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Forgame Holdings Limited

雲遊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00484)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Forgame Holdings Limited (the “**Company**”) will be held at Units 01–02, 60/F, International Metropolitan Plaza, 68 Huacheng Avenue, Tianhe District, Guangzhou, China on Friday, 3 July 2020 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) “**THAT** PricewaterhouseCoopers be and is hereby removed as auditors of the Company and its subsidiaries pursuant to Article 158(2) of the articles of association of the Company with immediate effect (the “**Removal**”) and the board of directors of the Company (the “**Board**”) and each of the directors of the Company (the “**Directors**”) be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Removal.”
- (2) “**THAT** conditional upon the passing of ordinary resolution (1) above:
 - (a) ZHONGHUI ANDA CPA Limited be and is hereby appointed as auditors of the Company and its subsidiaries pursuant to Article 158(2) of the articles of association of the Company with immediate effect and to hold office until the conclusion of the next annual general meeting of the Company (the “**Appointment**”);
 - (b) the Board and each of the Directors be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Appointment; and

(c) the Board be and is hereby authorised to fix the remuneration of ZHONGHUI ANDA CPA Limited.”

- (3) To re-elect Mr. HAN Jun as executive Director and the Board be and is hereby authorised to fix his remuneration.
- (4) To re-elect Mr. CUI Yuzhi as independent non-executive Director and the Board be and is hereby authorised to fix his remuneration.

By order of the Board
Forgame Holdings Limited
ZHANG Qiang
Chairman

Hong Kong, 11 June 2020

Registered Office:

Suite #4-210, Governors Square
23 Lime Tree Bay Avenue
P.O. Box 32311
Grand Cayman KY1-1209
Cayman Islands

Corporate Headquarters:

Room 01-02, 60/F
International Metropolitan Plaza
68 Huacheng Avenue
Guangzhou
China

Principal Place of Business in Hong Kong:

16/F, Man Yee Building
60-68 Des Voeux Road Central
Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her/its behalf at the Meeting. On a poll, votes may be given either personally or by proxy.
2. In the case of joint holders of shares of the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share of the Company as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above Meeting (i.e. before 2:00 p.m. on Wednesday, 1 July 2020) or any adjournment thereof.
4. The transfer books and register of members of the Company will be closed from Monday, 29 June 2020 to Friday, 3 July 2020, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 26 June 2020.
5. Completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above Meeting (or any adjourned meeting thereof) if they so wish.
6. The resolutions set out in this notice of extraordinary general meeting will be put to shareholders of the Company to vote taken by way of a poll.

As at the date of this notice, the executive Directors are Mr. HAN Jun and Ms. LIANG Na; the non-executive Director is Mr. ZHANG Qiang; the independent non-executive Directors are Mr. WANG Dong, Mr. WONG Chi Kin and Mr. CUI Yuzhi.