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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON THURSDAY, 24 DECEMBER 2020

References are made to the (1) circular (the “**Circular**”) of Forgame Holdings Limited (the “**Company**”) in relation to, among other things, the Transfer Agreement and the transactions contemplated thereunder (including but not limited to the Equity Disposal, the Share Buy-back and the Loan Assignment); and (2) notice (“**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) of the Company, both dated 2 December 2020. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the resolutions as set out in the EGM Notice were duly passed by the Independent Shareholders at the EGM by way of poll.

As at the date of the EGM, the total number of issued Shares was 159,379,238 Shares. As disclosed in the Circular, Shanghai Dacheng and KongZhong (which respectively interested in 22,268,908 Consideration Shares being held in an account managed by the Escrow Agent and 10,202,168 Shares, representing approximately 13.97% and 6.40% of the issued share capital of the Company, respectively) and parties acting in concert with any of them were required to abstain, and had so abstained, from voting on the resolutions at the EGM as required under the Share Buy-back Code and the Listing Rules. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on the resolutions at the EGM was 126,908,162 Shares.

Save as disclosed above, no other Shareholder was required to abstain from voting on the resolutions at the EGM. There was no Share entitling the Shareholders to attend the EGM and abstain from voting in favour of the resolutions proposed at the EGM. There was no party who has stated his/her/its intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the EGM.

The poll results of the EGM are as follows:

ORDINARY RESOLUTION	No. of votes (%)	
	For	Against
Subject to the consent of the Executive and any conditions that may be imposed thereon, to approve 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*	47,897,433 (100.0%)	0 (0.0%)
As more than 50% of the votes were cast in favour of the above resolution, the resolution above was duly passed as an ordinary resolution by the Independent Shareholders at the EGM.		

SPECIAL RESOLUTION	No. of votes (%)	
	For	Against
To approve the entering into of the Transfer Agreement dated 12 November 2020 between, among others, the Company, the Investor, Shanghai Dacheng, the KongZhong Group, Beijing Xigua and Guangzhou Feidong, 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 for share cancellation (i.e. the Share Buy-back)*	47,897,433 (100.0%)	0 (0.0%)
As not less than 75% of the votes were cast in favour of the above resolution, the resolution above was duly passed as a special resolution by the Independent Shareholders at the EGM.		

* The full text of the resolution is set out in the EGM Notice.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the poll taken at the EGM for the purpose of vote-taking.

The Company will make further announcement upon completion of the Share Buy-back.

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

Hong Kong, 24 December 2020

As at the date of this announcement, 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.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.