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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)**

- (1) COMPLETION OF THE SALE OF SHARES BY CERTAIN SHAREHOLDERS**  
**(2) RESIGNATION OF NON-EXECUTIVE DIRECTOR**  
**(3) APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND**  
**MEMBER OF THE RISK MANAGEMENT COMMITTEE**  
**AND**  
**(4) CHANGE IN COMPOSITION OF RISK MANAGEMENT COMMITTEE**

### **COMPLETION OF SALE OF SHARES BY CERTAIN SHAREHOLDERS**

The Company has been informed by the Purchaser that all the conditions to each of the Agreements (as amended by the Supplemental Agreements) have been fulfilled, and completion took place on 5 February 2016.

### **RESIGNATION AND APPOINTMENT OF DIRECTORS**

The Board hereby announces the following changes of Directors with effect from 5 February 2016:

1. Mr. Zhang Rongming has resigned as a non-executive Director;
2. Mr. Hua Guanfa was appointed as a non-executive Director and a member of the Risk Management Committee; and
3. Mr. Cheung Chung Yan David was appointed as an additional member of the Risk Management Committee.

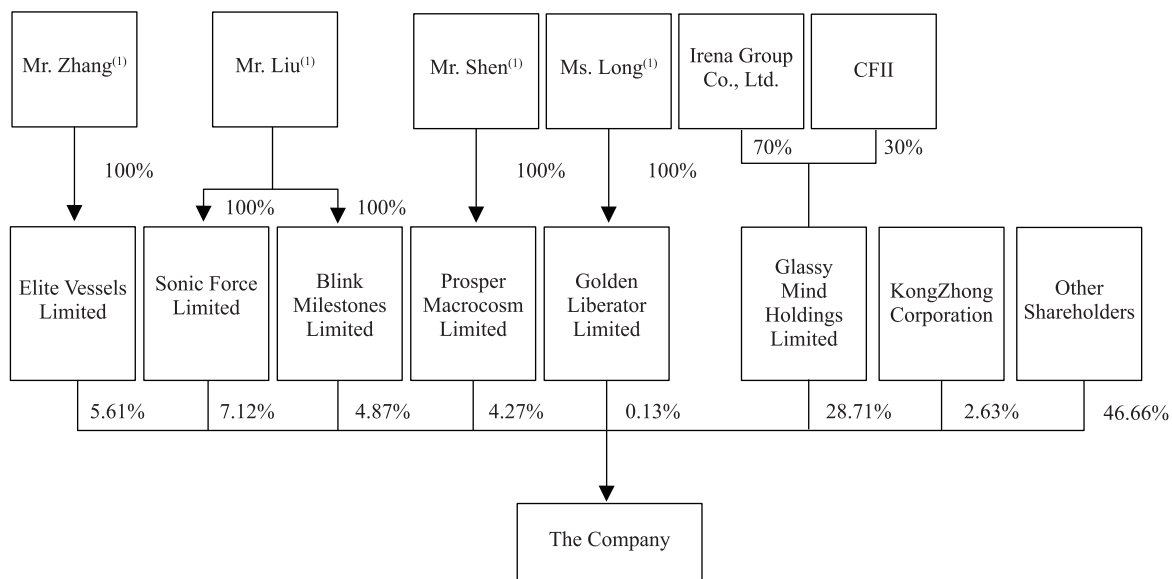
### **COMPLETION OF SALE OF SHARES BY CERTAIN SHAREHOLDERS**

References are made to the announcements of the Company dated 26 November 2015 and 14 December 2015 (the “**Announcements**”) in relation to the Agreements and the Supplemental Agreements.

Unless otherwise defined herein, capitalized terms below shall have the same meanings as those defined in the Announcements.

The Company has been informed by the Purchaser that all the conditions to each of the Agreements (as amended by the Supplemental Agreements) have been fulfilled, and completion took place on 5 February 2016.

Following completion, the shareholding structure of the Company and its Shareholders as of 5 February 2016 will be as follows:



(1) Mr. Zhang, Mr. Liu, Mr. Shen, Ms. Long and certain former Shareholders entered into a Concert Party Agreement on 22 February 2014, pursuant to which Mr. Zhang, Mr. Liu, Mr. Shen, and Ms. Long undertook to vote unanimously on any resolution proposed at the Board and Shareholders meetings of the Company. Mr. Liu’s wife, who is deemed to be Mr. Liu’s concert party, has a 0.277% shareholding in the Company.

## RESIGNATION OF DIRECTOR

The Board announces that Mr. Zhang Rongming (“**Mr. Zhang**”) has tendered his resignation as a non-executive Director with effect from 5 February 2016 in order to devote more time to his family and personal matters.

Mr. Zhang has confirmed that he has no disagreement with the Board and there is no matter in respect of his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere appreciation to Mr. Zhang for his invaluable contribution to the Company during his tenure of office.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND MEMBER OF RISK MANAGEMENT COMMITTEE**

The Board is pleased to announce that Mr. Hua Guanfa (“**Mr. Hua**”) has been appointed as a non-executive Director and a member of the risk management committee of the Company (“**Risk Management Committee**”) with effect from 5 February 2016.

Mr. Hua, aged 32, worked for the Nanfang Media Group from July 2005 to June 2010. From July 2010 to April 2015, he held various positions (including deputy director, director of general management, and secretary to the board of directors) at Weichai Heavy Machinery Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: SZ000880). In April 2015, Mr. Hua joined Irena Group Co., Ltd. (formerly known as Beijing Irena Culture Co., Ltd.), a company listed on the National Equities Exchange and Quotations System in the PRC (stock code: 834358), and has served as a director, deputy general manager and secretary to the board of directors since June 2015.

Mr. Hua has entered into a service contract with the Company for a term of three years commencing from 5 February 2016 and he will be subject to retirement by rotation and re-election at the forthcoming annual general meeting and subsequent retirement and re-election at least once every three years in accordance with the articles of association of the Company and the corporate governance code as set out in Appendix 14 of the Listing Rules. According to the terms of his appointment, a base fee of HK\$1 per annum, which was negotiated between the Company and Mr. Hua, will be payable to Mr. Hua and Mr. Hua is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties in connection with the business of the Company.

Save as disclosed above, as the date of this announcement, Mr. Hua does not hold any positions within the Group or directorships in any listed public companies in the past three years. Mr. Hua does not have any relationships with any Directors, senior management or substantial or controlling Shareholders. Mr. Hua does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders relating to Mr. Hua’s appointment.

The Board would like to express its warmest welcome to Mr. Hua on his appointment.

## **CHANGE IN COMPOSITION OF RISK MANAGEMENT COMMITTEE**

The Board is pleased to announce that Mr. Cheung Chung Yan David, currently an independent non-executive Director, has been appointed as an additional member of the Risk Management Committee. With effect from 5 February 2016, the composition of the Risk Management Committee will be as follows:

Mr. Ng Kwok Leung Frank (*Chairman*)  
Mr. Hua Guanfa  
Mr. Ge Xuan  
Mr. Lu Zhong  
Mr. Cheung Chung Yan David

## **DEFINITIONS**

In this announcement, unless otherwise defined, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Company”	Ourgame International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company, its subsidiaries and its PRC operating entities from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Shareholders”	holders of the Share(s)

“Shares” ordinary shares of US\$0.00005 each in the share capital of the Company

“Stock Exchange” The Stock Exchange of Hong Kong Limited

By order of the Board  
**Ourgame International Holdings Limited**  
**Yang Eric Qing**  
*Chairman and Co-Chief Executive Officer*

Beijing, 5 February 2016

*As at the date of this announcement, the Board comprises Mr. Yang Eric Qing and Mr. Ng Kwok Leung Frank as executive Directors; Mr. Liu Jiang, Mr. Hua Guanfa, Mr. Fan Tai and Mr. Chen Xian as non-executive Directors; and Mr. Ge Xuan, Mr. Lu Zhong and Mr. Cheung Chung Yan David as independent non-executive Directors.*

\* *For identification purpose only*