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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)**

### **QUARTERLY UPDATE ON SUSPENSION OF TRADING**

This announcement is made by Ourgame International Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) and Rule 13.24A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated 27 March 2024, 28 March 2024, 19 April 2024, 10 May 2024, 21 May 2024, 27 June 2024, 28 June 2024, 11 August 2024, 13 August 2024, 30 August 2024 and 19 September 2024 (collectively, the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless the context requires otherwise.

### **RESUMPTION GUIDANCE**

As disclosed in the announcement of the Company dated 28 June 2024, the Company received the following resumption guidance from the Stock Exchange:

- (i) conduct an appropriate independent investigation into the Relevant Matters, assess the impact on the Company’s business operation and financial position, announce the findings and take appropriate remedial actions;
- (ii) demonstrate that there is no reasonable regulatory concern about the integrity, competence and/or character of the Group’s management and/or any persons with substantial influence over the Company’s management and operations, which may pose a risk to investors and damage market confidence;

- (iii) conduct an independent internal control review and demonstrate that the Company has in place adequate internal control and procedures to comply with the Listing Rules;
- (iv) publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (v) demonstrate the Company's compliance with Rule 13.24 of the Listing Rules; and
- (vi) inform the market of all material information for the Company's shareholders and investors to appraise the Company's position.

As disclosed in the announcement of the Company dated 13 August 2024, the Company received the following additional resumption guidance from the Stock Exchange:

- conduct an appropriate independent investigation into each of the matters and observations raised in the March 2024 Letter, assess their impact on the Company's business operation and financial position, announce the findings and take appropriate remedial actions.

As at the date of this announcement, the Company is taking appropriate steps to resolve the issues causing its trading suspension, fulfill the resumption guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction, and will seek to resume trading in the Shares as soon as possible.

## **UPDATE ON RESUMPTION PROGRESS**

The major developments since the last quarterly update announcement dated 27 June 2024 are set out below:

### **Change of Auditor**

As disclosed in the announcement of the Company dated 11 August 2024, Grant Thornton resigned as the Auditor with effective from 9 August 2024. It was further announced that the Board has resolved to approve the appointment of Moore as the new Auditor of the Company with effective from 9 August 2024 to fill the causal vacancy following the resignation of Grant Thornton and to hold office until the conclusion of the next annual general meeting of the Company.

### **Formation of Special Investigation Committee**

As disclosed in the announcement of the Company dated 19 September 2024, the Board has resolved to establish the Special Investigation Committee comprising all the independent non-executive Directors, to undertake an investigation into the Key Matters as raised in the Letters. The Special Investigation Committee is responsible for (i) engaging an independent forensic accountant as the investigator to conduct an independent investigation into the Key Matters as raised in the Letters; (ii) engaging an independent internal control consultant to conduct an independent internal control review on the Company's internal control and procedures; (iii) reporting to the Board on the findings of the independent investigation and the independent internal control review; and (iv) making recommendations to the Board on appropriate actions to be taken, if any.

## **Appointment of independent investigator and independent internal control consultant**

As disclosed in the announcement of the Company dated 19 September 2024, Baker Tilly has been engaged by the Special Investigation Committee to investigate the Key Matters (i.e. the Investigation). It was further announced that HLB has been engaged by the Special Investigation Committee to conduct an independent internal control review of the Group with a focus on the Key Matters and to provide corresponding recommendations (if any) in order to improve the Group's internal control and ensure that the Group has in place adequate internal control and procedures to comply with the Listing Rules (i.e. the Internal Control Review).

As at the date of this announcement, Baker Tilly and HLB have already commenced their work. The Company will make further announcement(s) as and when appropriate to update the Shareholders and potential investors of the Company on the latest progress of the Investigation and the Internal Control Review.

## **Update on the outstanding financial results**

As Moore has just commenced the audit work for the year ended 31 December 2023 in August 2024, the Company is unable to estimate the expected date(s) for the publication of the 2023 Annual Results and the 2024 Interim Results as well as the despatch of the 2023 Annual Report and the 2024 Interim Report at this stage and further announcement(s) will be made by the Company as and when appropriate.

## **UPDATE ON AGAE**

In relation to the Relevant Events and the Acquisitions as mentioned in the announcements of the Company dated 24 June 2024, 12 July 2024 and 24 September 2024, the Company is taking appropriate actions to inquire and investigate the relevant events and the Company is closely assessing the impacts and consequences of such events with its legal advisors and auditors. The Company will make further announcement(s) as and when appropriate.

## **BUSINESS OPERATION**

The Group is principally engaged in the development and operation of card and board games, and expanding the eSports business, live broadcast business and other related product chains. As at the date of this announcement, the business operations of the Group are continuing as usual in all material respects notwithstanding the suspension of trading in the Shares.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:07 a.m. on Thursday, 28 March 2024, and will remain suspended until the Company meets all resumption guidance, remedies the issues causing its trading suspension and fully complies with the Listing Rules to the Stock Exchange's satisfaction. The Company will keep the public informed of the latest developments by making further announcement(s) as and when appropriate.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**Ourgame International Holdings Limited**  
**Lu Jingsheng**  
*Chairman and executive Director*

Hong Kong, 27 September 2024

*As at the date of this announcement, the Board comprises Mr. Lu Jingsheng as executive Director; Ms. Gao Liping and Ms. Yu Bing as non-executive Directors; and Mr. Ma Shaohua, Mr. Zhang Li and Mr. Dai Bing as independent non-executive Directors.*

\* *For identification purpose only*