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

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

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## **OURGAME INTERNATIONAL HOLDINGS LIMITED**

**聯眾國際控股有限公司\***

*(a company incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 6899)**

### **PROPOSED ELECTION OF DIRECTORS AND NOTICE OF GENERAL MEETING**

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A notice convening the General Meeting of Ourgame International Holdings Limited to be held in Meeting Room, Jingyun Parkview, Wanshan Town, Xiangzhou District, Zhuhai City, Guangdong Province, China on Friday, 16 September 2022 at 5:00 p.m. is set out on pages 21 to 23 of this circular. A form of proxy for use at the General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.lianzhong.com>).

Whether or not you are able to attend the General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the General Meeting (i.e. before 5:00 p.m. on Wednesday, 14 September 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the General Meeting if they so wish.

\* For identification purpose only

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## DEFINITIONS

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

“Articles of Association” or “Articles”	the amended and restated articles of association of our Company adopted by special resolution passed on 12 June 2014 and effective on the date of listing
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan
“Company” or “our Company”	Ourgame International Holdings Limited, a company incorporated in the Cayman Islands on 4 December 2013
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Meeting”	a general meeting of the Company to be held in Meeting Room, Jingyun Parkview, Wanshan Town, Xiangzhou District, Zhuhai City, Guangdong Province, China on Friday, 16 September 2022 at 5:00 p.m. to consider among other things, the business relating to resolutions no. 2(a) to (f) and 3 (the “ <b>Director Re-election and Remuneration Proposal</b> ”) as set out in the notice of the annual general meeting of the Company held on 24 July 2022 (the “ <b>AGM</b> ”) which have been adjourned at the AGM, together with other resolutions recommended by the Directors and certain Shareholders relating to the election of Directors which are set out in full on pages 21 to 23 of this circular, or any adjournment thereof
“Group”	the Company, its subsidiaries and any entities the results of which are consolidated into those of the Company by way of the entering into of the contractual arrangements from time to time, and the expression “member of the Group” shall be construed accordingly
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 August 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 12 June 2014
“Notice of General Meeting”	the Notice of the General Meeting dispatched to the Shareholders in respect of the General Meeting to be held on 16 September 2022
“RMB”	Renminbi, the lawful currency of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of our Company with a par value of US\$0.00005 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the United States



**OURGAME INTERNATIONAL HOLDINGS LIMITED**

**聯眾國際控股有限公司\***

*(a company incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 6899)**

*Executive Director:*

Mr. LU Jingsheng (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. LI Yangyang (*Chairman*)

Mr. LIU Jiang

Mr. LIU Xueming

Ms. GAO Liping

Mr. HUA Yumin

*Independent Non-executive Directors:*

Mr. MA Shaohua

Mr. ZHANG Li

Mr. GUO Yushi

*Registered Office:*

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

*Principal Place of Business*

*in Hong Kong:*

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

26 August 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED ELECTION OF DIRECTORS  
AND  
NOTICE OF GENERAL MEETING**

**1. INTRODUCTION**

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

\* For identification purpose only

## LETTER FROM THE BOARD

### 2. PROPOSED ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 24 July 2022 (the “**Announcement**”) in relation to the Adjournment of the AGM to be re-convened and held to consider the Director Re-election and Remuneration Proposal and the Proposed Appointment of Additional Director. Terms not otherwise defined in this circular shall have the same meanings ascribed thereto in the Announcement.

Other than the Director Re-election and Remuneration Proposal, the Company has received a number of nominations of Directors from a number of Shareholders, details of which are set out below:

- As mentioned in the Announcement, on 15 July 2022, the Company received a notice of intention from a registered Shareholder to propose Ms. Yu Bing for election as a Director;
- On 15 August 2022, Mr. Li Yangyang, a non-executive Director, the chairman of the Board and a substantial Shareholder of the Company, together with Choi Shun Investment Limited (an entity controlled by Mr. Li Yangyang) (“**Choi Shun**”), proposed to nominate the following candidates as Directors and to take up the following positions in the Company (the “**Proposed Nominations by Mr. Li**”):

<b>Name of candidates</b>	<b>Positions to be taken up</b>
Ms. Wang Ruyuan (王茹遠)	● Non-executive Director
Mr. Wang Runqun (王潤群)	● Non-executive Director
Ms. Xiao Yundan (肖雲丹)	● Non-executive Director

Such nominations made by Mr. Li Yangyang and Choi Shun were approved by the Nomination and Corporate Governance Committee and the Board.

- On 14 August 2022 and on 23 August 2022, the Company received an email from a person who claimed to be a Shareholder (the “**Purported Shareholder**”), among other things, proposing to nominate the following candidates as Directors and to take up the following positions in the Company:

<b>Name of candidates</b>	<b>Positions to be taken up</b>
Ms. Fu Qiang (傅強)	● Non-Executive Director; and ● Chairman of the Risk Prevention and Digital Assets Management Committee

## LETTER FROM THE BOARD

Name of candidates	Positions to be taken up
Ms. Li Qiang (李強)	<ul style="list-style-type: none"><li>• Non-Executive Director; and</li><li>• Member of the Audit Committee</li></ul>
Mr. Zhang Peng (張鵬)	<ul style="list-style-type: none"><li>• Executive Director; and</li><li>• Member of the Nomination and Corporate Governance Committee</li></ul>

- On 5 August 2022, the Company received a requisition from Glassy Mind Holdings Limited (“**Glassy Mind**”) (according to latest forms of disclosure of interests submitted by the Shareholders of the Company, Glassy Mind is an indirect wholly-owned subsidiary of iRena Group Co., Ltd. (“**iRena**”)) and Yu Meng (together with the Purported Shareholder, the “**Nominating Shareholders**”), requesting the Board to convene an extraordinary general meeting in accordance with Article 12.3 of the Articles of Association for the purposes of, among other things, considering and if thought fit, the removal of all existing Directors other than Mr. Liu Jiang, from all of their positions in the Company and the removal of any Directors newly appointed immediately before convening this General Meeting; and the proposed appointment of the following candidates as Directors and to take up the following positions in the Company, with immediate effect upon passing of the relevant resolutions:

Name of candidates	Positions to be taken up
Mr. Wang Dong (王棟)	<ul style="list-style-type: none"><li>• Executive Director;</li><li>• Chairman of the Board; and</li><li>• Member of Remuneration Committee</li></ul>
Mr. Liu Shiru (劉仕儒)	<ul style="list-style-type: none"><li>• Executive Director; and</li><li>• Chairman of Risk Prevention and Digital Assets Management Committee</li></ul>
Mr. Wang Jianhua (王建華)	<ul style="list-style-type: none"><li>• Independent Non-Executive Director; and</li><li>• Member of Audit Committee</li></ul>
Mr. Shen Hengyu (沈恒宇)	<ul style="list-style-type: none"><li>• Independent Non-Executive Director;</li><li>• Member of Remuneration Committee; and</li><li>• Chairman of Nomination and Corporate Governance Committee</li></ul>
Mr. Chow Ming Sang (周明笙)	<ul style="list-style-type: none"><li>• Independent Non-Executive Director; and</li><li>• Chairman of Audit Committee</li></ul>

## LETTER FROM THE BOARD

<b>Name of candidates</b>	<b>Positions to be taken up</b>
Mr. Zhou Bin (周彬)	<ul style="list-style-type: none"><li>● Independent Non-Executive Director;</li><li>● Member of Audit Committee; and</li><li>● Member of Nomination and Corporate Governance Committee</li></ul>
Professor Shi Jiayou (石佳友)	<ul style="list-style-type: none"><li>● Independent Non-Executive Director</li><li>● Chairman of the Remuneration Committee; and</li><li>● Member of Risk Prevention and Digital Assets Management Committee</li></ul>
Mr. Gao Hong (高宏)	<ul style="list-style-type: none"><li>● Executive Director; and</li><li>● Member of Nomination and Corporate Governance Committee</li></ul>

None of the Nominating Shareholders set out any reasons and/or grounds for their respective proposed nomination of directors or change of members of the Board. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect thereof. In respect of the nomination from the Purported Shareholder, to the best knowledge and information of the Board, the Purported Shareholder holds the Shares through a stockbroker and is not a registered Shareholder whose name is in the register of members of the Company. Nevertheless, in order to allow Shareholders to have a chance of assessing the suitability of all candidates proposed to be elected as Directors, upon the consideration and nomination of the Nomination and Corporate Governance Committee, the Board has decided to put forward the relevant resolutions proposed in the nomination from the Purported Shareholder for Shareholders' consideration at the General Meeting.

Given the aforementioned, to meet the requirement and proposals by the relevant aforesaid Shareholders and to simplify unnecessary matters at our best, the Board proposes to consider the resolutions proposed by the Nominating Shareholders, the Proposed Nomination by Mr. Li and the election of all existing Directors and the proposed determination of remuneration at the General Meeting. As of the Latest Practicable Date, the Company had not received the biographies of the candidates nominated by the Nominating Shareholders. To the best knowledge of the information available to the Company, biographies of the aforementioned candidates are set out in Appendix I to the Circular. As of the Latest Practicable Date, the Company has yet to receive any consent to act from any of the candidates nominated by Glassy Mind and Yu Meng.

Any Director candidates who are not appointed at the General Meeting will be removed or will not act as the Director of the Company.



## LETTER FROM THE BOARD

### 3. GENERAL MEETING AND PROXY ARRANGEMENT

The Notice of General Meeting is set out on pages 21 to 23 of this circular.

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

A form of proxy for use at the General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.lianzhong.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the General Meeting (i.e. before 5:00 p.m. on Wednesday, 14 September 2022) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the General Meeting if you so wish.

### 4. REPRESENTATION

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

### 5. RECOMMENDATION

With regard to the proposed appointment of Directors nominated by Glassy Mind and Yu Meng, namely Mr. Wang Dong, Mr. Gao Hong (“**Mr. Gao**”), Mr. Liu Shiru, Mr. Wang Jianhua, Mr. Shen Hengyu, Mr. Chow Ming Sang, Mr. Zhou Bin and Professor Shi Jiayou, the Board noted that all the proposed candidates are male and if all of them are elected to the Board, the Company will be in breach of the requirement under Rule 13.92 of the Listing Rules which provides that board diversity will not be considered by the Stock Exchange to be achieved for a single gender board and the Company will also be in breach of the board diversity policy adopted by the Company.

## LETTER FROM THE BOARD

In addition, the Board noted that Mr. Gao and Ms. Fu Qiang (“**Ms. Fu**”) were both former Directors which were removed from his/her office with effect from 6 May 2021. Reference is made to the announcement of the Company dated 6 May 2021 in relation to the removal of certain Directors, including Mr. Gao and Ms. Fu (the “**Removal Announcement**”). They were unsuitable for acting as Directors of the Company, mainly due to: Firstly, As mentioned in the Removal Announcement, Mr. Gao, together with Ms. Fu, as responsible persons (in the capacity of directors of iRena), were punished by Beijing Regulatory Bureau of the China Securities Regulatory Commission (“**CSRC**”) with a warning and a fine in August 2020 for illegal and non-compliant information disclosure by iRena, according to the Administrative Penalty Decision Letter ([2020] No.6) (行政處罰決定書) published by Beijing Regulatory Bureau of the CSRC.

Secondly, as mentioned in the Removal Announcement, in March 2021, Mr. Gao made a request to relevant Directors that the Company should prioritize the allocation of at least the majority of the proceeds from the sale of World Poker Tour (“**WPT**”) business by Allied Esports Entertainment, Inc. (NASDAQ: AESE) (“**AESE**”) to iRena or its related parties by way of other means, such as by connected transactions, or by loan arrangement between iRena and the Company, failing which, Mr. Gao, together with Ms. Fu, would cause obstruction and difficulties in the operation of the Company. In addition, Mr. Gao engaged in a series of acts undermining interests of the Company and claimed to relevant Directors of the Company that his aforesaid acts were forced by Ms. Fu.

Furthermore, apart from the situation mentioned in the Removal Announcement and the announcement of the Company dated 10 July 2022, according to the latest situation acknowledged by the Company recently, relevant parties including iRena (indirectly wholly-owned Glassy Mind) and Ms. Fu were suspected for conspiracy to defraud, misappropriation and embezzlement of the Company’s fund in capacity of substantial Shareholder and Director. Apart from the arbitration proceedings under the relevant loan agreement, the Company is also considering and exploring other possible legal actions, including but not limited to file litigation against Fu Qiang, iRena and its person-in-charge (e.g. Mr. Gao) to the court.

Given the aforementioned reasons, taking into account the interest of the Company and other Shareholders as a whole, the Board strongly believes that Mr. Gao and Ms. Fu are unfit and unsuitable to act in the position as Directors and recommends the Shareholders to vote **AGAINST** the resolutions proposed by the Nominating Shareholders.

Yours faithfully,  
**Ourgame International Holdings Limited**  
**Lu Jingsheng**  
*Chief Executive Officer and Executive Director*

*The following are the particulars of the candidates proposed to be elected at the General Meeting:*

**1. MR. LU JINGSHENG (陸京生)**

Mr. Lu Jingsheng, aged 43, has been an executive Director and the chief executive officer of the Company since 1 May 2021. Mr. Lu was an independent non-executive Director from 30 June 2020 to 1 May 2021. He holds a bachelor of economics degree in international business administration from the University of International Business and Economics, and has the qualifications of American Certified Public Accountant, Chinese Certified Public Accountant and fund practice, as well as ACCA member of British Certified Public Accountant. From February 2013 to June 2018, he served as a director of Zhejiang Sunriver Culture Co., Ltd. (浙江祥源文化股份有限公司) and the responsible person for the Beijing region of Xiamen XTone Animation Co., Ltd. (廈門翔通動漫有限公司). From October 2001 to October 2010, he served as the audit manager at the audit department of Deloitte Touche Tohmatsu Certified Public Accountants Co., Ltd. Beijing Branch (德勤華永會計師事務所有限公司北京分所) and a senior auditor at the audit department of Deloitte's Boston Branch in the United States. Mr. Lu has also been a director of certain subsidiaries of the Company, including but not limited to AESE, a non-wholly owned subsidiary of the Company.

As at the Latest Practicable Date, Mr. Lu was interested in 22,000,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lu (i) does not hold any other position within any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Lu has entered into a service contract with the Company for his role as the chief executive officer of the Company and an executive Director for a term of three years commencing on 1 May 2021 and he (in the capacity of executive Director) shall be subject to the requirements of retirement by rotation and re-election as stipulated in the Memorandum and Articles of Association of the Company at the annual general meetings of the Company in accordance with the Articles of Association. During the term of his appointment, Mr. Lu is entitled to an aggregate annual remuneration package equivalent to approximately RMB1.02 million (or a pro rata amount for an incomplete year).

Save for the information disclosed above, there are no other matters concerning Mr. Lu that need to be disclosed pursuant to paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

**2. MR. LI YANGYANG (李揚揚)**

Mr. Li Yangyang, aged 43, has been chairman of the Board since 30 June 2020 and a non-executive Director since 31 March 2022. Mr. Li was an executive Director from 30 June 2020 to 31 March 2022 and the acting chief executive officer of the Company from 30 June 2020 to 1 May 2021. Mr. Li has served as the chairman of the board of directors of World Business Services Union (更生行集團) and Choi Shun Investment Limited (財信投資有限公司) since 2014. In 2008, he integrated Zhejiang Dongyang Elephant Media Co., Ltd. (浙江東陽大象傳媒有限公司), Beijing Elephant Guozhong Advertising Co., Ltd. (北京大象國眾廣告有限公司) and Beijing Elephant Zhiyuan Cultural Media Co., Ltd. (北京大象至元文化傳媒有限公司) into Elephant Media Group (大象傳媒集團) and served as the chairman of the board of directors of Elephant Media Group. In 2003, he founded Business Media China Group (商媒中國廣告及會展有限公司) and served as its chief executive officer. In 2001, he served as Assistant President of China Great Wall Industry Corporation (中國航天長城工業總公司). Mr. Li has also been the co-chairman of the board and a director of AESE, a non-wholly owned subsidiary of the Company and a director of certain other subsidiaries of the Company.

As at the Latest Practicable Date, Mr. Li was interested in 319,302,593 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li (i) does not hold any other position within any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Li has entered into a service contract with the Company for a term of three years and shall be subject to the requirements of retirement by rotation and re-election as stipulated in the Memorandum and Articles of Association of the Company at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Li's service contract, Mr. Li is entitled to an aggregate annual remuneration package equivalent to approximately RMB0.47 million (or a pro rata amount for an incomplete year).

Save for the information disclosed above, there are no other matters concerning Mr. Li that need to be disclosed pursuant to paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

### 3. MR. LIU JIANG (劉江)

Mr. Liu Jiang, aged 54, had been an executive Director since the incorporation of our Company until 27 March 2015 when he was re-designated as a non-executive Director on the same day. Mr. Liu joined the Group in December 2010 and holds directorship in Beijing Lianzhong Co., Ltd.\*. He also serves as chairman of the board of directors of Hehong Holdings Group. Mr. Liu received his Bachelor of Economics from the East China Jiaotong University, China in 1991.

As at the Latest Practicable Date, Mr. Liu was interested in 65,861,864 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Liu has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Liu's letter of appointment, Mr. Liu is entitled to nil remuneration.

Save for the information disclosed above, there are no other matters concerning Mr. Liu that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

### 4. MR. LIU XUEMING (劉學明)

Mr. Liu Xueming, aged 37, has been the chairman of Ruian Yuyue Technology Company Limited (瑞安市宇躍科技有限責任公司) since December 2016. From 2015 to 2016, Mr. Liu Xueming was a senior manager at the legal department of China National Native Produce and Animal By-Products Import & Export Corporation (中國土產畜產進出口總公司), a subsidiary of the China National Cereals, Oils and Foodstuffs Corporation. From June 2014 to 2015, Mr. Liu Xueming was a manager at the governmental affairs department of Procter & Gamble (China) Ltd. (寶潔(中國)有限公司). Mr. Liu Xueming obtained a bachelor of laws in international economic law from the University of International Business and Economics (“UIBE”) in June 2008, a master of laws in international commercial law from the Vrije Universiteit Amsterdam in July 2009 and a doctor of philosophy in international law from the UIBE in June 2014.

As at the Latest Practicable Date, Mr. Liu Xueming was interested in 2,250,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu Xueming (i) does not hold any other position within any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Liu Xueming has entered into a letter of appointment with the Company for his role as a non-executive Director for a term of three years subject to the provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As determined by the Board, Mr. Liu Xueming is entitled to a remuneration of HK\$300,000 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Liu Xueming that need to be disclosed pursuant to paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

#### 5. MS. GAO LIPING (高麗平)

Ms. Gao Liping, aged 60, has been a non-executive Director since 4 November 2021. Ms. Gao has been a director of Aimer Co., Ltd.\* (愛慕股份有限公司) (“**Aimer**”) (stock code: 603511.SH) since January 2017, the shares of which are listed on the Shanghai Stock Exchange. Ms. Gao has over 38 years’ experience in accounting and finance. She was a vice president of finance of Aimer from August 1995 to December 2016, an accounting supervisor of Beijing Wangma Computer Corporation\* (北京王碼電腦總公司) from March 1993 to July 1995 and a general ledger accountant (總賬會計) of the 5th Factory of Beijing Automation Instrumentation Co., Ltd.\* (北京自動化儀表五廠) from December 1983 to February 1993. Ms. Gao obtained a bachelor of industrial enterprise accounting degree from Renmin University of China in July 1990 and a master of business administration (finance) degree from the Chinese University of Hong Kong in July 2014.

As at the Latest Practicable Date, Ms. Gao had no interest in the Shares.

Save as disclosed above, Ms. Gao (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Ms. Gao has entered into a letter of appointment with the Company for her role as a non-executive Director for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Ms. Gao’s letter of appointment, Ms. Gao is entitled to a fixed director’s fee of RMB100,000 per year.

Save for the information disclosed above, there are no other matters concerning Ms. Gao that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

#### 6. MR. HUA YUMIN (華彧民)

Mr. Hua Yumin, aged 43, has been a non-executive Director since 4 November 2021. Mr. Hua has over 20 years' experience in corporate finance and investment. He has been a chairman of the investment committee of Liuzhou Dongtou Venture Capital Management Co., Ltd.\* (柳州東投創業投資管理有限公司) since August 2018. From May 2007 to July 2018, he was a board secretary and investment manager of Shunli Ban Information Service Co., Ltd.\* (順利辦信息服務股份有限公司) (formerly known as Qinghai Mingjiao Co., Ltd.\* (青海明膠股份有限公司)) (stock code: 000606.SZ), a company listed on the Shenzhen Stock Exchange. From April 2002 to April 2007, he was an investment manager of Tianjin Teda Venture Capital Corporation Limited (天津泰達科技投資股份有限公司). Mr. Hua obtained a bachelor of economics degree from Tianjin University of Finance and Economics in July 2002 and a joint master's degree in international trade and economic relations from Nankai University and Flinders University in October 2005. He further obtained a master of business administration degree from China Europe International Business School in October 2014.

As at the Latest Practicable Date, Mr. Hua had no interest in the Shares.

Save as disclosed above, Mr. Hua (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Hua has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Hua's letter of appointment, Mr. Hua is entitled to a fixed director's fee of RMB100,000 per year.

Save for the information disclosed above, there are no other matters concerning Mr. Hua that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**7. MR. MA SHAOHUA (馬少華)**

Mr. Ma Shaohua, aged 42, has been an independent non-executive Director since 30 June 2020. Mr. Ma holds a bachelor of laws degree from Northern Jiaotong University (now known as Beijing Jiaotong University) and a master of public administration degree from the Party School of the CPC Central Committee. Since 2018, he has worked at Legend Holdings Corporation.

As at the Latest Practicable Date, Mr. Ma had no interest in the Shares.

Save as disclosed above, Mr. Ma (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Ma has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Ma's letter of appointment, Mr. Ma is entitled to a fixed director's fee of HK\$300,000 per annum.

Mr. Ma has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save for the information disclosed above, there are no other matters concerning Mr. Ma that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**8. MR. ZHANG LI (章力)**

Mr. Zhang Li, aged 47, has been an independent non-executive Director since 6 May 2021. Mr. Zhang has extensive experience and knowledge in accounting and financial management. Mr. Zhang has been the chief accountant (主任會計師) of Joinach Certified Public Accountants (北京中樂成會計師事務所) since 2009. Prior to that, Mr. Zhang was a regional finance director of China of Popular Holdings (大眾控股股份有限公司) from 2005 to 2007 and an assistant to president of Shandong Wohua Pharmaceutical Co., Ltd. (山東沃華醫藥科技股份有限公司) from 2003 to 2005. Mr. Zhang obtained a master of business administration degree from the China Europe International Business School and has the qualifications of Chinese Certified Public Accountant, the Chinese Certified Tax Agent and fund practice.

As at the Latest Practicable Date, Mr. Zhang had no interest in the Shares.



Save as disclosed above, Mr. Zhang (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Zhang has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As determined by the Board, Mr. Zhang is entitled to a remuneration of HK\$300,000 per annum.

Mr. Zhang has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save for the information disclosed above, there are no other matters concerning Mr. Zhang that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

#### **9. MR. GUO YUSHI (郭玉石)**

Mr. Guo Yushi, aged 50, has been an independent non-executive Director since 4 November 2021. Mr. Guo has been a founder and the chief executive officer of Quanjing Tengfei Management Technology (Beijing) Co., Ltd.\* (全景騰飛管理科技(北京)有限公司) since March 2014, and the chief executive officer of Beijing Quanjing Gaoyuan Consulting Co. Ltd.\* (北京全景高遠諮詢有限公司) since December 2011. From August 2009 to September 2011, Mr. Guo was a partner of Korn Ferry (NYSE: KFY), a company listed on the New York Stock Exchange. From September 2004 to July 2009, he was a chief partner of Gallup Consulting Co., Ltd. (Beijing), and from September 2003 to August 2004, he was a marketing director of Gallup Consulting Co., Ltd. (Shanghai). From July 1997 to August 1999, he worked in China Forest International Travel Agency\* (中國森林國際旅行社) and was responsible for the business development of the company. Mr. Guo obtained a bachelor's degree in forestry and a master of ecology degree from Beijing Forestry University in July 1994 and July 1997, respectively. He further obtained a master's degree in leisure management from the University of Illinois at Urbana-Champaign in July 2001 and a master of business administration degree from the Emory University in June 2003. Mr. Guo has also been a director of AESE, a non-wholly owned subsidiary of the Company.

As at the Latest Practicable Date, Mr. Guo had no interest in the Shares.

Save as disclosed above, Mr. Guo (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Guo has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Guo's letter of appointment, Mr. Guo is entitled to a fixed director's fee of HK\$300,000 per annum.

Mr. Guo has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save for the information disclosed above, there are no other matters concerning Mr. Guo that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

#### 10. MS. YU BING (于冰)

Ms. Yu Bing (于冰), aged 41, has been a supervisor of Hevol Holding Group Limited\* (和泓控股集團有限公司) since November 2021 and the deputy general manager of the human resources administration department of Hevol Real Estate Group Limited\* (和泓置地集團有限公司) since April 2021. From November 2017 to August 2022, Ms. Yu was a legal representative of Shenyang Hevol Jiarui Real Estate Development Limited\* (瀋陽和泓嘉瑞房地產開發有限公司) (“**Hevol Jiarui**”). From January 2017 to December 2020, Ms. Yu was a director of the human resources administration department of Hevol Jiarui. Since September 2018, Ms. Yu has also been a director of both Guizhou Furuiying Information Consulting Limited\* (貴州福瑞盈信息諮詢有限公司) and Guizhou Hevol Fengying Property Management Limited\* (貴州和泓豐盈物業管理有限公司). From January 2014 to January 2016, Ms. Yu has been a manager of the human resources administration department of Hevol Jiarui.

Ms. Yu obtained a bachelor of science degree in commercial information system from the Northeast Electric Power University in December 2005. Ms. Yu is a cousin of Mr. Liu Jiang, a non-executive Director.

Upon approval of her appointment as a non-executive Director, Ms. Yu will enter into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. The remuneration of Ms. Yu will be determined by the Remuneration Committee of the Company with reference to the prevailing market conditions, qualifications, duties and responsibilities of Ms. Yu upon her appointment being approved.

As at the Latest Practicable Date, Ms. Yu had no interest in the Shares.

Save as disclosed above, Ms. Yu (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there are no other matters concerning Ms. Yu that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

#### 11. MS. WANG RUYUAN (王茹遠)

Ms. Wang Ruyuan, aged 43, served Tencent and TOM Company (TOM公司) successively and served as TMT industry analyst in Haitong Securities Co., Ltd. from December 2007 to July 2011. From July 2011 to October 2014, she served as core researcher and fund manager in Baoying Fund Management Limited\* (寶盈基金管理有限公司). In November 2014, Ms. Wang founded Shanghai Trend Capital LTD.\* (上海宏流投資管理有限公司) and acted as the executive director and legal representative of the company. She graduated from University of Warwick in England with a professional background in computer in 2003.

Upon approval of her appointment as a non-executive Director, Ms. Wang will enter into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. The remuneration of Ms. Wang will be determined by the Remuneration Committee of the Company with reference to the prevailing market conditions, qualifications, duties and responsibilities of Ms. Wang upon her appointment being approved.

As at the Latest Practicable Date, Ms. Wang had interest in 14,523,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Wang (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there are no other matters concerning Ms. Wang that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

**12. MR. WANG RUNQUN (王潤群)**

Mr. Wang Runqun (王潤群), aged 41, has held various positions in the Group including product manager, department manager, director (總監) and general manager of the department responsible for the card and board games related business since he joined the Group in April 2005. From October 2016 to September 2018, Mr. Wang served as the general manager of Beijing Boyue Ledong Technology Limited\* (北京博悅樂動科技有限公司) and Beijing Yiqu Hucai Technology Limited\* (北京奕趣互彩科技有限公司), being companies jointly formed between the Group and Alibaba Group Holding Limited (Stock Code: 9988), where he led a team in relation to the research and operation of competitive card and board games and leisure product on the Alipay platform. Since January 2021, Mr. Wang has been the vice president of the Group, primarily responsible for the operation of the mind sports business.

Mr. Wang obtained a bachelor degree from the Shanghai Ocean University in July 2003 and a master of business administration from Renmin University of China in July 2011.

Upon approval of his appointment as a non-executive Director, Mr. Wang will enter into a service contract with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. The remuneration of Mr. Wang will be determined by the Remuneration Committee of the Company with reference to the prevailing market conditions, qualifications, duties and responsibilities of Mr. Wang upon his appointment being approved.

As at the Latest Practicable Date, Mr. Wang was interested in 10,913,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wang (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there are no other matters concerning Mr. Wang that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

**13. MS. XIAO YUNDAN (肖雲丹)**

Ms. Xiao Yundan, aged 36, joined the Group in September 2015 and held the position of general consultant and vice president of the Group since July 2018 and January 2021, respectively. Before joining the Group, Ms. Xiao was the assistant of investment manager of Xinda Emerging Wealth Asset Management Co.\* (信達新興財富資產管理有限公司) since September 2014. Before

the aforesaid, from January 2011 to September 2014, she worked as a lawyer in Beijing Tian Yuan Law Firm. She obtained a master of laws degree from the University of Bristol in 2010 and a bachelor of laws degree from the Peking University in 2008.

Upon approval of her appointment as a non-executive Director, Ms. Xiao will enter into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. The remuneration of Ms. Xiao will be determined by the Remuneration Committee of the Company with reference to the prevailing market conditions, qualifications, duties and responsibilities of Ms. Xiao upon her appointment being approved.

As at the Latest Practicable Date, Ms. Xiao had interest in 1,100,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Xiao (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there are no other matters concerning Ms. Xiao that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

#### 14. MS. FU QIANG (傅強)

Ms. Fu Qiang, aged 56, was a non-executive Director of the Company from 23 June 2017 to 6 May 2021, until removal by the Company on 6 May 2021. She worked for the China National Complete Plant Import and Export Corp. from July 1989 to February 1993, and worked for China Friendship Development International Engineering Design & Consultation Co., Ltd. from March 1993 to September 2001. In 2001, she co-founded Beijing Irena Culture Promotion Co., Ltd., where she has gained extensive experience in carrying out foreign exchanges and cooperation in the fields of culture and creative and arts. Since 2015, she has served as the chairlady and a director of Irena Group Co., Ltd.

Ms. Fu is involved in multiple proceedings and has failed to meet obligation of payment on schedule confirmed by effective legal instrument from court for multiple incidents resulting in multiple restriction of consumption imposed by court. On 12 August 2020, according to the Administrative Penalty Decision Letter ([2020]No.6) (行政處罰決定書) published by Beijing Regulatory Bureau of the CSRC, Ms. Fu was punished by Beijing Regulatory Bureau of the CSRC with a warning and a fine of RMB100,000. The warning and fine was due to the financial statement of iRena signed by her which included non-compliance and substantially prepared by the then external auditor engaged.

**15. MS. LI QIANG (李強)**

Ms. Li Qiang, from November 1993 to June 2003, worked in China Southern Securities Co., Ltd. (中國南方證券有限公司). From September 2003 to February 2005, she worked in Beijing Xinao Media Company Limited (北京新奧傳媒有限公司) and in March 2005, she joined Beijing Irena Culture Promotion Co., Ltd. serving as the chief financial officer. From June 2015 to present, she acts as the director, vice general manager and finance director of iRena.

On 12 August 2020, according to the Administrative Penalty Decision Letter ([2020]No.6) (行政處罰決定書) published by Beijing Regulatory Bureau of the CSRC, Ms. Li was punished by Beijing Regulatory Bureau of the CSRC with a warning and a fine of RMB50,000. The warning and fine was due to the financial statement of iRena signed by her which included non-compliance and substantially prepared by the then external auditor engaged.

**16. MR. ZHANG PENG (張鵬)**

Mr. Zhang Peng, aged 46, joined the Group as president in February 2014, responsible for mobile games operation of the Company and resigned as president in May 2019 and resigned as consultant of the Company in June 2020. He also served as assistant to general manager of Zhuowang Information Technology Co., Ltd.\* from April 2011 to November 2013. He founded and was the executive vice president of Yisanjiu Mobile Internet Company from November 2008 to April 2011. He served as deputy head of business centre, deputy head of product development, deputy head of cooperation and management centre of the monternet division of China Mobile Communications Corporation, a company listed on both the New York Stock Exchange (stock code: CHL) and the Stock Exchange (stock code: 0941), from September 1998 to October 2008. Mr. Zhang received his Bachelor Degree in electronics and information systems from Shandong University, China in 1998 and obtained his Master degree in Business Administration from Cheung Kong Graduate School of Business in 2009.

**17. MR. GAO HONG (高宏)**

Mr. Gao Hong, aged 55, was an executive Director of the Company from 30 June 2020 to 6 May 2021, until removal by the Company on 6 May 2021. Since 2001, he has been the founder and director of iRena, president of China Region of the International Association of Venue Managers Co., Ltd., a member of the All-China Sports Federation and the vice chairman of Beijing Association of Sports Leisure Industry. On 12 August 2020, according to the Administrative Penalty Decision Letter ([2020]No.6) (行政處罰決定書) published by Beijing Regulatory Bureau of the CSRC, Mr. Gao was punished by Beijing Regulatory Bureau of the CSRC with a warning and a fine of RMB50,000. The warning and fine was due to the financial statement of iRena signed by him which included non-compliance and substantially prepared by the then external auditor engaged.

## NOTICE OF GENERAL MEETING



### OURGAME INTERNATIONAL HOLDINGS LIMITED

### 聯眾國際控股有限公司\*

*(a company incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 6899)**

**Notice is hereby given** that a general meeting (the “**General Meeting**”) of Ourgame International Holdings Limited (the “**Company**”) will be held in Meeting Room, Jingyun Parkview, Wanshan Town, Xiangzhou District, Zhuhai City, Guangdong Province, China on Friday, 16 September 2022 at 5:00 p.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to elect Mr. Lu Jingsheng as an executive director of the Company;
  - (b) to elect Mr. Li Yangyang as a non-executive director of the Company;
  - (c) to elect Mr. Liu Jiang as a non-executive director of the Company;
  - (d) to elect Ms. Gao Liping as a non-executive director of the Company;
  - (e) to elect Mr. Liu Xueming as a non-executive director of the Company;
  - (f) to elect Mr. Hua Yumin as a non-executive director of the Company;
  - (g) to elect Mr. Ma Shaohua as an independent non-executive director of the Company;
  - (h) to elect Mr. Zhang Li as an independent non-executive director of the Company;
  - (i) to elect Mr. Guo Yushi as an independent non-executive director of the Company;
  - (j) to elect Ms. Yu Bing as a non-executive director of the Company;
  - (k) to elect Ms. Wang Ruyuan as a non-executive director of the Company;
  - (l) to elect Mr. Wang Runqun as a non-executive director of the Company;
  - (m) to elect Ms. Xiao Yundan as a non-executive director of the Company;
  - (n) to elect Ms. Fu Qiang as a non-executive director of the Company;

## NOTICE OF GENERAL MEETING

- (o) to elect Ms. Li Qiang as a non-executive director of the Company;
  - (p) to elect Mr. Zhang Peng as an executive director of the Company.
  - (q) to elect Mr. Wang Dong as an executive director of the Company;
  - (r) to elect Mr. Liu Shiru as an executive director of the Company;
  - (s) to elect Mr. Wang Jianhua as an independent non-executive director of the Company;
  - (t) to elect Mr. Shen Hengyu as an independent non-executive director of the Company;
  - (u) to elect Mr. Chow Ming Sang as an independent non-executive director of the Company;
  - (v) to elect Mr. Zhou Bin as an independent non-executive director of the Company;
  - (w) to elect Professor Shi Jiayou as an independent non-executive director of the Company; and
  - (x) to elect Mr. Gao Hong as an executive director of the Company.
2. To authorize the board of directors of the Company to fix the respective directors' remuneration.

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

Hong Kong, 26 August 2022

*Notes:*

- (1) All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the



## NOTICE OF GENERAL MEETING

meeting (i.e. before 5:00 p.m. on Wednesday, 14 September 2022) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (4) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from 13 September 2022 (Tuesday) to 16 September 2022 (Friday), both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 9 September 2022 (Friday).

\* *For identification purpose only*