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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)**

### **RESIGNATION OF NON-EXECUTIVE DIRECTORS CHANGE OF CHAIRMAN OF THE BOARD NON-COMPLIANCE WITH RULE 3.27A OF THE LISTING RULES AND INSUFFICIENT NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Ourgame International Holdings Limited (the “**Company**”) announces that Mr. Liu Jiang (“**Mr. Liu**”) and Mr. Li Yangyang (“**Mr. Li**”) have tendered their resignations as non-executive Directors of the Company with effect from 30 September 2022 due to their other work commitments. Following the resignation of Mr. Liu and Mr. Li, Mr. Liu ceased to be a member of the Risk Prevention and Digital Assets Management Committee and Mr. Li ceased to be the chairman of the Board and the chairman of the Nomination and Corporate Governance Committee. As of the date of this announcement, Mr. Liu is interested in 65,861,864 shares (“**Shares**”) of the Company and Mr. Li is interested in 319,302,593 Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “**SFO**”), respectively.

Both Mr. Liu and Mr. Li have confirmed that each of them has no disagreement with the Board and there is no other matter relating to their resignations that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude to Mr. Liu and Mr. Li for their valuable contributions and support during their tenure of office.

#### **CHANGE OF CHAIRMAN OF THE BOARD**

The Board also announces that, upon the resignation of Mr. Li, Mr. Liu Xueming, a non-executive Director, has been appointed as the acting chairman of the Board, with effect from 30 September 2022.

Biographical details of Mr. Liu Xueming are set out as follows:

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 date of this announcement, Mr. Liu Xueming is 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, substantial shareholder or controlling shareholder of the Company 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 of the Company. 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 of the Company or required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Liu Xueming to the new position.

## **NON-COMPLIANCE WITH RULE 3.27A OF THE LISTING RULES**

Rule 3.27A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) provides that an issuer must establish a nomination committee chaired by the chairman of the board or an independent non-executive director. Following the resignation of Mr. Li, the seat of the chairman of the Nomination and Corporate Governance committee of the Company has been vacated and the Company will take practicable steps to identify suitable candidate to fill the vacancy and comply with Rule 3.27A of the Listing Rules as soon as practicable. Further announcement(s) will be made by the Company as and when appropriate. Given that the Company has yet to fill the vacancy of an independent non-executive Director in order to comply with the

requirements under Rule 3.10A of the Listing Rules, the Board will assess the composition of the Board committees and to determine the chairman of the Nomination and Corporate Governance Committee once the said vacancy of independent non-executive Director is to be filled.

### **INSUFFICIENT NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

Reference is made to the announcement of the Company dated 16 September 2022 in relation to, among other things, the failure to meet the requirement of having independent non-executive Directors who represent at least one-third of the Board under Rule 3.10A of the Listing Rules. Following the resignation of Mr. Liu and Mr. Li, the Board comprises 11 members, including one executive Director, seven non-executive Directors and three independent non-executive Directors and so the Company still fails to meet the requirement under Rule 3.10A of the Listing Rules.

The Board is in the process of identifying suitable candidate(s) to fill the vacancy of the position of independent non-executive Director and will continue to use its best endeavours to ensure that the suitable candidate(s) is(are) appointed as soon as possible. The Company will make further announcement(s) as and when appropriate.

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

Beijing, 30 September 2022

*As at the date of this announcement, the Board comprises Mr. Lu Jingsheng as executive Director; Mr. Liu Xueming, Ms. Gao Liping, Mr. Hua Yumin, Ms. Yu Bing, Ms. Wang Ruyuan, Mr. Wang Runqun and Ms. Xiao Yundan as non-executive Directors, and Mr. Ma Shaohua, Mr. Zhang Li and Mr. Guo Yushi as independent non-executive Directors.*

\* *For identification purpose only*