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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)

CONNECTED TRANSACTION ISSUE OF CONVERTIBLE NOTES

ISSUE OF THE CONVERTIBLE NOTES

On 17 May 2019 (Las Vegas time), Noble Link and the Subscribers entered into the Purchase Agreement, pursuant to which Noble Link has agreed to issue and the Subscribers have agreed to subscribe for, the Convertible Notes in the aggregate principal amount of up to US\$4 million (equivalent to approximately HK\$31 million). Among the Subscribers, each of Ms. Man Sha and Mr. Weigold, each of whom is a connected person of the Company, has agreed to subscribe for a Convertible Note in the principal amount of US\$1 million.

The Convertible Notes carry an annual interest rate of 12% and will mature on the date that is 12 months from the date of the Purchase Agreement.

No listing of the Convertible Notes will be sought on the Stock Exchange or any other stock exchanges.

USE OF PROCEEDS

The gross proceeds accruing to Noble Link from the issue of the Convertible Notes will be up to US\$4 million (equivalent to approximately HK\$31 million). The net proceeds from the issue of the Convertible Notes are estimated to be approximately HK\$31 million. The Company intends to use the net proceeds for the business operations of Allied Esports and its subsidiaries.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Ms. Man Sha is the wife of Mr. Ng Kwok Leung Frank, our director and Mr. Weigold is a director of the Noble Link Subsidiaries and each of them is therefore a connected person of the Company. As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the subscription of the Convertible Note by each of Ms. Man Sha and Mr. Weigold exceed 0.1% but are less than 5%, the issue of a Convertible Note to each of Ms. Man Sha and Mr. Weigold will be subject to the annual review and announcement requirements but exempt from the independent shareholders' approval requirement as set out in Chapter 14A of the Listing Rules.

On 17 May 2019 (Las Vegas time), Noble Link and the Subscribers entered into the Purchase Agreement, pursuant to which Noble Link has agreed to issue and the Subscribers have agreed to subscribe for, the Convertible Notes in the aggregate principal amount of up to US\$4 million (equivalent to approximately HK\$31 million). Details of the Purchase Agreement and the terms of the Convertible Notes are described below.

THE PURCHASE AGREEMENT

Date

17 May 2019 (Las Vegas time)

Issuer: Noble Link

Subscribers: (i) Ms. Man Sha
(ii) Mr. Weigold
(iii) Mr. Norbert Teufelberger; and
(iv) Ms. Lan Wu

Subscription

The Subscribers shall subscribe for, and Noble Link shall issue, the Convertible Notes in the aggregate principal amount of up to US\$4 million (equivalent to approximately HK\$31 million) and the said amount shall be satisfied in cash. The maximum principal amount of the Convertible Notes to be subscribed by Ms. Man Sha, Mr. Weigold, Mr. Norbert Teufelberger and Ms. Lan Wu is US\$1 million, US\$1 million, US\$1 million and US\$1 million, respectively.

Connected subscription

Each of Ms. Man Sha and Mr. Weigold shall subscribe for, and Noble Link shall issue, a Convertible Note in the principal amount of US\$1 million (the “**Connected Subscription**”). Ms. Man Sha is the wife of Mr. Ng Kwok Leung Frank, our director and Mr. Weigold is a connected person of the Company by virtue of being a director of the Noble Link Subsidiaries.

The Directors (including the independent non-executive Directors) consider that the terms and conditions of the Connected Subscription, which were entered into after arm’s length negotiations between Noble Link (on the one hand) and each of Ms. Man Sha and Mr. Weigold (on the other hand), are on normal commercial terms that are fair and reasonable and are in the interests of the Group and the Shareholders as a whole.

Conditions precedent and completion

There are no conditions precedent to the completion of the Subscription. The completion of the Subscriptions is expected to take place on the same day as the date of the Purchase Agreement.

PRINCIPAL TERMS OF THE CONVERTIBLE NOTES

The principal terms of the Convertible Notes were arrived at after arm’s length negotiations between Noble Link and the Subscribers and are summarised as follows:

Principal Amount:	Up to US\$4 million (equivalent to approximately HK\$31 million)
Issue Price:	100% of the principal amount of the Convertible Notes
Payment Terms:	The purchase price of the Convertible Notes shall be payable on the Issue Date.
Interest Rate:	Interest on the principal amount of the Convertible Notes shall accrue from the Issue Date until payment in full at an annual rate equal to 12% (the “ Interest Rate ”). Upon an event of default as set out below, the Interest Rate shall increase to an annual rate of 15% (the “ Default Interest Rate ”).

No payments of interest shall be due until the first to occur of (i) the Maturity Date (as defined below), or (ii) at such time that Noble Link prepays all or any portion of a Convertible Note. Interest will be payable only in cash or cash equivalents. Notwithstanding the foregoing, no interest shall be payable to a Subscriber if the Subscriber elects to convert the Convertible Note into Conversion Equity Securities.

Notwithstanding anything to the contrary:

- (a) If the Merger is consummated and the Subscribers elect not to immediately convert the principal amount of the Convertible Notes into Conversion Equity Securities, then at any time during the Conversion Period (as defined below) the Subscribers have the option to either (i) demand repayment of the entire principal amount of the Convertible Notes, plus a full year of accrued interest (notwithstanding that the Convertible Notes may have been outstanding for less than one year); or (ii) elect to convert their Convertible Notes into BR Common Stock as further described below.
- (b) If the Merger is not consummated on or prior to 11 October 2019 (the “**First Bridge Due Date**”), and the Maturity Date has not otherwise occurred, then, as of the First Bridge Due Date (unless the applicable Convertible Note is prepaid in full on such date), a full year of accrued interest (notwithstanding that the Convertible Note may have been outstanding for less than one year), will be added to the principal amount of the applicable Convertible Note and thereafter the Default Interest Rate shall apply until the Note is repaid in full.

Prepayment and
Maturity Date:

Noble Link shall have the right to prepay the Convertible Notes in full at any time prior to the Maturity Date without the imposition of any prepayment fee or penalty by providing advance written notice of such intent to prepay at least 20 days in advance of the date of such prepayment.

Prior to the date of such prepayment, the Subscribers may convert the Convertible Notes for Conversion Equity Securities. If Noble Link prepays the Convertible Notes (including any accrued interest) in full, the “Maturity Date” will be the date of such prepayment; otherwise, the “Maturity Date” will be the first to occur of (i) the date on which a demand for payment is made during the time period beginning on the closing date of the Merger and the date that is three (3) months after the closing date of the Merger (such period, the “**Conversion Period**”); or (ii) the one-year anniversary of the Issue Date (the “**Maturity Date**”).

Conversion to Equity
Securities:

(a) First Conversion Option

Immediately before the parties consummate the Merger contemplated by the Merger Agreement, each Subscribers shall have the option to convert or exchange (as the case may be), all, but not less than all, the unpaid principal amount of their respective Convertible Notes (but not any accrued interest), into Conversion Equity Securities. The number of Conversion Equity Securities to be issued to the Subscribers shall be equal to the product of (i) the principal amount of the Convertible Notes being converted into Conversion Equity Securities, *divided by* (ii) US\$8.50 (the “**Conversion Price**”).

(b) Second Conversion Option

If a Subscriber does not elect to convert or exchange (as the case may be) the entire unpaid principal amount of their respective Convertible Notes into Conversion Equity Securities pursuant to the terms of the Convertible Notes, then the applicable Subscriber shall have an option, exercisable only during the Conversion Period, to convert or exchange (as the case may be), all, but not less than all, the remaining unpaid principal amount of the Convertible Notes (but not any accrued interest), into shares of BR Common Stock equal to the product of (i) the principal amount of the Convertible Notes being converted into Conversion Equity Securities, divided by (ii) the Conversion Price.

The Convertible Notes are not convertible into any equity securities of Noble Link.

Security/Share Pledge/
Guaranty:

On 17 May 2019 (Las Vegas time), Allied Esports and Allied Esports Nevada entered into a security agreement (the “**Security Agreement**”) with the Subscribers, pursuant to which Allied Esports and Allied Esports Nevada agreed to grant to the Subscribers a security interest in certain of their assets to secure Noble Link’s timely payment and performance of all obligations of Noble Link set out in the Convertible Notes, the Security Agreement and the Share Pledge Agreement (as defined below), upon the terms and conditions set out forth therein.

On 17 May 2019 (Las Vegas time), Noble Link, Peerless Media Limited, WPT Distribution Worldwide Limited, WPT Studios Worldwide Limited, Club Services, Inc., WPT Enterprises, Inc., WPT Distribution USA, Inc., and WPT Studios USA, Inc. also entered into a share pledge security agreement (the “**Share Pledge Agreement**”) with the Subscribers, pursuant to which Noble Link agreed to grant to the Subscribers a security interest in all of the outstanding shares of the capital stock of Noble Link and all of the outstanding shares of the capital stock of all of the Noble Link Subsidiaries to secure Noble Link’s timely payment and performance of all obligations of Noble Link set out in the Convertible Notes, the Share Pledge Agreement and the Security Agreement, upon the terms and conditions set out forth therein.

On 17 May 2019 (Las Vegas time), the Company, and Allied Esports entered into a Guaranty with the Subscribers pursuant to which the Company and Allied Esports agreed to guarantee the payment of the Convertible Notes and fulfill any other obligations in connection therewith.

Voting: The Subscribers will not be entitled to receive notices of, attend or vote at any meetings of Noble Link by reason only of being the holder of Convertible Notes.

Events of Default: If any of the following events (“**Events of Default**”) occurs, full principal amount of the Convertible Note, together with interest thereon for one full year (notwithstanding that the Convertible Note may have been outstanding for less than one year), shall become immediately due and payable upon written notice of such election by Subscriber:

- (i) any failure by Noble Link to make any payment of principal amount or interest due under the Convertible Note within five (5) business days after the date on which Noble Link shall have been provided with notice of such payment failure;
- (ii) any breach by Noble Link of any covenant, agreement, representation or warranty contained in the Convertible Note, the Purchase Agreement, the Security Agreement or the Share Pledge Agreement that is not cured within 30 days after the date on which Noble Link shall have been provided with notice of such breach;

- (iii) any failure of Noble Link or any of its affiliates at any time to perform any of the warranties, covenants or provisions contained or referred to in the Convertible Note, the Purchase Agreement, the Security Agreement or the Share Pledge Agreement (the “**Cross Default**”), provided, however, to the extent such Cross Default is capable of being cured, such Cross Default is not cured within 30 days after written notice of such Cross Default is delivered to Noble Link by the Subscriber;
- (iv) any commencement by Noble Link, the Company, Allied Esports, or any direct or indirect subsidiary of any of the foregoing whose assets or shares are pledged as collateral thereunder (each of the foregoing, a “**Covered Entity**”) of a case under any applicable bankruptcy or insolvency laws as now or hereafter in effect or any other proceeding under any reorganization, arrangement, adjustment of debt, relief of debtors, dissolution, insolvency or liquidation or similar law of any jurisdiction whether now or hereafter in effect relating to a Covered Entity; or any commencement against a Covered Entity of any bankruptcy, insolvency or other proceeding which remains undismissed for a period of 90 days; or the adjudication of a Covered Entity as insolvent or bankrupt; or any order of relief or other order approving any such case or proceeding is entered; or the appointment of any custodian or the like for a Covered Entity or any substantial part of its property which continues undischarged or unstayed for a period of 90 days; or any general assignment by a Covered Entity for the benefit of its creditors; or any failure to pay or statement in writing by a Covered Entity indicating an inability to pay a Covered Entity’s debts generally as they become due; and
- (v) any “Event of Default” as defined in the Prior Notes and related transaction documents.

Lock up: All BR Common Shares issued to the Subscribers shall be subject to restrictions on transfer for a one-year period after the closing of the Merger.

Listing: No application will be made for the listing of, or permission to deal in, the Convertible Notes on the Stock Exchange or any other stock exchange.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Ms. Man Sha is the wife of Mr. Ng Kwok Leung Frank, our director and Co-Chief Executive Officer, and Mr. Weigold is a director of the Noble Link Subsidiaries and each of them is therefore a connected person of the Company. As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the subscription of the Convertible Notes by each of Ms. Man Sha and Mr. Weigold exceed 0.1% but are less than 5%, the issue of Convertible Notes to each of Ms. Man Sha and Mr. Weigold will be subject to the annual review and announcement requirements but exempt from the independent shareholders' approval requirement as set out in Chapter 14A of the Listing Rules.

REASONS FOR AND BENEFIT OF THE ISSUE OF THE CONVERTIBLE NOTES AND USE OF PROCEEDS

The Company is principally engaged in the operation of online and offline mind-sports in the PRC and globally. As at the date of this announcement, the Group holds various investments in mind-sports and eSports across an array of platforms including PC, mobile and real life tournaments, including the WPT business and "Allied Esports" business.

The gross proceeds accruing to Noble Link from the issue of the Convertible Notes will be up to US\$4 million (equivalent to approximately HK\$31 million). The net proceeds from the issue of the Convertible Notes are estimated to be approximately HK\$31 million. Noble Link intends to apply all the net proceeds for the business operations of Allied Esports and its subsidiaries.

The Directors are of the view that the issue of the Convertible Notes represents a good opportunity for Noble Link to raise funds to strengthen its financial position as well as to provide further funding to the Group. In particular, the Convertible Notes provide the Group with significant funds to continue the development of its global eSports platform, which has gained increasing positive momentum and global recognition, including as a result of the opening of its flagship eSports arena in Las Vegas in 2018.

In light of the above, the Directors (including the independent non-executive Directors) consider that the terms and conditions of the Purchase Agreement and the Convertible Notes, including the Connected Subscription, which were entered into after arm's length negotiations between Noble Link and the Subscribers, are on normal commercial terms that are fair and reasonable and are in the interests of the Group and the Shareholders as a whole.

Mr. Ng Kwok Leung Frank abstained from voting on the board resolutions to approve the Subscription or the entering into of the Purchase Agreement. Other than this, so far as the Company is aware, none of the Directors had any material interest in the Subscription, and accordingly none of the Directors was required to abstain from voting on the board resolutions to approve the Subscription or the entering into of the Purchase Agreement.

INFORMATION ON THE SUBSCRIBERS

Ms. Man Sha is the wife of Mr. Ng Kwok Leung Frank, our executive director and co-chief executive officer as at the date of this announcement. To the best of the Directors' knowledge, information and belief having made reasonable enquiries: as at the date of this announcement, save as disclosed in the annual report 2018 of the Company and that Mr. Ng Kwok Leung Frank holds 36,531,064 share options under the Company's share option schemes and his deemed interest in 89,189,189 Shares held through Total Victory Global Limited, each of Ms. Man Sha and Mr. Ng Kwok Leung Frank does not hold any Shares, equity securities of Allied Esports, Noble Link or Black Ridge.

Mr. Weigold was appointed as a director of each of the Noble Link Subsidiaries in July 2017. He also served as the chief financial officer of bwin.party Digital Entertainment PLC, a former publicly traded online gambling firm, until its merger with GVC Holdings PLC in February 2016. To the best of the Directors' knowledge, information and belief having made reasonable enquiries, as at the date of this announcement, except the conversion right attached to Prior Note in the principal amount of US\$2 million, Mr. Weigold does not hold any Shares, equity securities of Allied Esports, Noble Link or Black Ridge.

Mr. Norbert Teufelberger is currently the chairman of the board of EveryMatrix Ltd, an online gambling technology provider. He also served as the chief executive officer of bwin.party Digital Entertainment PLC, a former publicly traded online gambling firm, from 1999 until its merger with GVC Holdings PLC in February 2016, and as a board member of GVC Holdings PLC from February 2016 to February 2018. To the best of the Directors' knowledge, information and belief having made reasonable enquiries: except the conversion right attached to Prior Note in the principal amount of US\$1.5 million, (i) as at the date of this announcement, Mr. Teufelberger does not hold any Shares, equity securities of Allied Esports, Noble Link or Black Ridge; and (ii) before entering into of the Purchase Agreement, neither Mr. Teufelberger nor his associates have any other interests in the Group or any business dealings with the Group.

Ms. Lan Wu is currently the Chairman of the board of Beijing Miracle Crop Culture Media Company Limited, a company that provides television production and advertisement services. To the best of the Directors' knowledge, information and belief having made reasonable enquiries, Ms. Wu does not hold any Shares, equity securities of Allied Esports, Noble Link or Black Ridge nor has any business dealings with the Group as at the date of this announcement.

INFORMATION OF ALLIED ESPORTS

Allied Esports is a Delaware corporation, an indirect non-wholly owned subsidiary of the Company and the holding company of certain subsidiaries of the Company through which the Company operates the eSports business, as at the date of this announcement. Upon completion of the Merger, it will become an indirect wholly-owned subsidiary of Black Ridge and the holding company of certain subsidiaries of Black Ridge through which Black Ridge operates the Merger Businesses.

As at the date of this announcement, the Company is interested in approximately 77.87% of the issued share capital of Allied Esports through several intermediate companies controlled by the Company.

Set out below are the net losses (both before and after taxation) of Allied Esports based on the audited consolidated accounts of Allied Esports prepared in accordance with IFRS, for the financial years ended 31 December 2017 and 2018:

	For the financial year ended 31 December	
	2017	2018
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Audited)</i>	<i>(Audited)</i>
	<i>(approximately)</i>	<i>(approximately)</i>
Net loss before taxation	29,587	187,498
Net loss after taxation	29,587	187,720

As at 31 December 2018, the unaudited total assets and the unaudited net liabilities of Allied Esports amounted to approximately RMB320.92 million and RMB 196.99 million, respectively.

INFORMATION OF NOBLE LINK

Noble Link is a private limited company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company. It is the holding company of certain subsidiaries of the Company through which the Company operates the WPT Business. Set out below are the net losses (both before and after taxation) of Noble Link based on the audited consolidated accounts of Noble Link prepared in accordance with IFRS, for the financial years ended 31 December 2017 and 2018:

	For the financial year ended 31 December	
	2017	2018
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Audited)</i>	<i>(Audited)</i>
	<i>(approximately)</i>	<i>(approximately)</i>
Net loss before taxation	5,059	92,499
Net loss after taxation	3,370	91,613

As at 31 December 2018, the unaudited total assets and the unaudited net assets of Noble Link amounted to approximately RMB358.80 million and RMB 194.58 million, respectively.

INFORMATION ABOUT BLACK RIDGE

Black Ridge is a blank check company formed under the laws of the State of Delaware on 9 May 2017, whose shares are listed on Nasdaq in October 2017 with the ticker symbol BRACU. It was formed for the sole purpose of entering into a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or other similar business combination with one or more businesses or entities, which it refers to as a “target business.” Its efforts to identify a prospective target business are not limited to a particular industry or geographic region. Prior to its initial public offering, Black Ridge’s efforts were limited to organizational activities as well as activities related to the offering. As at the date of this announcement, Black Ridge is an investing holding company and has no business operations. Upon completion of the Merger, Black Ridge will change its name to Allied Esports Entertainment, Inc., and will serve as the publicly traded entity to continue to operate the Merger Businesses.

Black Ridge was incorporated on 9 May 2017. The audited net profit before and after taxation of Black Ridge, amounted to approximately US\$ 1.7 million and US\$ 1.1 million for the financial year ended 31 December 2018, respectively and approximately US\$0.2 million and US\$0.1 million for the financial year ended 31 December 2017, respectively. As at 31 December 2018, the audited total assets and the audited net assets of Black Ridge amounted to approximately US\$141.5 million and US\$140.5 million. The assets owned by Black Ridge are all cash and liquid securities held in a trust account. The funds originated from the investors in the initial public offering of Black Ridge.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save for the fund raising activity mentioned below, the Company has not conducted any other fund raising activities in the past twelve months immediately prior to the date of this announcement.

Date of announcement	Completion dates	Fund raising activity	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds
15 October 2018	15 October 2018	Issue of convertible notes by the Company	HK\$78.3 million	For the business operations of Allied Esports and its subsidiaries	For the business operations of Allied Esports and its subsidiaries

GENERAL

No application will be made by the Company to the Stock Exchange for the listing of the Convertible Notes.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise.

“Allied Esports”	Allied Esports Media, Inc., (formerly known as Allied Esports Entertainment, Inc.), a Delaware corporation, an indirect non-wholly owned subsidiary of the Company and the holding company of certain subsidiaries of the Company through which the Company operates the eSports business, as at the date of this announcement. Upon the Redomestication Merger, it will become an indirect non-wholly owned subsidiary of the Company and the holding company of certain subsidiaries of the Company through which the Company operates the entire eSports business and WPT Business
“Allied Esports Nevada”	Allied Esports International, Inc., a private limited company incorporated in Nevada and an indirect subsidiary of the Company
“Black Ridge”	Black Ridge Acquisition Corp., a Delaware corporation incorporated on 9 May 2017, whose shares are listed on Nasdaq with ticker symbol BRACU
“Board”	the Board of Directors
“BR Common Stock”	shares of the common stock of Black Ridge with a par value of US\$0.0001 per share
“Company”	Ourgame International Holdings Limited, a company incorporated in the Cayman Islands on 4 December 2013
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Convertible Note(s)”	the convertible notes in the aggregate principal amount of up to US\$4 million to be issued by Noble Link pursuant to the Purchase Agreement
“Conversion Equity Securities”	equity securities to be issued by Allied Esports or Black Ridge upon exercise of the conversion rights attached to the Convertible Notes by the Subscribers
“Directors”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of China

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Party(ies)”	third party independent of, and not connected with, the Company and its connected persons (as defined in the Listing Rules)
“Issue Date”	the date of issue of the Convertible Notes
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Merger”	Redomestication Merger and Transaction Merger pursuant to the Merger Agreement
“Merger Agreement”	the agreement dated 19 December 2018 entered into among Black Ridge, Merger Sub, Allied Esports, Noble Link, the Company and Primo Vital Limited in relation to the Redomestication Merger and Transaction Merger, as set out more particularly in the announcement of the Company dated 24 December 2018
“Merger Businesses”	a reorganization of the entire eSports business and WPT Business of the Company
“Merger Sub”	Black Ridge Merger Sub Corp., a Delaware corporation and wholly-owned subsidiary of Black Ridge as of the date of this announcement
“Mr. Weigold”	Mr. Martin Weigold, a director of the Noble Link Subsidiaries
“Ms. Man Sha”	Ms. Man Sha, the wife of Mr. Ng Kwok Leung Frank, a director of the Company
“Noble Link”	Noble Link Global Limited, a private limited company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company. It is the holding company of certain subsidiaries of the Company through which the Company operates the WPT Business
“Noble Link Subsidiaries”	Peerless Media Limited, WPT Distribution Worldwide Limited, WPT Studios Worldwide Limited, Club Services, Inc., WPT Enterprises, Inc., WPT Distribution USA, Inc., and WPT Studios USA, Inc., each being a subsidiary of Noble Link
“Peerless Media”	Peerless Media Limited, a private limited company incorporated in Gibraltar and a wholly-owned subsidiary of the Company. It is the holding company of the WPT Business

“PRC” or “China”	The People’s Republic of China, which for the sole purpose of this announcement excludes Hong Kong, Macau and Taiwan
“Prior Note(s)”	the convertible notes in the aggregate principal amount of up to US\$10 million to be issued by the Company, the details of which are set out in the Company’s announcement dated 15 October 2018
“Purchase Agreement”	the convertible note purchase agreement dated 17 May 2019 (Las Vegas time) and entered into between Noble Link and the Subscribers in relation to the Subscription
“Redomestication Merger”	a business combination transaction by which Noble Link merges with and into Allied Esports with Allied Esports being the surviving entity of such merger
“Share(s)”	ordinary share(s) of the Company with a par value of US\$0.00005 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	Ms. Man Sha, Mr. Weigold, Mr. Norbert Teufelberger, and Ms. Lan Wu
“Subscription”	the subscription for the Convertible Notes by the Subscribers pursuant to the Purchase Agreement
“Transaction Merger”	a business combination transaction by which, immediately after the consummation of the Redomestication Merger, Merger Sub merges with and into Allied Esports with Allied Esports being the surviving entity of such merger
“United States” or “U.S.”	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

“WPT Business” the World Poker Tour business

“%” per cent.

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

Beijing, 20 May 2019

As at the date of this announcement, the Board comprises Mr. Yang Eric Qing and Mr. Ng Kwok Leung Frank as executive Directors; Mr. Liu Jiang, Ms. Fu Qiang, Mr. Fan Tai and Mr. Chen Xian as non-executive Directors; and Mr. Ge Xuan, Mr. Lu Zhong and Dr. Tyen Kan Hee Anthony as independent non-executive Directors.

* *For identification purpose only*