

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**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 proxy form, 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 Monday, 30 June 2025 at 5:00 p.m. is set out on pages 9 to 10 of this circular. A proxy form for use at the Annual General Meeting is also enclosed. Such proxy form 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 proxy form 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 Saturday, 28 June 2025) or any adjournment thereof. Completion and return of the proxy form 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 Monday, 30 June 2025, 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”	2 June 2025, 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)

<b>DEFINITIONS</b>
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“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 Directors:*

Mr. LU Jingsheng (*Chairman and  
Chief Financial Officer*)  
Ms. XU Jin (*Chief Executive Officer*)

*Registered Office:*

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

*Non-executive Directors:*

Ms. GAO Liping  
Ms. YU Bing

*Principal Place of Business  
in Hong Kong:*

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

*Independent Non-executive Directors:*

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

6 June 2025

*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 16.2 of the Articles of Association which provides that, any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Therefore, Ms. Xu Jin, whose appointment as an

\* For identification purpose only

## LETTER FROM THE BOARD

executive Director by the Board took effect from 1 March 2025, shall be eligible and offers herself for re-election. 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 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. Ma Shaohua, Mr. Zhang Li and Mr. Dai Bing will retire at the Annual General Meeting and being eligible, 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.

Having assessed the independence of Mr. Ma Shaohua, Mr. Zhang Li and Mr. Dai Bing who offer themselves for re-election at the Annual General Meeting with reference to the guidelines on independence as set out in Rule 3.13 of the Listing Rules, the Board is satisfied that each of them remains independent.

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.

## LETTER FROM THE BOARD

A proxy form for use at the Annual General Meeting is enclosed with this circular and such proxy form 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 proxy form 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 Annual General Meeting (i.e. before 5:00 p.m. on Saturday, 28 June 2025) or any adjournment thereof. Completion and delivery of the proxy form 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

As there is a delay in publication of the annual results of the Company and its subsidiaries for the years ended 31 December 2023 and 2024, 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 years ended 31 December 2023 and 2024 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. MS. XU JIN (徐金)**

Ms. Xu, aged 41, has been an executive Director and the chief executive officer of the Company since 1 March 2025. She served as the secretary to general manager of Toyou Feiji Electronics Co., Ltd.\* (北京同友飛驒科技股份有限公司) (stock code: 300302.SZ) from September 2007 to December 2010. Upon joining the Group in December 2010, she held various positions in the Group successively, including president assistant, director of the general management department, head of the brand marketing division, and head of the brand public relations division and business development department. Since December 2022, she has been serving as the vice president of the Company and the chief executive officer of Beijing Huaxiang Intelligence Sports Technology Co., Ltd.\* (北京華樣智力體育科技有限公司), a subsidiary of the Company. Ms. Xu obtained a bachelor's degree in management from the Department of Business Administration of Jiangxi Science & Technology Normal University in July 2004 and a master's degree in education, sports management from Zhejiang Normal University in April 2007.

As at the Latest Practicable Date, Ms. Xu is interested in 1,100,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Xu (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.

Ms. Xu 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 Ms. Xu's service contract with the Group, she is entitled to receive an aggregate annual remuneration equivalent to approximately RMB945,000 with a discretionary bonus, which is determined by the Board upon recommendation from the remuneration committee of the Company.

Save for the information disclosed above, there are no other matters concerning Ms. Xu 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. MR. MA SHAOHUA (馬少華)**

Mr. Ma, aged 45, has been an independent non-executive Director since 30 June 2020. Mr. Ma holds a bachelor's degree in law from Northern Jiaotong University (now known as Beijing Jiaotong University) and a master's degree in public administration 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 directorship 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 the said letter of appointment, Mr. Ma is entitled to a remuneration of HK\$300,000 per annum.

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.

**3. MR. ZHANG LI (章力)**

Mr. Zhang, aged 50, 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's degree in business administration 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 directorship 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. Under the terms of the said letter of appointment, Mr. Zhang is entitled to a remuneration of HK\$150,000 per annum.

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.

#### **4. MR. DAI BING (戴冰)**

Mr. Dai, aged 49, has been an independent non-executive Director since 18 November 2022. He has extensive experience and relevant background in corporate management and risk management. He has been the president (總裁) of Zhang Ming Investment Co., Ltd.\* (彰銘投資有限公司), a company incorporated in Macau, since 2018. Mr. Dai obtained a master's degree of science in strategic studies from Nanyang Technological University in Singapore in June 2007.

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

Save as disclosed above, Mr. Dai (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.

Mr. Dai 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 the said letter of appointment, Mr. Dai is entitled to a remuneration of HK\$100,000 per annum.

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

\* For identification purposes only

## 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 Monday, 30 June 2025 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 re-elect Ms. Xu Jin as an executive director of the Company;
  - (b) to re-elect Mr. Ma Shaohua as an independent non-executive director of the Company;
  - (c) to re-elect Mr. Zhang Li as an independent non-executive director of the Company;  
and
  - (d) to re-elect Mr. Dai Bing as an independent non-executive director of the Company.
2. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
3. To re-appoint Moore CPA Limited as auditor of the Company and authorize the board of directors of the Company to fix its remuneration.

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

Hong Kong, 6 June 2025

## NOTICE OF ANNUAL GENERAL MEETING

*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/her. 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 proxy form.
- (3) In order to be valid, the proxy form 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 Saturday, 28 June 2025) or any adjournment thereof. Delivery of the proxy form 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 Wednesday, 25 June 2025 to Monday, 30 June 2025, 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 Tuesday, 24 June 2025.
- (5) As there is a delay in publication of annual results of the Company and its subsidiaries for the years ended 31 December 2023 and 2024, 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 years ended 31 December 2023 and 2024 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 and Ms. Xu Jin as executive Directors; Ms. Gao Liping and Ms. Yu Bing as non-executive Directors, and Mr. Ma Shaohua, Mr. Zhang Li and Mr. Dai Bing as independent non-executive Directors.*

*\* For identification purpose only*