Forgame Holdings Limited
雲遊控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00484)

MAJOR TRANSACTION IN RELATION TO THE DISPOSAL OF 54.54% OF THE ENTIRE ISSUED SHARE CAPITAL OF JLC INC.

THE DISPOSAL AGREEMENT

The Board announces that on 26 April 2019, the Company, the Purchasers and the Target Company entered into the Disposal Agreement, pursuant to which the Company has agreed to sell and the Purchasers have agreed to purchase the Sale Shares, being 54.54% of the entire issued share capital of the Target Company, at a cash consideration of RMB47,433,000 (or equivalent US Dollars or HK Dollars) (the "**Transaction**").

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Disposal are more than 25% but less than 75%, the Disposal constitutes a major transaction of the Company and is subject to the notification, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

GENERAL

The General Meeting will be convened for the Shareholders to consider and, if thought fit, to approve the Disposal pursuant to Chapter 14 of the Listing Rules.

A circular containing, among other things, (i) further information relating to the Disposal; (ii) a notice convening the General Meeting; and (iii) other information required to be disclosed under the Listing Rules, is expected to be despatched to the Shareholders on or before 31 May 2019 as additional time is required to prepare the information to be included in the circular.

As Completion is subject to the fulfilment or waiver of the Conditions pursuant to the Disposal Agreement, the transactions thereunder may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares and securities of the Company.

BACKGROUND OF THE DISPOSAL

On 16 August 2017, the Company completed the acquisition of the Target Company (the "**Acquisition**"), in consideration of the cancellation of the convertible bonds in the principal amount of RMB300.0 million.

As disclosed in the Company's annual results announcement dated 27 March 2018, the investment payment in relation to the Acquisition made by the Company was subject to a profit guarantee (the "**Profit Guarantee**") linked to the adjusted audited net income (the "**Adjusted Net Income**") of the Target Group for the year ended 31 December 2017. The Target Group's Adjusted Net Income has exceeded RMB60.0 million and therefore the Profit Guarantee of not less than RMB60.0 million has been fulfilled for the year ended 31 December 2017.

However, under the tightening liquidity resulting from the drastic change in the industry and the stricter industrial regulation, Jianlicai (as defined below), as a financial information service agency, decided to adjust its business model to discontinue and gradually decrease its "Wealth Management Plan" products in July 2018, resulting in a gradual decrease in revenue. Meanwhile, new standardised asset products were launched.

As mentioned in the Company's 2018 interim report, the Group adopted a discounted cash flow ("**DCF**") method to determine the recoverable amount of the goodwill and identifiable intangible assets arising from the Acquisition, and in light of the actual operating performance after the above mentioned business adjustments, the Group adjusted the financial projection of the existing "Wealth Management Plan" business model. Besides, the new standardised asset products are in the early stages of their life cycles, and cannot provide sufficient information to support their future operating performance in such a short period. Therefore, the Group didn't include the financial projection of the new standardised asset products in the DCF. After conducting careful deliberations with its external consultants, the Group recorded an impairment on the goodwill and identifiable intangible assets arising from the Acquisition amounting to RMB349.1 million (after tax amounting to approximately RMB320.5 million).

Further, as disclosed in the Company's 2018 annual report, the actual operating performance of the Target Group in the second half of 2018 showed that (i) the revenue generated from the existing "Wealth Management Plan" business model decreased significantly, and (ii) the Group did not record any income from the new standardised asset products as they were in early stages.

For details, please also refer to the Company's announcements dated 27 March 2018, 29 July 2018, 17 August 2018, 10 January 2019, 2018 interim report published on 20 September 2018 and 2018 annual report published on 23 April 2019.

THE DISPOSAL

The Board announces that on 26 April 2019, the Company entered into the Disposal Agreement with the Purchasers and the Target Company, pursuant to which the Company has agreed to sell and the Purchasers have agreed to purchase the Sale Shares, being 54.54% of the entire issued share capital of the Target Company, at a cash consideration of RMB 47,433,000 (or equivalent US Dollars or HK Dollars).

The principal terms and conditions of the Disposal Agreement are set out below.

THE DISPOSAL AGREEMENT

Date: 26 April 2019

Parties:

Vendor: the Company

Purchasers: Blue Whale and AP China SPC

Target Company: Jlc Inc.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Purchasers and the ultimate beneficial owner of the Purchasers are third parties independent of and not connected with the Company and its connected persons.

Assets to be disposed of

Sale Shares: the 54,544,421 shares in the Target Company to be transferred by the Company to the Purchasers upon Completion, representing 54.54% of the entire issued share capital of the Target Company and being the entire equity interest of the Target Company held by the Company as of the date of the Disposal Agreement. Among the 54,544,421 shares in the Target Company, 34,544,421 shares will be transferred to Blue Whale and 20,000,000 shares will be transferred to AP China SPC.

The Consideration for the Sale Shares

The consideration for the Sale Shares (the "**Consideration**") shall be RMB47,433,000 (or equivalent US Dollars or HK Dollars) in cash and each Purchaser shall pay to the Company 30% of its applicable amount of its Consideration on the date of Completion and 70% of its applicable amount of the Consideration within six (6) months of the date of Completion. If any Purchase fails to pay any sum of its applicable amount of the Consideration on the due date of such payment as provided in the Disposal Agreement, the overdue part of such Consideration shall bear an interest of 0.2% per day from the due date until such Consideration is fully paid.

Basis of the Consideration

The consideration of RMB47,433,000 (or equivalent US Dollars or HK Dollars) was arrived at after arm's length negotiations between the Company and the Purchasers. In determining the Consideration, the Directors considered, among other things:

(a) the significant change in the regulatory environment of the fintech industry in the PRC since July 2018;

(b) the financial conditions and business prospects of the Target Company deteriorated in the second half of the year 2018, as the revenue generated from the existing "Wealth Management Plan" business model decreased significantly and the Group did not record any income from the new standardised asset products as they were in the early stages;

(c) the Group recorded an impairment on the goodwill and identifiable intangible assets arising from the Acquisition amounting to RMB349.1 million for the year ended 31 December 2018;

(d) the valuation of the Target Group, being RMB86,969,000 as of 31 December 2018, prepared on the basis of fair value of the Target Group using asset based approach by a professional third party valuer independent of the Company and its connected persons. The asset based approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation arising from condition, utility, age, wear and tear, or obsolescence (physical, functional or economical) present, taking into consideration past and present maintenance policy and rebuilding history; and

(e) the Disposal allows the Company to free up its resources from the Target Company and focus on the investments in new businesses with higher potential.

In view of the above, the Directors are of the opinion that the Consideration and the terms of the Disposal are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Conditions precedent

Completion is conditional upon the fulfilment, or waiver by the party or parties entitled to the benefit of the condition, of the following conditions (collectively, the "**Conditions**"):

1. *Conditions to Obligations of the Purchasers and the Company.* The obligations of Purchasers and the Company to consummate the Completion are subject to the satisfaction of the following conditions:

  (a) No applicable law shall prohibit the consummation of the Completion.

  (b) All consents of any competent governmental authority or of any other person that are required to be obtained in connection with the consummation of the Transaction that are required to be consummated prior to the Completion shall have been duly obtained and effective as of the Completion.

(c) All corporate and other proceedings of the Target Company, the Purchasers and the Company in connection with the Transaction to be completed at the Completion and all documents incident thereto, shall have been completed.

(d) the Shareholders having approved at the General Meeting the transactions contemplated under the Disposal Agreement, including the disposal of the Sale Shares to the Purchasers.

2. *Conditions to Obligation of the Purchasers.* The obligation of each Purchaser to consummate the Completion is subject to the satisfaction of the following further conditions, unless otherwise waived in writing by an authorised representative of such Purchaser:

(a) Each of the covenants, conditions and obligations that the Company are required to fulfill or comply with pursuant to the Disposal Agreement on or prior to the date of Completion shall have been duly performed and complied with in all material respects.

(b) The representations and warranties of the Company and the Target Company contained in the Disposal Agreement shall be true, complete, accurate and not misleading in all material respects at and as of the date of the Completion as if made at and as of such time.

(c) There has not occurred any material breach or default under the Disposal Agreement by other parties.

(d) All actions by or in respect of or filings with any governmental authority required to permit the consummation of the Completion shall have been taken, made or obtained.

(e) The Company shall have obtained all approvals, consents, permits and/or waivers required by the applicable laws at its jurisdiction or by any third party necessary for the consummation of the transactions contemplated by the Disposal Agreement, if applicable.

(f) There shall not be any action taken, or any applicable law proposed, enacted, enforced, promulgated or issued by any governmental authority that would have adverse impact on the Transaction.

(g) No event, development, occurrence, change, effect or condition of any character shall have occurred following the date of the Disposal Agreement that, individually or in the aggregate, has had or could reasonably be expected to have a material adverse effect under the Disposal Agreement.

3. *Conditions to Obligation of the Company.* The obligation of the Company to consummate the Completion is subject to the satisfaction of the following further conditions, unless otherwise waived in writing by an authorised representative of the Company:

   (a) (i) Each Purchaser shall have performed in all material respects all of its obligations under the Disposal Agreement required to be performed by it at or prior to the date of Completion; and (ii) the representations and warranties of each Purchaser and the Target Company contained in the Disposal Agreement pursuant thereto shall be true, complete, accurate and not misleading in all material respects at and as of the date of the Completion, as if made at and as of such date.

   (b) The Company shall have received all documents it may reasonably request relating to the existence of each Purchaser.

   (c) There has not occurred any material breach or default under the Disposal Agreement by other parties.

   (d) All actions by or in respect of or filings with any governmental authority required to permit the consummation of the Completion shall have been taken, made or obtained.

   (e) Each Purchaser shall have obtained all approvals, consents, permits and/or waivers required by the applicable laws at its jurisdiction or by any third party necessary for the consummation of the transactions contemplated by the Disposal Agreement, if applicable.

   (f) There shall not be any action taken, or any applicable law proposed, enacted, enforced, promulgated or issued by any governmental authority that would have adverse impact on the Transaction.

   (g) No event, development, occurrence, change, effect or condition of any character shall have occurred following the date of the Disposal Agreement that, individually or in the aggregate, has had or could reasonably be expected to have a material adverse effect under the Disposal Agreement.

Long Stop Date

The Disposal Agreement may be terminated at any time prior to the Completion by the Company or the Purchasers if the Completion shall not have been consummated on or before a date that is 180 days after the date of the Disposal Agreement or any other date as mutually agreed by the Company and the Purchasers (the "**Long Stop Date**"); provided that the party seeking to terminate the Disposal Agreement is not in material breach of any of its obligations under the Disposal Agreement and the right to terminate the Disposal Agreement shall not be available to such party if its failure to fulfill any obligation thereunder shall have been in any material respect, the cause of, or resulted in the failure of Completion to occur prior to the Long Stop Date.

Completion

Completion will take place at the places as the Company and the Purchasers may agree, no later than ten (10) Business Days after satisfaction or, to the extent permissible, waiver by the party or parties entitled to the benefit of the Conditions (other than conditions that by their nature are to be satisfied at the Completion, but subject to the satisfaction or, to the extent permissible, waiver of those conditions at the Completion).

INFORMATION ABOUT THE GROUP

The Company is an investment holding company. The Group is principally engaged in developing and publishing domestic and overseas webgames and mobile games as well as providing internet micro-credit service and financial information service in the PRC.

INFORMATION ABOUT THE PURCHASERS

The Purchasers are Blue Whale and AP China SPC.

Blue Whale, is a company incorporated in the British Virgin Islands with limited liability. Blue Whale is an investment holding company.

AP China SPC is acting for and on behalf of AP New Economic Fund SP. AP China SPC is a close-ended exempted segregated portfolio company incorporated with limited liability pursuant to the laws of the Cayman Islands. The investment objective of AP New Economic Fund SP is to invest in new economic companies in China. AP China SPC is managed by Infinite Capital Limited (the "**Investment Manager**"), a fund management company incorporated in Hong Kong. The Investment Manager has been duly licensed by the Securities and Futures Commission in Hong Kong. The Investment Manager has rich investment management experience and will continuously monitor the fund's investment activity.

INFORMATION ABOUT THE TARGET GROUP

The Target Company is an investment holding company incorporated in the Cayman Islands on 17 November 2016 with limited liability and, through its wholly-owned subsidiaries and the JLC Contractual Arrangements (as defined below) (primarily, Jianlicai Group), principally engaged in the financial information service in the PRC through the operations of websites and mobile phone applications under the "Jianlicai" ("**簡理財**") brand ("**Jianlicai**"). The primary assets of the Target Group constitute the Jianlicai brand which provides online financial assets information to the investing users in the PRC.

The Target Group's consolidated financial information for the years ended 31 December 2016, 2017 and 2018 are set out below:

	For the year ended 31 December 2016 *(RMB'000)* *(unaudited)*	**For the year ended 31 December 2017** *(RMB'000)* *(audited)*	**For the year ended 31 December 2018** *(RMB'000)* *(unaudited)*
Profit/(Loss) before taxation	(28,349)	62,646	52,993
Profit/(Loss) after taxation	(28,779)	58,828	50,411

Based on the unaudited consolidated financial statement of the Target Group, the net assets of the Target Group as at 31 December 2018 was approximately RMB86,969,000.

JLC (HK) is an investment holding company incorporated in Hong Kong on 25 November 2016 with limited liability and a wholly-owned subsidiary of the Target Company. JLC (WFOE) is a company incorporated under the laws of PRC on 27 June 2017 with limited liability, wholly owned by JLC (HK) and principally engaged in software development and the provision of information technology services in the PRC.

Jianlicai Group are companies incorporated under the laws of PRC with limited liability and principally engaged in the provision of financial information technology services, investment consulting services, finance consulting services and technology services in the PRC. JLC (VIE), which is wholly owned by the JLC Registered Shareholder, owns 100% of the equity interest in each of Weilaijin and Laijin.

INFORMATION ABOUT THE JLC REGISTERED SHAREHOLDER AND JLC PRC EQUITY OWNERS

The JLC Registered Shareholder is a company incorporated under the laws of PRC with limited liability, the entire equity interest of which is held by the JLC PRC Equity Owners.

The JLC PRC Equity Owners are Mr. Guo Yong and Ms. Qiu Zengzhen, who beneficially own as to 95% and 5%, respectively, of the equity interest of the JLC Registered Shareholder. The JLC PRC Equity Owners are independent third parties of the Company and its connected person(s).

INFORMATION ABOUT THE JLC CONTRACTUAL ARRANGEMENTS

Pursuant to the applicable PRC laws, the value-added telecommunications business (Information Service via Internet and mobile network) of the Target Group is subject to restriction on foreign investment. As such, each of Jianlicai Group, the JLC Registered Shareholder and their respective shareholders, and JLC (WFOE) had entered into a series of contractual arrangements (collectively, the "**JLC Contractual Arrangements**") to enable the financial results, the entire economic benefits and risks of the businesses of Jianlicai Group to flow into JLC (WFOE) and to enable JLC (WFOE) to gain the controlling right of

Jianlicai Group. Further details of the JLC Contractual Arrangements had been set out in the Company's announcement dated 25 June 2017 and on pages 22 to 24 of the Company's 2017 annual report.

FINANCIAL EFFECTS OF THE DISPOSAL

Upon Completion, members of the Target Group will cease to be subsidiaries of the Company, and their financial results will cease to be consolidated to the Group's financial statements.

Subject to final audit, it is expected that the Group will realise a net gain on the Disposal of RMB2,543,000 which is calculated by reference to the difference between the consideration for the Disposal of RMB47,433,000 (or equivalent US Dollars or HK Dollars) and the 54.54% of the net asset value of the Target Company of RMB82,306,000 based on the unaudited consolidated financial information of Target Company as at 31 March 2019.

REASONS AND BENEFITS FOR THE DISPOSAL AND USE OF PROCEEDS

The environment of the fintech industry in the PRC has significantly changed compared to the time of the Acquisition of the Target Company in 2017. Such changes mainly included:

(1) the relevant regulations have been significantly tightened

Since the second half of the year 2018, the relevant authority has been strengthening regulation and compliance requirements in fintech industry. The stricter regulation policies weakened fintech business' profitability, and therefore brought the increment of operation difficulties to fintech companies.

(2) the return of financial assets has decreased

Since the new standardised asset products are still in the early stages, the business size is still small, so the income generated from the new standardised asset products is not sufficient to cover the loss resulting from the reduction of non-standardised asset products.

(3) the user confidence in fintech products has been weakened

Since the second half of the year 2018, many online lending platforms have encountered liquidity issues which was the main reason for the failure of the majority of online lending platforms. According to a research report issued by a third party analyst, this was likely driven by (i) macro credit tightening which triggered rising defaults, especially for corporate or property related loans, (ii) voluntary exit of some online lending platforms in light of rising compliance costs, and (iii) retail investors' panic and a rush of withdrawals, causing a liquidity crunch for platforms with significant duration mismatches and weak capital bases. Such fintech crisis had hugely impacted user confidence, many fintech users issued fund withdrawal requests, including Jianlicai's users. In order to ease the imbalance between users and asset providers, Jianlicai also adjusted the rules on funds transfer, and set certain limit on the amount of funds transferred by users. Such adjustments helped Jianlicai successfully pass through the most difficult time, However, the user confidence was affected and some users ceased using Jianlicai's service after they withdrew their funds.

All of the above market changes resulted in the increment of Jianlicai's operation difficulties, of which the income was decreased and the expense was increased. From January to March 2019, Jianlicai recorded an unaudited operating loss of approximately RMB4,665,000. Meanwhile, the Group is currently upgrading its game business such as large space virtual reality business which was disclosed in the Company's announcements dated 9 April 2019 and 24 April 2019.

Considering Jianlicai's overall current status and future development, the Group intended to dispose Jianlicai to third parties with business resource advantage to restructure Jianlicai's business and deemed it beneficial to both the Group and Jianlicai.

The Directors consider that (i) the Disposal will lower the Group's business risk due to the high uncertainty of fintech business since the second half of the year 2018; (ii) the Disposal will allow the Group to allocate its resources to other businesses which may generate higher return (such as large space virtual reality business which was disclosed in the Company's announcements dated 9 April 2019 and 24 April 2019); (iii) the Disposal will eliminate the negative impact of Jianlicai brought from its operating loss that affected the Group's overall financial performance; and (iv) the terms of the Disposal Agreement, including the Consideration, which are determined after arm's length negotiations between the Company and the Purchasers, are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

The Directors currently intend to apply the proceeds from the Disposal for the purpose of general working capital of the Group and investment in new business with higher potential.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Disposal are more than 25% but less than 75%, the Disposal constitutes a major transaction of the Company and is subject to the notification, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

CANCELLATION OF UNVESTED RESTRICTED SHARE UNITS

Pursuant to the restricted share unit scheme adopted by the Company on 1 September 2013 (the "**RSU Scheme**"), if a grantee's employment or service with the Group is terminated for any reason other than for Cause (as defined in the RSU Scheme), the Board shall determine at its absolute discretion and shall notify such grantee whether any unvested restricted share units (the "**RSUs**") granted to such grantee shall vest and the period within which such RSUs shall vest. If the Board determines that such RSUs shall not vest, such RSUs shall be cancelled automatically with effect from the date on which such grantee's employment or service is terminated. If the Disposal is approved by the Shareholders in the General Meeting, the related employees of the Target Group will no longer be employees of the Group and therefore the unvested RSUs granted to them will be cancelled upon Completion. Accordingly, 1,166,667 RSUs of Target Group's employees and 958,333 RSUs of other grantees will be cancelled because of the Disposal and failure to meet the financial performance target, termination of service as well as other reasons pursuant to the RSU Scheme.

GENERAL

The General Meeting will be convened for the Shareholders to consider and, if thought fit, to approve the Disposal pursuant to Chapter 14 of the Listing Rules.

A circular containing, among other things, (i) further information relating to the Disposal; (ii) a notice convening the General Meeting; and (iii) other information required to be disclosed under the Listing Rules, is expected to be despatched to the Shareholders on or before 31 May 2019 as additional time is required to prepare the information to be included in the circular.

As Completion is subject to the fulfilment or waiver of the Conditions pursuant to the Disposal Agreement, the transactions thereunder may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares and securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expression shall have the following meaning when used herein:

"AP China SPC"	AP China Unicorn Fund SPC, a closed-ended exempted segregated portfolio company incorporated with limited liability pursuant to the laws of the Cayman Islands
"Blue Whale"	The Blue Whale Tech Ltd., a company incorporated in the British Virgin Islands with limited liability
"Board"	the board of Directors
"Business Day"	a day, other than Saturday, Sunday or other day on which commercial banks in Hong Kong and the PRC are authorised or required by applicable law to close
"Company"	Forgame Holdings Limited, a company incorporated in the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange
"Completion"	completion of the Disposal Agreement in accordance with its terms and conditions
"Director(s)"	director(s) of the Company
"Disposal"	the disposal by the Company of the Sale Shares to the Purchasers pursuant to the Disposal Agreement

"Disposal Agreement"	the share transfer agreement dated 26 April 2019 entered into by and among the Company, the Purchasers and the Target Company in relation to the disposal of the Sale Shares to the Purchasers from the Company
"General Meeting"	the general meeting of the Company to be convened to consider and, if thought fit, to approve, among other things, the Disposal Agreement and the transactions contemplated thereunder
"Group"	the Company and its subsidiaries
"HK$" or "HK Dollars"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Jianlicai Group"	JLC (VIE), Laijin and Weilaijin
"JLC PRC Equity Owners"	Mr. Guo Yong and Ms. Qiu Zengzhen, who beneficially own as to 95% and 5%, respectively, of the equity interest of the JLC Registered Shareholder
"JLC Registered Shareholder"	金未來(廣州)投資諮詢有限公司 (Jinweilai (Guangzhou) Investment Consultancy Co., Ltd.*), a limited liability company established in the PRC, the entire equity interest of which is held by the JLC PRC Equity Owners
"JLC (HK)"	Jianlc (HK) Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Target Company
"JLC (VIE)" or "Jinweilai"	北京金未來金融信息服務有限公司 (Beijing Jinweilai Financial Information Service Company Limited*), a limited liability company established in the PRC, the entire equity interest of which is held by the JLC Registered Shareholder
"JLC (WFOE)"	新谷原信息技術(天津)有限公司 (New Goround Network Technology (Tianjin) Co., Ltd.*), a limited liability company established in the PRC, the entire equity interest of which is held by the JLC (HK)
"Laijin"	北京來金投資基金管理有限公司 (Beijing Laijin Investment Fund Management Company Limited*), a limited liability company established in the PRC, the entire equity interest of which is held by JLC (VIE)
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"PRC"	the People's Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this announcement
"Purchasers"	Blue Whale and AP China SPC
"RMB"	Renminbi, the lawful currency of the PRC
"Sale Shares"	the 54,544,421 shares in the Target Company to be transferred by the Company to the Purchasers upon Completion, representing 54.54% of the entire issued share capital of the Target Company and being the entire equity interest of the Target Company held by the Company as of the date of the Disposal Agreement
"Share(s)"	ordinary share(s) of US$0.0001 each in the capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary"	shall have the same meaning as ascribed to it under the Listing Rules
"Target Company"	Jlc Inc., an exempted company duly incorporated with limited liability and validly existing under the laws of the Cayman Islands
"Target Group"	the Target Company, JLC (HK), JLC (WFOE), JLC Registered Shareholder and Jianlicai Group
"Valuer"	AVISTA Valuation Advisory Limited, an independent professional valuer
"Weilaijin"	北京未來金資產管理有限公司 (Beijing Weilaijin Asset Management Company Limited*), a limited liability company established in the PRC, the entire equity interest of which is held by JLC (VIE)
"United States"	United States of America

"US$" or "US Dollars"	United States dollar(s), the lawful currency of the United States
"%"	per cent.

By order of the Board
Forgame Holdings Limited
WANG Dongfeng
Chairman

Hong Kong, 26 April 2019

As at the date of this announcement, the executive Directors are Mr. WANG Dongfeng, Ms. LIANG Na, Mr. ZHANG Yang and Ms. LI Luyi; the non-executive Director is Mr. ZHANG Qiang; the independent non-executive Directors are Mr. HOW Sze Ming, Mr. ZHAO Cong Richard and Mr. WAN Joseph Jason.

* *For identification purposes only*