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

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

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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: 484)**

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES;
GENERAL MANDATE TO ISSUE SHARES UNDER
THE RSU SCHEME;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at Room 1106, Block A, Phase I, Innovation Technology Plaza, Tianan Digital City, Chegongmiao, Futian District, Shenzhen, China on Tuesday, 24 May 2022 at 11:00 a.m. is set out on pages 16 to 21 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.forgame.com. If you are not able or intend not to attend the Annual General Meeting but wish to exercise your right as a Shareholder, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or the adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or the adjourned meeting thereof if they so wish and in such event, the instrument appointing the proxy will be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Taking into account the recent development of the COVID-19 coronavirus, the Company will implement the following prevention and control measures at the annual general meeting to protect our Shareholders from the risk of infection (details can be found in Note (ix) of the Notice of Annual General Meeting):

- compulsory body temperature check and health declarations
- compulsory wearing of surgical mask for each attendee
- no distribution of gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any PRC Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as a proxy to vote on the relevant resolutions instead of attending the meeting in person.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1106, Block A, Phase I, Innovation Technology Plaza, Tianan Digital City, Chegongmiao, Futian District, Shenzhen, China on Tuesday, 24 May 2022 at 11:00 a.m. or any adjournment thereof and the notice of which is set out on pages 16 to 21 of this circular
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors of the Company
“Companies Law”	the Companies Law of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Forgame Holdings Limited (雲遊控股有限公司), an exempted company incorporated in the Cayman Islands on 26 July 2011 with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange
“COVID-19”	the coronavirus disease 2019
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries, collectively
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“IPO”	the initial public offering of the issued Shares on the Stock Exchange
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and/or deal with additional Shares up to a maximum of 20 per cent of the total number of Shares in issue as at the date of passing of the relevant resolution granting the above mandate at the Annual General Meeting (subject to adjustment due to any subsequent consolidation or subdivision of Shares effected by the Company)
“Latest Practicable Date”	13 April 2022 being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Date”	3 October 2013
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“Post-IPO Share Option Scheme”	the post-IPO share option scheme of the Company adopted by the Company on 1 September 2013
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme of the Company adopted by the Company on 31 October 2012 and subsequently amended on 1 September 2013
“Prospectus”	the prospectus of the Company dated 19 September 2013
“RMB”	Renminbi, the lawful currency of the PRC
“RSU Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal in Shares pursuant to the RSU Scheme up to a maximum of 5,663,453 Shares
“RSU Participants”	the full-time employees, executives or officers (including executive, non-executive and independent non-executive Directors) of the Company; the full-time employees of the Group; the suppliers, customers, consultants, agents or advisers that have contributed or will contribute to the Group; and any other persons who, in the sole opinion of the Board, have contributed or will contribute to the Group
“RSU Scheme”	the restricted share unit scheme of the Company adopted by the Company on 1 September 2013
“RSU Scheme Limit”	the maximum number of the RSUs to be granted under the RSU Scheme, which may be refreshed from time to time
“RSU(s)”	the restricted share unit(s) of the Company granted under the RSU Scheme

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.0001 each
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to enable them to buy back Shares not exceeding 10 per cent of the total number of Shares in issue as at the date of passing of the relevant resolution granting the above mandate at the Annual General Meeting (subject to adjustment due to any subsequent consolidation or subdivision of Shares effected by the Company)
“Share Option Schemes”	the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme, collectively
“Share Option(s)”	the option(s) to subscribe for Share(s) under the Share Option Schemes
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“US”	the United States of America
“US\$”	United States dollars, the lawful currency of the US
“%”	per cent

In this circular, the terms “close associate”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the respective meanings given to such terms in the Listing Rules, unless the context otherwise requires.

* *The English name is translated for identification purpose only in this circular*

LETTER FROM THE BOARD



Forgame Holdings Limited

雲遊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 484)

Executive directors:

Mr. CUI Yuzhi (*Chairman*)
Mr. HAN Jun (*Vice President*)
Mr. ZHU Liang (*Chief Financial Officer*)

Independent non-executive directors:

Mr. WANG Dong
Mr. WONG Chi Kin
Mr. LU Xiaoma
Mr. JI Yong

Registered office:

Osiris International Cayman Limited
Suite #4-210, Governors Square
23 Lime Tree Bay Avenue
P.O. Box 32311
Grand Cayman KY1-1209
Cayman Islands

Principal place of business in Hong Kong:

Unit 6, 1/F, Trust Centre
912 Cheung Sha Wan Road
Lai Chi Kok, Kowloon
Hong Kong

20 April 2022

To the Shareholders,

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES;
GENERAL MANDATE TO ISSUE SHARES UNDER
THE RSU SCHEME;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The primary purpose of this circular is to provide the Shareholders with a notice of the Annual General Meeting and information regarding the ordinary resolutions to be proposed at the Annual General Meeting in relation to, among other matters (a) the grant of the Issue Mandate and the Share Buy-back Mandate; (b) the grant of the RSU Mandate; and (c) the re-election of Directors.

LETTER FROM THE BOARD

2. ISSUE MANDATE

At the annual general meeting of the Company held on 20 May 2021, an ordinary resolution was passed by the Shareholders to grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20 per cent of the total number of issued Shares as at the date of passing of such resolution. Such general mandate will lapse at the conclusion of the Annual General Meeting. In order to ensure flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. At the Annual General Meeting, an ordinary resolution no. 4(A) set out in the notice of the Annual General Meeting will be proposed to approve the granting of the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of such resolution (subject to adjustment due to any subsequent consolidation or subdivision of Shares effected by the Company).

As at the Latest Practicable Date, the Company had a total number of 146,725,090 Shares in issue. Subject to the passing of the ordinary resolution to approve the Issue Mandate and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the Annual General Meeting, and that the Company did not effect any Shares consolidation or subdivision of Shares during such period, the Directors will be allowed to issue a maximum of 29,345,018 Shares under the Issue Mandate.

In addition, a separate ordinary resolution no. 4(C) set out in the notice of the Annual General Meeting will be proposed at the Annual General Meeting to extend the Issue Mandate by an additional number of Shares representing the aggregate number of Shares bought back by the Company pursuant to the Share Buy-back Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate and the extension thereto will continue to be in force from the passing of the said resolutions until whichever the following first occurs: (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 any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under such ordinary resolution by an ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

3. SHARE BUY-BACK MANDATE

In addition, ordinary resolution no. 4(B) set out in the notice of the Annual General Meeting will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to exercise the powers of the Company to buy back Shares representing up to 10% of the total number of Shares in issue as at the date of passing of such resolution (subject to adjustment due to any subsequent consolidation or subdivision of Shares effected by the Company).

The Share Buy-back Mandate, if approved, will continue to be in force until 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 any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under the said resolution by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Share Buy-back Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

4. RSU MANDATE

Reference is made to the Prospectus. The RSU Scheme was adopted by a resolution of the Shareholders and a resolution of the Board, both on 1 September 2013. The RSU Scheme is not a share option scheme and is not subject to the provisions of Chapter 17 of the Listing Rules as the RSU Scheme does not involve the grant of options by the Company to subscribe for new Shares. The purpose of the RSU Scheme is to reward the RSU Participants for their contribution to the success of the Company, and to provide incentives to them to further contribute to the Group.

As stated in the section headed “Statutory and General Information — RSU Scheme — (k) RSU Scheme Limit” in Appendix IV on Page IV-42 of the Prospectus, the number of RSUs to be granted under the RSU Scheme shall not result in the number of Shares underlying the RSUs exceeding 11,290,494, representing 9% of the number of Shares on issue at the Listing Date. The RSU Scheme Limit may be refreshed from time to time.

As stated in the section headed “Statutory and General Information — RSU Scheme — (l) Annual Mandate” in Appendix IV on Page IV-42 of the Prospectus, at each annual general meeting of the Company, the Company shall propose and the Shareholders shall consider and if thought fit, pass an ordinary resolution approving a mandate specifying (i) the maximum number of Shares that may be the subject of RSUs granted pursuant to the RSU Scheme during the period between one annual general meeting and the subsequent annual general meeting of the Company; and (ii) that the Board has the power to allot, issue and deal with the Shares that are the subject of the RSUs granted pursuant to the RSU Scheme as and when they vest. Accordingly, should the Directors wish to exercise its discretion to grant RSUs pursuant to the RSU Scheme between one annual general meeting and the subsequent annual general meeting of the Company, an annual mandate shall be sought from the Shareholders at the former annual general meeting of the Company.

LETTER FROM THE BOARD

The current RSU Scheme Limit entitled the Company to grant up to 11,290,494 RSUs. The Stock Exchange has granted listing approval for the listing of, and permission to deal in, the 11,290,494 Shares to be issued under the current RSU Scheme Limit. The Company has offered to grant 4,260,000 RSUs, 2,500,000 RSUs and 2,500,000 RSUs to certain Directors and employees in September 2016, June 2018 and April 2019 respectively, among which 310,000 RSUs, 2,084,959 RSUs and 1,238,000 RSUs have been subsequently cancelled respectively. An annual mandate to issue 5,659,453 Shares under the RSU Scheme was granted to the Board at the Company's annual general meeting held on 20 May 2021 (the "**2021 RSU Mandate**"). Up to the Latest Practicable Date, no RSUs had been granted under the 2021 RSU Mandate. The remaining number of the RSUs available for granting under the current RSU Scheme Limit as at the Latest Practical Date was 5,663,453. This is calculated as 11,290,494 less 9,260,000 (the total number of RSUs granted under the current RSU Scheme Limit) plus 3,632,959 (the total number of RSUs cancelled).

In accordance with the rules of the RSU Scheme, an ordinary resolution will be proposed to grant the RSU Mandate to the Directors to exercise the power to issue Shares under the RSU Scheme up to a maximum of 5,659,453 Shares, equal to the remaining number of the RSUs available for granting under the current RSU Scheme Limit as approved by the Shareholders on 1 September 2013. The relevant resolution is set out as ordinary resolution no. 4(D) in the notice of the Annual General Meeting. Based on 146,725,090 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or bought back, no consolidated or sub-division of Shares are effected by the Company and no Share Options are being granted or exercised prior to the Annual General Meeting, the Board shall be entitled upon the approval of the RSU Mandate to issue up to a maximum of 5,663,453 Shares, representing approximately 3.86% of the total number of Shares in issue as at the date of the passing of such resolution.

The RSU Mandate will continue to be in force from the passing of the said resolution until whichever the following first occurs: (i) the conclusion of the subsequent annual general meeting; (ii) the expiration of the period within which the subsequent annual general meeting is required by the laws applicable to the Company and the Articles of Association to be held; or (iii) the variation of or revocation of such mandate by the ordinary resolution of the Shareholders at a general meeting.

As at the Latest Practicable Date, the Directors have no concrete plan to grant any RSUs under the RSU Scheme. If the RSU Mandate is approved at the Annual General Meeting, the Directors may, however, exercise their discretion to consider granting the RSUs from time to time pursuant to the terms of the RSU Scheme.

5. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of seven Directors, comprising three executive Directors, namely Mr. CUI Yuzhi, Mr. ZHU Liang and Mr. HAN Jun and four independent non-executive Directors, namely Mr. WANG Dong, Mr. WONG Chi Kin, Mr. LU Xiaoma and Mr. JI Yong. In accordance with article 99(3) of the Articles of Association, any Director appointed as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. JI Yong shall hold office as Directors only until the Annual General Meeting and being eligible, has offered himself for re-election as Directors at the Annual General Meeting.

LETTER FROM THE BOARD

In accordance with article 104 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Any Director appointed pursuant to Article 99(3), namely, Mr. Ji Yong, shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. WONG Chi Kin and Mr. WANG Dong shall retire from office by rotation at the Annual General Meeting. Apart from Mr. WANG Dong, who is retiring at the conclusion of the AGM, Mr. WONG Chi Kin being eligible, has offered himself for re-election as Director at the Annual General Meeting.

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the INEDs, and considered that based on the independence criteria as set out in Rule 3.13 of the Listing Rules, each of the INEDs, including Mr. WANG Dong, Mr. WONG Chi Kin, Mr. LU Xiaoma and Mr. JI Yong, remains independent. The Nomination Committee had evaluated the performance of the retiring Directors for the year and the period thereafter up to the date of its evaluation and found their performance satisfactory.

According to the recommendation of the Nomination Committee, the Board has proposed that each of the above retiring Directors who have offered themselves for re-election as Directors at the Annual General Meeting, namely Mr. JI Yong and Mr. WONG Chi Kin, stands for re-election as Directors by way of separate resolutions at the Annual General Meeting.

Details of the above retiring Directors who have offered themselves for re-election as Directors at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

6. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 16 to 21 of this circular is the notice of the Annual General Meeting containing, amongst other things, ordinary resolutions to be proposed at the Annual General Meeting in relation to (a) the grant of the Issue Mandate and the Share Buy-back Mandate; (b) the grant of the RSU Mandate and (c) the re-election of Directors.

7. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.forgame.com. If you are not able and do not intend to be present at the Annual General Meeting but wish to exercise your right as a Shareholders, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 less than 48 hours before the time fixed for the holding of the Annual General Meeting or at the adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjointed meeting thereof if they so wish and in such event, the instrument appointing a proxy will be deemed to be revoked.

LETTER FROM THE BOARD

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters where the chairman, in good faith, decides to allow a resolution to be voted on by a show of hands) must be taken by poll. The chairman of the Annual General Meeting shall, therefore, demand voting on all resolutions set out in the notice of the Annual General Meeting to be taken by way of poll pursuant to article 81 of the Articles of Association. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

9. RECOMMENDATION

The Directors consider that the proposed resolutions for (a) the grant of the Issue Mandate and the Share Buy-back Mandate; (b) the grant of the RSU Mandate; and (c) the re-election of Directors are in the interests of the Company and the Shareholders as a whole. The Directors, therefore, recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
Forgame Holdings Limited
CUI Yuzhi
Chairman

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WONG Chi Kin, aged 48, was appointed as an Independent Non-executive Director on 27 April 2020.

Mr. Wong has over 25 years of accounting, banking and finance experience in international investment banks and commercial banks as well as various listed companies in Hong Kong. Since March 2017, Mr. Wong has been a non-executive director of Asiaray Media Group Limited, whose shares are listed on the Stock Exchange (stock code: 1993.HK). Besides, Mr. Wong was appointed as an independent non-executive director of Tsui Wah Holdings Limited (“Tsui Wah”), whose shares are listed on the Stock Exchange (stock code: 1314.HK), on 5 November 2012 and was re-designated as a non-executive director of Tsui Wah on 1 November 2016 till now.

From November 2021 to February 2022, Mr. Wong was an independent non-executive director and a member of the independent investigation committee of Mayer Holdings Limited, whose shares are listed on the Stock Exchange (stock code: 1116. HK). From July 2018 to July 2019, Mr. Wong was an independent non-executive director of Shenzhou Space Park Group Limited (“Shenzhou Space”), mainly responsible for providing independent advice to Shenzhou Space on listing resumption. The shares of Shenzhou Space were listed on the Stock Exchange (stock code: 692.HK) The listing of Shenzhou Space Shares has been cancelled with effect from 9:00 a.m. on 10 December 2019 under Rule 6.01A of the Listing Rules. Mr. Wong was also the chief financial officer of various listed companies in Hong Kong. From October 2014 to October 2018, Mr. Wong was the chief financial officer of Orient Victory Travel Group Company Limited, whose shares are listed on the Stock Exchange (stock code: 265.HK). From September 2011 to October 2014, Mr. Wong was the chief financial officer of China Qinfa Group Limited, whose shares are listed on the Stock Exchange (stock code: 866.HK)

Mr. Wong obtained a Bachelor of Science (Honours) degree in Finance from City University of Hong Kong in 1996, a master’s degree in Practicing Accounting from Monash University, Australia in 2001, an executive master of Business Administration degree from The Chinese University of Hong Kong in 2010. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of CPA Australia and an associate member of The Hong Kong Institute of Directors.

Saved as disclosed above, Mr. Wong has not been a director of any other listed companies in HongKong or overseas in the past three years

As at the Latest Practicable Date, Mr. Wong has entered into a letter of appointment with the Company for a fixed term of three years commencing from 27 April 2020 (unless otherwise terminated pursuant to the terms of such appointment letter). He is subject to retirement by rotation and re-election at general meeting(s) of the Company in accordance with the Articles of Association. Mr. Wong is currently entitled to an annual emolument of US\$80,000 under his appointment letter with the Company which was determined with reference to his responsibilities, abilities and performance, as well as the remuneration benchmark in the industry and the prevailing market conditions

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The Board would consider to enhance its diversity with different expertise when appointing or re-electing an independent non-executive Director. Mr. Wong has given his annual written confirmation of independence to the Company and the Nomination Committee had assessed and reviewed it based on the independence criteria as set out in rule 3.13 of the Listing Rules. Mr. Wong does not have any other relationships with any of the other Directors, senior management or substantial or controlling shareholders of the Company. Having considered the recommendation of the Nomination Committee, the Board considers Mr. Wong remains independent and is not aware of any circumstance that might influence Mr. Wong in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and that he will be able to maintain an independent view of the Group's affairs.

The Board is of the view that Mr. Wong as an independent non-executive Director promotes the Board diversity with his comprehensive experience and invaluable expertise in finance and investment and contributes continuity and stability to the Board, and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company as an independent non-executive Director. The Board believes that he will continue to contribute effectively to the Board.

Mr. Ji Yong, aged 41, was appointed as an Independent Non-executive Director on 6 September 2021. Mr. Ji obtained a bachelor's degree in international business administration and a master's degree in international business law from the University of Central Lancashire in UK in 2005 and 2006, respectively. Mr. Ji worked in Kingfisher Group as an assistant in the investment decision department and marketing specialist from 2006 to 2007. From 2007 to 2009, Mr. Ji worked as an assistant to chief financial officer in Excellence Group. From 2009 to 2014, Mr. Ji served as an executive director and project vice president of LongTree Capital, where he was mainly responsible for project investment and operations, and had successfully facilitated the investment, execution, operation and exit of various projects. Since 2014, Mr. Ji has been the vice president and general manager in China of Impulse Dynamics, Motorika Ltd, where he held full responsibility for the establishment and expansion of the company's business in China.

Saved as disclosed above, Mr. Ji has not been a director of any other listed companies in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Ji has entered into a letter of appointment with the Company for a fixed term of three years commencing from 6 September 2021 (unless otherwise terminated pursuant to the terms of such appointment letter). He is subject to retirement by rotation and re-election at general meeting(s) of the Company in accordance with the Articles of Association. Mr. Ji is currently entitled to an annual emolument of US\$43,000 under his appointment letter with the Company which was determined with reference to his responsibilities, abilities and performance, as well as the remuneration benchmark in the industry and the prevailing market conditions.

The Board would consider to enhance its diversity with different expertise when appointing or re-electing an independent non-executive Director. Mr. Ji has given his annual written confirmation of independence to the Company and the Nomination Committee had assessed and reviewed it based on the independence criteria as set out in rule 3.13 of the Listing Rules. Mr. Ji does not have any other relationships with any of the other Directors, senior management or substantial or controlling shareholders of the Company. Having considered the recommendation of the Nomination Committee, the Board considers Mr. Ji remains independent and is not aware of any circumstance that might influence Mr. Ji in exercising

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and that he will be able to maintain an independent view of the Group's affairs.

The Board is of the view that Mr. Ji as an independent non-executive Director promotes the Board diversity with his comprehensive experience and invaluable expertise in finance and investment and contributes continuity and stability to the Board, and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company as an independent non-executive Director. The Board believes that he will continue to contribute effectively to the Board.

DIRECTORS' INTEREST AND OTHER INFORMATION

Save as disclosed above, as at the Latest Practicable Date, each of the above retiring Directors did not have, and was not deemed to have any interests or short positions in any shares, underlying shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, each of the above retiring Directors did not hold any other position with the Company or other members of the Group and did not have any other relationships with any of the other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, there are no other matters concerning each of the above retiring Directors that need to be brought to the attention of the Shareholders in connection with his/her re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The following is an explanatory statement required by the Stock Exchange to be sent to the Shareholders under the Listing Rules in connection with the proposed Share Buy-back Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

- (i) the shares to be bought back by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) all on market buy-back of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such buy-back.

2. SHARES IN ISSUE

As at the Latest Practicable Date, the Company had a total number of 146,725,090 Shares with nominal value of US\$0.0001 each in issue. Subject to the passing of the resolution granting the Share Buyback Mandate and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and before the Annual General Meeting and the Company did not effect any consolidation or subdivision of Shares during such period, the Company will be allowed to buy back a maximum of 14,672,509 Shares which represent 10% of the total number of Shares in issue during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under the said resolution by an ordinary resolution of the Shareholders in general meeting.

3. REASONS AND FUNDING OF BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back its Shares. Such buybacks may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

Buy-backs of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Companies Law provides that the amount of capital repaid in connection with a share buy-back may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the buy-back or out of capital subject to and in accordance with the Companies Law. The

amount of premium payable on buy-back may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are bought back in the manner provided for in the Companies Law.

The Directors would only exercise the power to buy back the Shares in circumstances where they consider that such buy-back would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Share Buy-back Mandate was to be exercised in full, it may have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels, which in the opinion of the Directors are from time to time appropriate for the Company.

4. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Foga Group Limited, together with parties acting in concert with it, were deemed to be interested in 30,938,135 Shares, representing approximately 21.09% of the issued Shares. In the event that the Directors exercise the Share Buy-back Mandate in full, Foga Group Limited and its ultimate beneficial owners and parties acting in concert with them would be interested in 23.43% of the issued Shares.

Thus, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Share Buy-back Mandate. The Board has no intention to exercise the Share Buy-back Mandate to the extent that it will give rise to an obligation for the Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back would result in the aggregate number of Shares in issue in public hands falling below 25% (or such other prescribed minimum percentage as determined by the Stock Exchange). The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates has any present intention, in the event that the Share Buy-back Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person

of the Company has (i) notified the Company that he/she/it has any present intention to sell Shares to the Company or (ii) undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the proposed Share Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

7. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2021		
April	2.13	1.83
May	1.89	1.68
June	1.75	1.61
July	1.69	1.22
August	1.49	1.27
September	1.49	1.13
October	1.25	1.02
November	1.32	1.01
December	1.28	1.03
2022		
January	1.32	1.15
February	1.30	1.08
March	1.15	0.81
April (up to and including the Latest Practicable Date)		

**Forgame Holdings Limited****雲遊控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 484)****NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Forgame Holdings Limited (the “**Company**” and the “**Meeting**”, respectively) will be held at Room 1106, Block A, Phase I, Innovation Technology Plaza, Tianan Digital City, Chegongmiao, Futian District, Shenzhen, China on Tuesday, 24 May 2022 at 11:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the Company’s directors (the “**Directors**”) and the auditor for the year ended 31 December 2021.
2. (A) (i) To re-elect Mr. JI Yong as an independent non-executive Director.

(ii) To re-elect Mr. WONG Chi Kin as an independent non-executive Director.

(B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) “**THAT:**

(i) subject to paragraph (iii) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds and debentures convertible into Shares) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options (including bonds and debentures convertible into Shares) which may require the exercise of such power after the end of the Relevant Period;

- (iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any share option under any option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (3) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (4) the vesting of restricted share units granted or to be granted pursuant to the restricted share unit scheme adopted by the Company on 1 September 2013; or (5) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed the aggregate of 20 per cent of the total number of Shares in issue as at the date of passing this resolution provided that if any subsequent consolidation or subdivision of the Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (i) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

- (iv) for the purpose of this resolution:
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held;
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

 - (b) “Rights Issue” means an offer of Shares, or an offer or issue of options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof, whose

names appear on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its Shares at a price determined by the Directors;
- (iii) the total number of Shares in issue, which may be bought back by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the total number of Shares in issue as at the date of passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be bought back pursuant to the approval in paragraph (i) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly;
- (iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this Meeting (the “**Notice**”) being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the Notice be and is hereby extended by adding the number of Shares bought back pursuant to the authority granted under ordinary resolution numbered 4(B) set out in the Notice (such number to be subject to adjustment in the case of any consolidation or subdivision of any of the Shares into a smaller or larger number Shares after the passing of this resolution).”
- (D) “**THAT**:
- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) to be issued under the restricted share unit scheme approved and adopted by the shareholders of the Company and the board of Directors both on 1 September 2013, be and is hereby approved;
 - (ii) the aggregate nominal amount of additional Shares allotted, issued or dealt with, by the Directors pursuant to the approval in sub-paragraph (i) of this resolution shall not exceed 5,663,453 Shares; and
 - (iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

For and on behalf of the Board of
Forgame Holdings Limited
CUI Yuzhi
Chairman

Hong Kong, 20 April 2022

Registered office:

The offices of Osiris International Cayman Limited
Suite #4-210, Governors Square
23 Lime Tree Bay Avenue
P.O. Box 32311
Grand Cayman KY1-1209
Cayman Islands

Principal place of business in Hong Kong:

Unit 6, 1/F, Trust Centre
912 Cheung Sha Wan Road
Lai Chi Kok, Kowloon
Hong Kong

Notes:

- (i) Ordinary resolution numbered 4(C) will be proposed to the shareholders (the “**Shareholders**”) for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the Shareholders of the Company.
- (ii) A Shareholder entitled to attend and vote at the Meeting 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. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/it behalf at the Meeting. On a poll, votes may be given either personally or by authorised representative or proxy.
- (iii) In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by authorised representative or 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 Meeting, 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.
- (iv) 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 (i) appointed for the holding of the Meeting or the adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Meeting (or the adjourned meeting thereof) if they so wish.

- (v) The transfer books and register of members of the Company will be closed from Thursday, 19 May 2022 to Tuesday, 24 May 2022, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, 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 Wednesday, 18 May 2022.
- (vi) In respect of ordinary resolutions numbered 2(A)(i) and (ii) above, (a) Mr. JI Yong shall retire at the Meeting and being eligible, has offered himself for re-election as Director, and (b) Mr. WONG Chi Kin shall retire at the Meeting and being eligible, has offered himself for re-election as Director. Details of the above candidates are set out in Appendix I to the accompanied circular dated 20 April 2022 (the "**Circular**").
- (vii) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares. Approval is being sought from the Shareholders as a general mandate for the purposes of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").
- (viii) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to buy back Shares in circumstances which they deem appropriate for the benefits of the Shareholders. The explanatory statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the buyback by the Company of its own Shares, as required by the Listing Rules, is set out in Appendix II to the accompanied Circular.
- (ix) Precautionary Measures for the Meeting:

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing novel coronavirus disease 2019 (COVID-19) pandemic, the Company will implement the following precautionary measures at the Meeting 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 meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (2) The Company requests each attendee to wear a surgical face mask throughout the Meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (3) No refreshment will be served, and there will be no gifts.
- (4) Each attendee may be asked whether (a) he/she travels outside of the People's Republic of China (the "**PRC**") within the 14-day period immediately before the Meeting; and (b) he/she is subject to any PRC Government's prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

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

As at the date of this notice, the executive Directors are Mr. CUI Yuzhi, Mr. HAN Jun and Mr. ZHU Liang; and the independent non-executive Directors are Mr. WANG Dong, Mr. WONG Chi Kin, Mr. LU Xiaoma, and Mr. JI Yong.