..

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 decides in good faith to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and 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.ourgame.com> and <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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Monday, 16 March 2020) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

4. 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.

5. RECOMMENDATION

The Directors consider that the proposed grant of the Issuance Mandate is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of Ordinary Resolution to be proposed at the EGM.

Yours faithfully,

Ourgame International Holdings Limited

Yang Eric Qing

Chairman and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 extraordinary general meeting (the “**Extraordinary General Meeting**”) of Ourgame International Holdings Limited (the “**Company**”) will be held in the Conference Room, Level 9, Central Building, 1–3 Pedder Street, Central, Hong Kong on Wednesday, 18 March 2020 at 10:00 a.m. to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

AS ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - i. a Rights Issue (as defined below);
 - ii. the exercise of options under a share option scheme or a restricted share units scheme of the Company;
 - iii. the exercise of rights of the subscription or conversion under the terms of any warrants to be issued by the Company or any securities which are convertible into shares; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- iv. any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the number of issued shares of the Company on the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

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.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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

Beijing, 27 February 2020

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) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote as the shareholder’s representative. 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 EXTRAORDINARY 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. before 10:00 a.m. on Monday, 16 March 2020) or any adjournment thereof. Completion and 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, 13 March 2020 to Wednesday, 18 March 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary 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, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 March 2020.

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