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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 RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Ourgame International Holdings Limited to be held at I, 19/F, Dynasty Plaza, No. 411–417 Song Yusheng Plaza, Macau on Friday, 28 June 2024 at 5:00 p.m. is set out on pages 9 to 10 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 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 Annual 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 Annual General Meeting (i.e. before 5:00 p.m. on Wednesday, 26 June 2024) or any 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 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:

“Annual General Meeting”	an annual general meeting of the Company to be held at I, 19/F, Dynasty Plaza, No. 411–417 Song Yusheng Plaza, Macau on Friday, 28 June 2024, at 5:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 9 to 10 of this circular, or any adjournment thereof
“Articles of Association” or “Articles”	the articles of association of our Company (as amended from time to time) adopted on 30 June 2023
“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
“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”	3 June 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of our Company with a par value of US\$0.00005 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the United States



OURGAME INTERNATIONAL HOLDINGS LIMITED

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 (*Chairman and
Chief Executive Officer*)

Non-executive Directors:

Ms. GAO Liping
Ms. YU Bing

Independent Non-executive Directors:

Mr. MA Shaohua
Mr. ZHANG Li
Mr. GUO Yushi
Mr. DAI Bing

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

6 June 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL 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 Annual General Meeting.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 16.18 of the Articles of Association which provides that, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall

* For identification purpose only

LETTER FROM THE BOARD

retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Lu Jingsheng (“**Mr. Lu**”), Ms. Gao Liping (“**Ms. Gao**”) and Ms. Yu Bing (“**Ms. Yu**”) will retire at the Annual General Meeting, being eligible and offer themselves for re-election in compliance with the requirement of Article 16.18 of the Articles such that one-third of the Directors shall retire at the Annual General Meeting.

In considering and approving such re-election, the Board has taken into account a wide range of diversity perspectives including, but not limited to, skills, experience and background, geographical and industry experience, ethnicity, gender, knowledge and length of service, as set out in the board diversity policy of the Company.

In particular, the Board is of the view that with the professional background and working experience of the above Directors, they are able to bring extensive knowledge and experience in improving the business development of and enhancing the quality of internal control and corporate governance of the Company. The Board has also taken into account the contributions of the above Directors eligible for re-election and their commitment to their roles.

In view of the above, the Board believes that the re-election of the retiring Directors as Directors is in the best interest of the Company and the Shareholders as a whole, and therefore recommends the re-election of the retiring Directors to the Shareholders.

Details of the retiring Directors offering themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 9 to 10 of this circular.

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

A form of proxy for use at the Annual 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

LETTER FROM THE BOARD

appointed for holding the Annual General Meeting (i.e. before 5:00 p.m. on Wednesday, 26 June 2024) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual 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

The Directors consider that the proposed re-election of retiring Directors is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

6. MISCELLANEOUS

In relation to the appointment of the auditor of the Company, the engagement is effective in respect of the audit of the consolidated financial statements for the year ended 31 December 2023 and future years unless its appointment is terminated by the auditor or the Company. As at the Latest Practicable Date, the Company is yet to determine the continual appointment of the auditor of the Company as it is now focused on the finalisation of the audit of the consolidated financial statements of the Company for the year ended 31 December 2023. Subject to completion of the audit, it is currently estimated that the decision will be made shortly after the publication of annual results of the Company and its subsidiaries for the year ended 31 December 2023 (the “**2023 Annual Results**”) by 30 June 2024. The appointment of the auditor of the Company will be transacted in an adjourned annual general meeting to be held subject to further notice but it is estimated that the approximate time will be on or around end of August 2024.

As there is a delay in publication of the 2023 Annual Results, the receipt and approval of the audited consolidated financial statement of the Company and its subsidiaries, and the reports of the Directors and of the auditor for the year ended 31 December 2023 will be transacted in an adjourned annual general meeting to be held subject to further notice.

Yours faithfully,
Ourgame International Holdings Limited
Lu Jingsheng
Chairman and Executive Director

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

1. MR. LU JINGSHENG (陸京生)

Mr. Lu, aged 45, has been the chairman of the Board since 7 May 2024 and an executive Director and the chief executive officer of the Company since 1 May 2021. He was an independent non-executive Director from 30 June 2020 until he was re-designated as an executive Director and appointed as the chief executive officer of the Company on 1 May 2021. Mr. Lu holds a bachelor degree of economics 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. 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 AGAE (Nasdaq: AGAE), a non-wholly owned subsidiary of the Company.

As at the Latest Practicable Date, Mr. Lu is 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 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. Lu's service contract, Mr. Lu is entitled to an aggregate annual remuneration package equivalent to approximately RMB1.02 million.

Save for the information disclosed above, there are no other matters concerning Mr. Lu 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.

2. MS. GAO LIPING (高麗平)

Ms. Gao, aged 62, has been a non-executive Director since 4 November 2021. Ms. Gao has been an investment manager of Beijing Aimer Investment Management Co., Ltd.* (北京愛慕投資管理有限公司) since January 2024. She was a director of Aimer Co., Ltd.* (愛慕股份有限公司) (“Aimer”) (stock code: 603511.SH) from January 2017 to May 2023, 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 directorship in other listed public companies in the last three years.

Ms. Gao 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 Ms. Gao’s letter of appointment, Ms. Gao is entitled to a remuneration of HK\$100,000 per annum.

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 any of the requirements under Rule 13.51(2) of the Listing Rules.

3. MS. YU BING (于冰)

Ms. Yu, aged 43, has been a non-executive Director since 16 September 2022. She has held various positions in Hevol Holding Group Limited* (和泓控股集團有限公司) and its subsidiaries including manager, director and deputy general manager of the human resources administration department since January 2014. 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). Ms. Yu obtained a bachelor of science degree in commercial information system from the Northeast Electric Power University in December 2005.

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 directorship in other listed public companies in the last three years.

Ms. Yu 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 Ms. Yu's letter of appointment, Ms. Yu is entitled to a remuneration of HK\$100,000 per annum.

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 any of the requirements under Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL 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 an annual general meeting (the “**Annual General Meeting**”) of Ourgame International Holdings Limited (the “**Company**”) will be held at I, 19/F, Dynasty Plaza, No. 411–417 Song Yusheng Plaza, Macau on Friday, 28 June 2024 at 5:00 p.m. for the following purposes:

1. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Lu Jingsheng as an executive director of the Company;
 - (b) to re-elect Ms. Gao Liping as a non-executive director of the Company; and
 - (c) to re-elect Ms. Yu Bing as a non-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
Chairman and Executive Director

Hong Kong, 6 June 2024

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 need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

NOTICE OF ANNUAL GENERAL MEETING

- (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 meeting (i.e. before 5:00 p.m. on Wednesday, 26 June 2024) 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 Tuesday, 25 June 2024 to Friday, 28 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual 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 Monday, 24 June 2024.
- (5) As there is a delay in publication of annual results of the Company and its subsidiaries for the year ended 31 December 2023, the receipt of the audited consolidated financial statement of the Company and its subsidiaries and reports of the directors and of the auditor for the year ended 31 December 2023 will be transacted in an adjourned annual general meeting to be held subject to further notice.

As at the date of this announcement, the Board comprises Mr. Lu Jingsheng as executive Director; Ms. Gao Liping and Ms. Yu Bing as non-executive Directors, and Mr. Ma Shaohua, Mr. Zhang Li, Mr. Guo Yushi and Mr. Dai Bing as independent non-executive Directors.

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