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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: 00484)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES;
GENERAL MANDATE TO ISSUE SHARES UNDER
THE RSU SCHEME;
RE-ELECTION OF DIRECTORS;
ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION;
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 Friday, 19 May 2023 at 11:00 a.m. is set out on pages 32 to 37 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

17 April 2023

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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 Friday, 19 May 2023 at 11:00 a.m. or any adjournment thereof and the notice of which is set out on pages 32 to 37 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 Act”	means the Companies Act (as revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor
“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
“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”	14 April 2023, 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(s)”	the restricted share unit(s) of the Company granted under the RSU Scheme
“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

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 such mandate at the Annual General Meeting (subject to adjustment due to any subsequent consolidation or subdivision of Shares effected by the Company)
“Share Option(s)”	the option(s) to subscribe for Share(s) under the Share Option Schemes
“Share Option Schemes”	the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme, collectively
“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: 00484)

Executive directors:

Mr. CUI Yuzhi (*Chairman*)

Mr. ZHU Liang (*Chief Financial Officer*)

Non-executive director:

Mr. HAN Jun

Independent non-executive directors:

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

17 April 2023

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;
ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION;
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 and the special resolution 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; (c) the re-election of Directors; and (d) the adoption of the second amended and restated memorandum and articles of association.

LETTER FROM THE BOARD

2. ISSUE MANDATE

At the annual general meeting of the Company held on 24 May 2022, 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 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.

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.

LETTER FROM THE BOARD

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.

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 5,663,453 Shares under the RSU Scheme was granted to the Board at the Company’s annual general meeting held on 24 May 2022 (the “**2022 RSU Mandate**”). Up to the Latest Practicable Date, no RSUs had been granted under the 2022 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).

LETTER FROM THE BOARD

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 5,663,453 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 consolidation 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 six Directors, comprising two executive Directors, namely Mr. CUI Yuzhi and Mr. ZHU Liang, one non-executive director Mr. HAN Jun and three independent non-executive Directors, namely Mr. WONG Chi Kin, Mr. LU Xiaoma and Mr. JI Yong.

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. Accordingly, Mr. ZHU Liang and Mr. LU Xiaoma shall retire from office by rotation at the Annual General Meeting. Both Mr. ZHU Liang and Mr. LU Xiaoma, being eligible, have offered themselves for re-election.

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. LU Xiaoma, remains independent. The Nomination Committee had evaluated the performance of the retiring Directors for the year ended 31 December 2022 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. ZHU Liang and Mr. LU Xiaoma, 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.

LETTER FROM THE BOARD

6. PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 17 April 2023 in relation to the proposed adoption of the proposed Second Amended and Restated Memorandum and Articles of Association. As disclosed in the announcement, in view of (i) the changes to Appendix 3 of the Listing Rules regarding core shareholder protection standards (the “**Core Shareholder Protection Standards**”) which became effective on 1 January 2022, (ii) to provide flexibility to the Company in relation to the conduct of electronic meetings, and (iii) other corresponding and housekeeping amendments, the Board proposes to adopt the proposed amendments made in the Second Amended and Restated Memorandum and Articles of Association to conform to the Core Shareholder Protection Standards (the “**Proposed Amendments**”). The Board proposes to seek the approval of the Shareholders by way of special resolution at the Annual General Meeting to adopt the proposed Second Amended and Restated Memorandum and Articles Association, in substitution for, and to the exclusion of, the existing Amended and Restated Memorandum and Articles of Association.

Details of the Proposed Amendments (marked-up against the existing Amended and Restated Memorandum and Articles of Association) is set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. The proposed adoption of the Second Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of special resolution at the Annual General Meeting. Prior to the passing of the special resolution at the Annual General Meeting, the existing Memorandum and Articles shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules and are not inconsistent with the Companies Act (as revised) of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

The Board considered that the Proposed Amendments are in the interest of the Company and the Shareholders. The resolution in relation thereto will be proposed at the Annual General Meeting as a special resolution.

7. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 32 to 37 of this circular is the notice of the Annual General Meeting containing, amongst other things, 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; (c) the re-election of Directors; and (d) the adoption of the second amended and restated memorandum and articles of association.

LETTER FROM THE BOARD

8. 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 adjourned meeting thereof if they so wish and in such event, the instrument appointing a proxy will be deemed to be revoked.

9. 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.

10. 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; (c) the re-election of Directors; and (d) the adoption of the second amended and restated memorandum and articles of association 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.

EXECUTIVE DIRECTOR

Mr. ZHU Liang, aged 55, was appointed as the joint Chief Financial Officer and Vice President of the Company on 7 May 2020. He became the Chief Financial Officer after the other joint chief financial officer resigned on 30 June 2020. He was appointed as an Executive Director on 13 October 2020.

From 1990 to 1993, Mr. Zhu served as a statistician at Wuhan Iron and Steel (Group) Corporation* (中國武漢鋼鐵(集團)公司) in the PRC. From 1994 to 2012, Mr. Zhu assumed various positions, such as an accountant, financial officer, director and legal general manager at Synnex Technology International Corporation* (聯強國際股份有限公司), a company principally engaged in the distribution of information, communication, consumer products, and semiconductor products, and the shares of which are listed on the Taiwan Stock Exchange (stock code: 2347.TW). From 2012 to 2019, Mr. Zhu was the chief financial officer of Shanghai Evendata Digital Technology Co., Ltd.* (上海怡德數碼技術有限公司) in the PRC. From 2019 and prior to joining the Company, Mr. Zhu served as the general legal advisor of Shenzhen Jiuli Supply Chain Co., Ltd.* (深圳市九立供應鏈股份有限公司).

Mr. Zhu graduated from Zhongnan University of Economics and Law in the PRC in October 1990, where he obtained a bachelor's degree in Accounting.

Save as disclosed above, Mr. Zhu has not held any directorship in any other listed companies in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Zhu has entered into a service agreement with the Company for a term of three years commencing from 13 October 2020 (unless otherwise terminated pursuant to the terms of such service agreement). He is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Zhu is currently entitled to a remuneration of RMB50,000 per month under his service agreement with the Company, which was determined by reference to his responsibilities, abilities and performance, as well as the remuneration benchmark in the industry and the prevailing market conditions.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LU Xiaoma, aged 56, was appointed as an independent non-executive Director on 13 October 2020. Mr. Lu is a member of both the Audit and Compliance Committee and the Nomination Committee.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Lu joined State Street Bank & Trust Corporation in 1999, and was appointed as its vice president and the chief representative in China from May 2005 to August 2007 and August 2007 to August 2010, respectively, where he was mainly responsible for participating in merger and acquisition projects and managing the development of a new business line with annual revenue over US\$100 million, as well as setting up a branch in Beijing and leading all market development activities in China, respectively. Mr. Lu was employed as a dedicated non-executive non-independent director of China Construction Bank Corporation (中國建設銀行), representing Central Huijin Investment Corporation Limited* (中央匯金投資有限責任公司), the domestic branch of China Investment Corporation* (中國投資有限責任公司) from August 2010 to November 2012, where he was primarily responsible for overseeing risk management strategy and focusing on credit risk and operational risk and leading management structure and strategy in managing domestic banking investment. Mr. Lu also served as the deputy general manager of the Shenzhen Stock Exchange from November 2012 to May 2015, where he was primarily responsible for managing information disclosure, regulating more than 1,000 listed companies and leading all fixed income product operations and market establishment. From May 2015 to December 2016, Mr. Lu was appointed as the group vice president of Wanda Financial Group Limited* (萬達金融集團) and chief executive officer of Wanda Investment Company* (萬達投資公司), where he was mainly responsible for setting up overall business plan and strategy for a new business and in charge of all corporate strategic acquisition and financial investments. Subsequently from March 2017 to November 2017, Mr. Lu served as the executive vice president (常務副總裁) of Kangde Investment Group Limited* (康得投資集團有限公司) where he was primarily in charge of all investment and merger and acquisition activities. Mr. Lu has also been an independent director of Yango Group Co., Ltd.* (陽光城集團股份有限公司) and BOC International (China) Co., Ltd* (中銀國際證券股份有限公司) since April 2017 and October 2018, respectively, where his job duties mainly include risk management and compliance monitoring. He has rich experience in investment, financing and strategic mergers and acquisitions. Mr. Lu has been a managing partner (合夥人) of East Stone Capital Limited Partners* (深圳前海東方弘遠資產管理有限公司), an investment management company focusing on cross-border opportunities, since January 2018, where he is primarily responsible for overall management and project sourcing. Further, Mr. Lu has been the chief executive officer of East Stone Acquisition Corporation since February 2020, where he is primarily responsible for acquisition target sourcing and compliance.

Mr. Lu graduated with a bachelor's degree and a master's degree in Thermal Engineering from Tsinghua University* (清華大學) in the PRC in 1988 and 1993, respectively, and a master's degree in business administration from Boston College (波士頓學院) in the United States in 1999.

Save as disclosed above, Mr. Lu has not held any directorship in any other listed companies in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Lu has entered into a letter of appointment with the Company for a fixed term of three years commencing from 13 October 2020 (unless otherwise terminated pursuant to the terms of such service agreement). He is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Lu is currently entitled to a director's fee of US\$43,000 (or its RMB equivalent) per annum under his appointment letter with the Company, which was determined by reference to his duties and responsibilities as well as the prevailing market conditions.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The Board would consider enhancing its diversity with different expertise when appointing or re-electing an independent non-executive Director. Mr. Lu 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. Having considered the recommendation of the Nomination Committee, the Board considers Mr. Lu remains independent and is not aware of any circumstance that might influence Mr. Lu 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. Lu 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

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.

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, substantial shareholders or controlling 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 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 Act 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 Act. 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 Act.

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 2022, 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 HK\$	Lowest traded prices HK\$
2022		
April	1.25	0.82
May	1.14	0.90
June	1.20	0.92
July	1.07	0.85
August	0.96	0.85
September	0.98	0.63
October	0.76	0.55
November	0.92	0.59
December	0.88	0.70
2023		
January	0.87	0.69
February	1.88	0.77
March	1.27	0.90
April (up to and including the Latest Practicable Date)	1.22	0.86

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The following are the Proposed Amendments, with the deletions shown in strikethrough and the additions or revisions shown in underline. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the Second Amended and Restated Memorandum and Articles of Association.

Capitalised terms in the Proposed Amendments contained in this Appendix include terms defined in the Second Amended and Restated Memorandum and Articles of Association which shall have the corresponding meanings ascribed to them in the Second Amended and Restated Memorandum and Articles of Association.

Details of the Proposed Amendments are set out as follows:

MEMORANDUM PARAGRAPH NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
HEADING	<p style="text-align: center;">THE COMPANIES LAW ACT (AS REVISED) (AS AMENDED) COMPANY LIMITED BY SHARES <u>SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</u></p> <p style="text-align: center;">OF</p> <p style="text-align: center;">FORGAME HOLDINGS LIMITED 雲遊控股有限公司</p> <p style="text-align: center;">(ADOPTED BY SPECIAL RESOLUTION DATED [•] 1 SEPTEMBER 2013 AND EFFECTIVE CONDITIONAL AND IMMEDIATELY UPON THE LISTING OF THE COMPANY'S ORDINARY SHARES ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED))</p>
2.	<p>The Registered Office of the Company will be <u>is</u> situated at the offices of <u>Osiris International Cayman Limited, Suite #4-210, Governors Square, 23 Lime Tree Bay Avenue, P.O. Box 32311, Grand Cayman KY1-1209</u> Corporate Filing Services Ltd., P.O. Box 613, 4th Floor Harbour Centre, George Town, Grand Cayman KY1-1107, Cayman Islands or at such other location as the Directors may from time to time determine.</p>
3.	<p>The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law Act <u>(as amended)</u>.</p>
4.	<p>The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by Section 27(2) of the Companies Law Act <u>(as amended)</u>.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

MEMORANDUM PARAGRAPH NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
7.	The capital of the Company is US\$50,000 divided into 500,000,000 shares of a nominal or par value of US\$0.0001 each provided always that subject to the provisions of the Companies Law Act (as amended) and the Articles of Association, the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be ordinary, preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
8.	The Company may exercise the power contained in Section 206 of the Companies Law Act (as amended) to deregister in the Cayman Islands and be registered by way of continuation in some other jurisdiction.
ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
Heading	<p style="text-align: center;">THE COMPANIES LAW ACT (AS REVISED) (AS AMENDED) COMPANY LIMITED BY SHARES <u>SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION</u></p> <p style="text-align: center;">OF</p> <p style="text-align: center;">FORGAME HOLDINGS LIMITED 雲遊控股有限公司</p> <p style="text-align: center;">(ADOPTED BY SPECIAL RESOLUTION DATED [•] 1 SEPTEMBER 2013 AND EFFECTIVE CONDITIONAL AND IMMEDIATELY UPON THE ADMISSION AND LISTING OF THE COMPANY'S ORDINARY SHARES ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED)</p>
Table A	The Regulations contained or incorporated in Table 'A' in the First Schedule of the Companies Law Act (as amended) shall not apply to the Company and the following Articles shall comprise the Articles of Association of the Company:
1.	<u>"black rainstorm warning"</u> shall have the same meaning as ascribed thereto in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong) as modified from time to time;

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
	<p>“business day” means any day on which the Stock Exchange is open for the business of dealing in securities. <u>Notwithstanding the foregoing, where the Stock Exchange is closed for the business of dealing in securities on a business day for the reason of a gale warning, a black rainstorm warning, extreme conditions or other similar event, such day shall for the purposes of any notice sent under these Articles be counted as a business day;</u></p> <p>“Companies Law Act” means the Companies Law Act (as amended revised); Cap. 22 of the Cayman Islands <u>and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</u></p> <p>“Companies Ordinance” means the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) <u>as in force from time to time and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</u></p> <p>“electronic” shall have the meaning given to it in the Electronic Transactions Law Act (as amended revised) of the Cayman Islands <u>and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</u></p> <p>“electronic facilities” shall include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);</p> <p>“electronic means” shall include sending or otherwise making available to the intended recipient(s) of the communication an electronic communication;</p> <p>“electronic meeting” means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities;</p> <p>“extreme conditions” shall have the meaning given to it in the Listing Rules in effect from time to time;</p> <p>“gale warning” shall have the same meaning as that ascribed thereto the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong) as modified from time to time;</p> <p>“hybrid meeting” means general meeting convened for the (i) physical attendance by Members and/or proxies at the place of meeting and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities;</p>

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
	<p>“Office” means the registered office of the Company as required by the Companies LawAct;</p> <p>“Principal Register” where the Company has established one or more Branch Registers pursuant to the Companies LawAct and these Articles, means the Register maintained by the Company pursuant to the Companies LawAct and these Articles that is not designated by the Directors as a Branch Register;</p> <p>“Register” means the register of Members of the Company required to be kept pursuant to the Companies LawAct and includes any Branch Register(s) established by the Company in accordance with the Companies LawAct;</p> <p>“Special Resolution” means a special resolution passed in accordance with the Companies LawAct, being a resolution:</p>
3.	Subject to the last two preceding Articles, any words defined in the Companies Law Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
9.	Any financial assistance given by the Company in connection with a purchase made or to be made by any person of any shares or warrants in the Company shall only be made in accordance with the Companies Law Act, applicable law, the Listing Rules and any relevant code, rules or regulations issued by the Stock Exchange or the Securities and Futures Commission of Hong Kong from time to time.
10.	Subject to the Companies Law Act and these Articles, the Board of Directors may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board of Directors considers fit to impose.

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
11.	Subject to the provisions of the Companies Law Act, the Memorandum of Association and these Articles, and to any special rights conferred on the holders of any shares or class of shares, any share in the Company may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by Ordinary Resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board of Directors may determine, provided always that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”;
12.	Whenever the capital of the Company is divided into different classes the rights attached to any such class may, subject to any rights or restrictions for the time being attached to any class, only be materially adversely varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal <u>par</u> value of the issued shares of the relevant class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of such class by a majority of not less than three-fourths in nominal value of the votes cast at such a meeting. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be one or more persons at least holding or representing by proxy one-third in nominal or par value amount of the issued shares of the relevant class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Shareholders who are present shall form a quorum) and that, subject to any rights or restrictions for the time being attached to the shares of that class, every Shareholder of the class shall on a poll have one vote for each share of the class held by him. For the purposes of this Article the Directors may treat all the classes or any two or more classes as forming one class if they consider that all such classes would be affected in the same way by the proposals under consideration, but in any other case shall treat them as separate classes.
17.	Share certificates shall be issued within the relevant time limit as prescribed by the Companies Law Act or as the Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgement of a transfer with the Company.

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
53.	<p>Subject to the Companies LawAct, the Memorandum of Association, these Articles and, where applicable, the Listing Rules, and any special rights conferred on the holders of any shares or attaching to any class of shares, the Company may:</p> <p>(c) make a payment in respect of the redemption or purchase of its own shares in any manner authorised by the Companies LawAct; and</p>
57.	<p>The Directors shall cause to be kept at the Office or (subject to compliance with the Companies LawAct and these Articles) places within or outside the Cayman Islands as they deem fit, the Register and there shall be entered therein the particulars of the Members and the shares issued to each of them and other particulars required under the Companies LawAct and the Listing Rules (as appropriate).</p>
58.	<p>The Directors may keep, or cause to be kept, one or more Branch Registers in accordance with the Companies LawAct as such location or locations within or outside the Cayman Islands as the Directors may determine.</p>
61.	<p>For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose, the Directors may, <u>on giving notice in accordance with the Listing Rules or by advertisement in a newspaper circulating generally in Hong Kong,</u> provide that the Register shall be closed for transfers for a stated period which shall not exceed in any case 30 days in each year (unless extended by Ordinary Resolution of Members, in which case the Register may be closed for transfers for a maximum period of 60 days in any year). If the Register shall be so closed for the purpose of determining those Members that are entitled to receive notice of, attend or vote at a meeting of Members the Register shall be so closed for at least 10 days immediately preceding such meeting and the record date for such determination shall be the date of the closure of the Register.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
64.	<p>The Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting, other than the <u>financial</u> year of adoption of these Articles <u>and such annual general meeting must be held within six (6) months after the end of the Company's financial year, unless a longer period would not infringe the rules of the Stock Exchange, if any) at such time and place as may be determined by the Board.</u> in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse (or such longer period as the Stock Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint.</p>

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
66.	<p>The Directors may, whenever they think fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two <u>One</u> or more Members of the Company <u>holding at the date of deposit of the requisition, in aggregate not less than one-tenth of the paid up capital of the Company carrying the right of voting (on a one vote per share basis) at general meetings of the Company shall have the right to convene an extraordinary meeting and/or add resolutions to a meeting agenda by a written requisition deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the head office or the Office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting, on a one vote per share basis, at general meetings of the Company. General meetings may also be convened on the written requisition of any one Member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the head office or the Office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Directors do not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all expenses reasonably incurred by the requisitionist(s) as a result of the failure of the Board of Directors shall be reimbursed to them by the Company.</u></p>

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
67.	<p>An annual general meeting shall be called by notice of not less than 21 clear days and not less than 20 clear business days and any extraordinary general meeting at which it is proposed to pass a Special Resolution shall be called by notice of at least 21 clear days and not less than 10 clear business days. All other extraordinary general meetings shall be called by notice of at least 14 clear days and not less than 10 clear business days. The notice shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 73) the general nature of that business. <u>If the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.</u> The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special Resolution shall specify the intention to propose the resolution as a Special Resolution.</p>
73A.	<p>All general meetings are subject to the following:-</p> <p>(a) <u>Members present in person or by proxy at a place of a meeting and/or participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at, the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members or proxies at the place of meeting and/or participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business to communicate with each other simultaneously and instantaneously for which the meeting has been convened.</u></p>

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
	<p>(b) <u>where Members or proxies attend a meeting by being present at the place of meeting and/or participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment or the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting.</u></p> <p>(c) <u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the place of meeting and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at the place of meeting shall be entitled so to attend by electronic communication/meeting (as the case may be); and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting by electronic communication/meeting (as the case may be) shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p> <p>(d) <u>If it appears to the chairman of the general meeting that in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate or it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting, then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
81.	<p><u>RIGHT TO SPEAK AND VOTES OF MEMBERS</u></p> <p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member <u>(including a Member which is a clearing house (or its nominee(s)) present in person or by proxy (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy</u> shall have <u>the right to speak and have the right to vote, except where such member is required by the Listing Rules to abstain from voting to approve the matter under consideration, under which every member present in such manner shall have</u> one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. At any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.</p>
84.	<p>Votes may be given either personally or by proxy <u>and may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u></p>
86.	<p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles, by the Companies Law Act or by any applicable laws, rules or regulations. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.</p>
89.	<p>(2) Where the Company has knowledge that any Member is, under the Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>
91.	<p>Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise <u>as if it were an individual Member present in person at any general meeting.</u></p>

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
97.	<p>(1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative, <u>who enjoy rights equivalent to the rights of other Shareholders</u>, at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.</p> <p>(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members <u>or at any meeting or creditors</u> provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers, <u>including the right to speak and the right to vote</u>, on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)).</p>
99.	<p>(2) Subject to these Articles and the Companies LawAct, the Company may by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy on the Board of Directors, or as an addition to the existing Board of Directors provided that at least one-third, or three members, of the Board of Directors, whichever is greater, shall be Independent Non-Executive Directors.</p> <p>(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board of Directors or as an addition to the existing Board of Directors provided that at least one-third, or three members, of the Board of Directors, whichever is greater, shall be Independent Non-Executive Directors. Any Director so appointed to fill a casual vacancy by the Board of Directors shall hold office only until the next following <u>annual</u> general meeting of the Company and shall then be eligible for re-election. Any Director so appointed as an addition to the existing Board of Directors shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
111.	Subject to the Companies Law Act and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 112. No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the Director interested directly or indirectly therein has failed to disclose its interests to the Company.
114.	Subject to the provisions of the Companies Law Act, these Articles and to any resolutions made in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company. No resolution made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that resolution had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board of Directors by any other Article.
115.	(c) to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Companies Law Act.
118.	Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Companies Law Act, the Company shall not directly or indirectly:
125.	The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or part of its undertaking, property and uncalled capital or any part thereof, and subject to the Companies Law Act to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
128.	The Company shall cause to be kept in one or more books at its Office a Register of Directors and officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the Companies Law Act or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of Companies of any change that takes place in relation to such Directors and officers as required by the Companies Law Act .
143.	Subject to the Companies Law Act , the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board of Directors.
144.	Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an Ordinary Resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Companies Law Act .
153.	The Board of Directors shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Companies Law Act or necessary to give a true and fair view of the Company's affairs and to explain its transactions.
158.	(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall, <u>by Ordinary Resolution</u> , appoint an Auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
159.	Subject to the Companies Law Act the accounts of the Company shall be audited at least once in every year.
160.	The remuneration of the Auditor shall be fixed by the Company in <u>such</u> general meeting <u>at which he is appointed by Ordinary Resolution</u> or or in such manner <u>as the Members may otherwise determine</u> specified in such a resolution.

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
161.	If the office of auditor becomes vacant by the resignation, bankruptcy or death (in the case of an individual) of the Auditor, or by his becoming incapable of acting by reason of illness (in the case of an individual) or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed. <u>Subject to Article 158(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 158(1) at such remuneration to be determined by the Members under Article 160.</u>
164.	Subject to the Companies Law Act and these Articles, the Directors may:
166.	The Directors shall in accordance with Section 34 of the Companies Law Act establish a share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share.
167.	There shall be debited to any share premium account on the redemption or purchase of a share the difference between the nominal value of such share and the redemption or purchase price provided always that at the discretion of the Directors such sum may be paid out of the profits of the Company or, if permitted by Section 37 of the Companies Law Act, out of capital.
169.	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Companies Law Act:
184.	(2) If the Company shall be wound up (whether the liquidation is voluntary or compelled by the court) the liquidator may, with the authority of an Ordinary Resolution and any other sanction required by the Companies Law Act, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

ARTICLES NO.	PROVISIONS IN THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION)
185.	Subject to the Companies Law Act and the rights attaching to the various classes of shares, the Company may at any time and from time to time by Special Resolution alter or amend these Articles in whole or in part.



Forgame Holdings Limited
雲遊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00484)

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 Friday, 19 May 2023 at 11:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions:

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 2022.
2. (A) (i) To re-elect Mr. ZHU Liang as an executive Director.

(ii) To re-elect Mr. LU Xiaoma 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, options, 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;

APPENDIX IV NOTICE OF THE ANNUAL GENERAL MEETING

- (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

APPENDIX IV NOTICE OF THE ANNUAL GENERAL MEETING

(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 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 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

APPENDIX IV NOTICE OF THE ANNUAL GENERAL MEETING

(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

APPENDIX IV NOTICE OF THE ANNUAL GENERAL MEETING

(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.”

SPECIAL RESOLUTION

5. To adopt the second amended and restated memorandum and articles of association and the Directors be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the aforesaid adoption of the proposed amendments.

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

Hong Kong, 17 April 2023

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 of the Company (the “**Shareholders**”) for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the Shareholders.
- (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.

APPENDIX IV NOTICE OF THE ANNUAL GENERAL MEETING

- (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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Tuesday, 16 May 2023 to Friday, 19 May 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 15 May 2023.
- (vi) In respect of ordinary resolutions numbered 2(A)(i) and (ii) above, (a) Mr. ZHU Liang shall retire at the Meeting and being eligible, has offered himself for re-election as Director, and (b) Mr. LU Xiaoma 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 accompanying circular dated 17 April 2023 (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 accompanying Circular.

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 and Mr. ZHU Liang; the non-executive Director is Mr. HAN Jun; and the independent non-executive Directors are Mr. WONG Chi Kin, Mr. LU Xiaoma, and Mr. JI Yong.