

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Ourgame International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

### **PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of Ourgame International Holdings Limited to be held at Conference Room No. 5, Office Building No. 3, Tangjialing Road, Haidian District, Beijing, China on Wednesday, 28 July 2021 at 5:00 p.m. is set out on pages 6 to 8 of this circular. A form of proxy for use at the Extraordinary General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.lianzhong.com>).

Whether or not you are able to attend the Extraordinary General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting (i.e. before 5:00 p.m. on Monday, 26 July 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting if they so wish.

\* For identification purpose only

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Articles of Association”	the articles of association of our Company (as amended from time to time) adopted on 12 June 2014
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan
“Company” or “our Company”	Ourgame International Holdings Limited, a company incorporated in the Cayman Islands on 4 December 2013
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	an extraordinary general meeting of the Company to be held at Conference Room No. 5, Office Building No. 3, Tangjialing Road, Haidian District, Beijing, China on Wednesday, 28 July 2021, at 5:00 p.m., to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on pages 6 to 8 of this circular, or any adjournment thereof
“Group”	the Company, its subsidiaries and any entities the results of which are consolidated into those of the Company by way of the entering into of the contractual arrangements from time to time, and the expression member of the Group shall be construed accordingly
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the number of the issued Shares
“Latest Practicable Date”	2 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Ordinary Resolution 1”	the ordinary resolution numbered “1” in the notice of the Extraordinary General Meeting, in respect of the proposal to grant to the Directors the Issuance Mandate

## DEFINITIONS

“Share(s)”	ordinary share(s) of our Company with a par value of US\$0.00005 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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



**OURGAME INTERNATIONAL HOLDINGS LIMITED**

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*Executive Directors:*

Mr. LI Yangyang (*Chairman*)

Mr. LU Jingsheng (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. LIU Jiang

Mr. LIU Xueming

Ms. WU (Claire) Libing

*Independent Non-executive Directors:*

Mr. MA Shaohua

Mr. ZHANG Li

*Registered Office:*

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Head Office:*

Room 1002, 10/F  
Tower B Fairmont  
No. 1 Building  
33# Community  
Guangshun North Street  
Chaoyang District  
Beijing, the PRC

*Principal Place of Business  
in Hong Kong:*

31/F, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay, Hong Kong

7 July 2021

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of the resolution to be proposed at the Extraordinary General Meeting.

\* For identification purpose only

## LETTER FROM THE BOARD

### 2. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares where appropriate, an ordinary resolution will be proposed at the Extraordinary General Meeting to approve the grant of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares or securities convertible into Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require the exercise of such power, during the period as set out in Ordinary Resolution 1 in the notice of the Extraordinary General Meeting of not exceeding 20% of the number of issued Shares. As at the Latest Practicable Date, 1,077,799,887 Shares have been fully paid. Subject to the passing of Ordinary Resolution 1 and assuming that the number of issued Shares remains unchanged following the Latest Practicable Date and prior to the date of the Extraordinary General Meeting, the Directors will be authorized to issue a maximum of 215,559,977 Shares under the Issuance Mandate.

### 3. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Extraordinary General Meeting is set out on pages 6 to 8 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of such meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the Extraordinary General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.lianzhong.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 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, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting (i.e. before 5:00 p.m. on Monday, 26 July 2021) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish.

<b>LETTER FROM THE BOARD</b>
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**4. REPRESENTATION**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

**5. RECOMMENDATION**

The Directors consider that the proposed grant of the Issuance Mandate is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully,

**Ourgame International Holdings Limited**

**Lu Jingsheng**

*Chief Executive Officer and Executive Director*



**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)*

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**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Ourgame International Holdings Limited (the “Company”) will be held at 5:00 p.m. on Wednesday, 28 July 2021 at Conference Room No. 5, Office Building No. 3, Tangjialing Road, Haidian District, Beijing, China for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:

**ORDINARY RESOLUTION**

**1. “THAT**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - i. a Rights Issue (as defined below);
  - ii. the exercise of options under a share option scheme or a restricted share units scheme of the Company;
  - iii. the exercise of rights of the subscription or conversion under the terms of any warrants to be issued by the Company or any securities which are convertible into shares; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

- iv. any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the number of issued shares of the Company on the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

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 a general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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

Beijing, 7 July 2021

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Notes:*

1. A 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 need 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.
2. 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 notarially 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 Monday, 26 July 2021) 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.
3. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 23 July 2021 to Wednesday, 28 July 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 22 July 2021.
4. If there are joint registered holders of a share in the Company, 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 were solely entitled thereto, but if more than one of such joint holders is present at the EGM in person or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. The resolution at the EGM 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.