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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)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting (the “**Annual General Meeting**”) of Ourgame International Holdings Limited (the “**Company**”) will be held in Meeting Room, 2/F, No. 18 Pingdong 3rd Road, Xiangzhou District, Zhuhai City, Guangdong Province, China on Sunday, 24 July 2022 at 5:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2021.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Liu Jiang as a non-executive director of the Company;
 - (b) to re-elect Ms. Gao Liping as a non-executive director of the Company;
 - (c) to re-elect Mr. Hua Yumin as a non-executive director of the Company;
 - (d) to re-elect Mr. Ma Shaohua as an independent non-executive director of the Company;
 - (e) to re-elect Mr. Zhang Li as an independent non-executive director of the Company; and
 - (f) to re-elect Mr. Guo Yushi 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.

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

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.”

SPECIAL RESOLUTION

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

6. **“THAT** the amended and restated memorandum and articles of association of the Company in the form of the document marked “A” produced to the Annual General Meeting and, for the purpose of identification, signed by the chairman of the Annual General Meeting, which restates the memorandum and articles of association of the Company to reflect all of the proposed amendments referred to in Appendix III to the circular of the Company dated 29 June 2022, be and is hereby approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect after the close of the Annual General Meeting, and that the directors of the Company be and are hereby authorised to do all things necessary to

implement the adoption of the amended and restated memorandum and articles of association of the Company, and the registered office provider of the Company be authorised to take all necessary steps to make the filings in accordance with the requirements of the applicable laws in the Cayman Islands to give effect to the adoption of the amended and restated memorandum and articles of association of the Company.”

By order of the Board
Ourgame International Holdings Limited
Lu Jingsheng
Chief Executive Officer and Executive Director

Hong Kong, 29 June 2022

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 needs 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.
- (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 Friday, 22 July 2022) 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 Tuesday, 19 July 2022 to Sunday, 24 July 2022, 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 Monday, 18 July 2022.

As at the date of this announcement, the Board comprises Mr. Lu Jingsheng as executive Director; Mr. Li Yangyang, Mr. Liu Jiang, Mr. Liu Xueming, Ms. Gao Liping and Mr. Hua Yuming as non-executive Directors, and Mr. Ma Shaohua, Mr. Zhang Li and Mr. Guo Yushi as independent non-executive Directors.

* *For identification purpose only*