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**Forgame Holdings Limited**

**雲遊控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00484)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Forgame Holdings Limited (the “**Company**”) will be held at Room 1106 Block A Phase I, Innovation Technology Plaza, Tianan Digital City, Chegongmiao, Futian District, Shenzhen, China on Thursday, 24 December 2020 at 14:00 for the purpose of considering and, if thought fit, by way of poll, passing (with or without modifications), the following resolutions of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 2 December 2020):

### **ORDINARY RESOLUTIONS**

**“THAT:**

- (i) subject to the consent of the Executive and any conditions that may be imposed thereon, the assignment of the Outstanding Sum to KongZhong China (or its designated third party) originally due to Guangzhou Feidong pursuant to the terms and conditions of the Transfer Agreement (i.e. the Loan Assignment), which constitutes a special deal pursuant to Rule 25 of the Takeovers Code, and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed; and
- (ii) any one Director or (if affixing of seal is required) any two Directors be and is/are hereby authorised to sign and execute such documents (including under seal where applicable) and to do all such acts and things incidental to the Loan Assignment or as he/they consider(s) necessary, desirable or expedient to implement or give effect to the Loan Assignment.”

## SPECIAL RESOLUTIONS

“THAT:

- (i) the entering into of the Transfer Agreement dated 12 November 2020 entered into, among others, the Company, the Investor, Shanghai Dacheng, the KongZhong Group, Beijing Xigua and Guangzhou Feidong in relation to the Transfer (a copy of the Transfer Agreement is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose), pursuant to which the Company shall dispose of the 69.84% equity interest in Beijing Xigua to KongZhong China (or its designated third party) (i.e. the Equity Disposal) and the Consideration Shares shall be transferred from Shanghai Dacheng through the Escrow Agent to the Company (i.e. the Share Buy-back), and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed;
- (ii) subject to the approval having been granted by the Executive and not having been withdrawn, the Share Buy-back be and is hereby approved and any one Director or (if affixing of seal is required) any two Directors be and is/are hereby authorised to sign and execute such documents (including under seal where applicable) and to do all such acts and things incidental to the Share Buy-back or as he/they consider(s) necessary, desirable or expedient to implement or give effect to the Share Buy-back; and
- (iii) that any one Director or (if affixing of seal is required) any two Directors be hereby authorised for and on behalf of the Company, among other things, to sign, execute, perfect, deliver (including under seal where applicable) and to authorise the signing, executing, perfecting, delivering (including under seal where applicable) of all such documents and deeds, and to do or authorise doing all such acts, matters and things as he/they may in his/their absolute discretion consider necessary, expedient or desirable to give effect to, implement and/or complete all matters in connection with the Transfer Agreement and the transactions contemplated thereunder and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Transfer Agreement as he/they may in his/their absolute discretion consider to be desirable and in the interest of the Company and all of such acts of director(s) as aforesaid be and are hereby approved, ratified and confirmed.”

By order of the Board  
**Forgame Holdings Limited**  
**ZHANG Qiang**  
*Chairman*

Hong Kong, 2 December 2020

*Registered Office:*

Osiris International Cayman Limited  
Suite #4-210, Governors Square  
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Grand Cayman KY1-1209  
Cayman Islands

*Corporate Headquarters:*  
Room 01–02, 60/F  
International Metropolitan Plaza  
68 Huacheng Avenue  
Guangzhou  
China

*Principal Place of Business in Hong Kong:*  
16/F, Man Yee Building  
60–68 Des Voeux Road Central  
Central  
Hong Kong

*Notes:*

1. A Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company. A Shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her/its behalf at the EGM. On a poll, votes may be given either personally or by proxy.
2. In the case of joint holders of Shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above Meeting (i.e. before 2:00 p.m. on 22 December 2020) or any adjournment thereof.
4. The transfer books and register of members of the Company will be closed from Monday, 21 December 2020 to Thursday, 24 December 2020, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 18 December 2020.
5. Completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish.
6. The resolutions set out in this notice of the EGM will be put to the Shareholders to vote taken by way of a poll.

7. Precautionary Measures for the EGM:

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Epidemic (COVID-19), the Company will implement the following precautionary measures at the EGM to protect attending shareholders, staff and stakeholders from the risk of infection:

- (1) compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the EGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM venue;
- (2) the Company requests each attendee to wear a surgical face mask throughout the EGM and inside the EGM venue, and to maintain a safe distance between seats;
- (3) no refreshment will be served, and there will be no gifts; and
- (4) each attendee may be asked whether (a) he/she travels outside of the PRC within the 14-day period immediately before the EGM; and (b) he/she is subject to any PRC Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the EGM venue or be required to leave the EGM venue.

In addition, the Company reminds all the Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. The Shareholders may appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM instead of attending the EGM in person, by completing and return the proxy form attached to this notice.

*As at the date of this notice, the executive Directors are Mr. HAN Jun, Mr. DIAO Guoxin and Mr. ZHU Liang; the non-executive Director is Mr. ZHANG Qiang; and the independent non-executive Directors are Mr. WANG Dong, Mr. WONG Chi Kin, Mr. CUI Yuzhi and Mr. LU Xiaoma.*