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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)

**COMPLETION OF PLACING OF NEW SHARES
UNDER GENERAL MANDATE**

The Board is pleased to announce that all conditions set out in the Placing Agreement have been fulfilled. The Placing was completed on 5 June 2015 and an aggregate of 19,041,900 Placing Shares (representing approximately 13.01% of the issued share capital of the Company as enlarged by the 19,041,900 Placing Shares) have been allotted and issued to not less than six Placees at the Placing Price of HK\$16.50 per Placing Share.

Reference is made to the announcement of the Company dated 23 May 2015 (the “**Announcement**”) in relation to the Placing of up to 19,042,000 Placing Shares in the Company. Unless otherwise specified, terms used herein shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that all conditions set out in the Placing Agreement have been fulfilled. The Placing was completed on 5 June 2015 and an aggregate of 19,041,900 Placing Shares (representing approximately 13.01% of the issued share capital of the Company as enlarged by the 19,041,900 Placing Shares) have been allotted and issued to not less than six Placees at the Placing Price of HK\$16.50 per Placing Share.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, the Placees and their respective ultimate beneficial owners are Independent Persons. None of the Placees has become a substantial Shareholder immediately after completion of the Placing.

The gross proceeds from the Placing of 19,041,900 Placing Shares at the Placing Price of HK\$16.50 per Placing Share amounted to HK\$314,191,350 and the net proceeds, after the deduction of the placing commission and other related expenses, were approximately HK\$310,160,000.

The Company expects to use the net proceeds from the Placing for any potential mergers and acquisitions transactions of the Group related to domestic internet businesses and/or international game-related businesses as and when appropriate investment opportunities arise, as well as for additional working capital of the Group.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief, the shareholding structure of the Company immediately before and after completion of the Placing is set out as below:

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Foga Group Ltd. (Note 1)	21,673,338	17.02%	21,673,338	14.81%
Foga Holdings Ltd. (Note 2)	13,322,997	10.46%	13,322,997	9.10%
TA FG Acquisitions	13,138,353	10.32%	13,138,353	8.98%
<i>Placees</i>				
KongZhong Corporation	8,893,300	6.99%	12,500,000	8.54%
Other Placees	0	0%	15,435,200	10.55%
Other Shareholders	70,285,176	55.21%	70,285,176	48.02%
Total	127,313,164	100%	146,355,064	100%

Notes:

- (1) *Foga Group Ltd. is wholly owned by Managecorp Limited as the trustee of a discretionary trust set up by Mr. WANG Dongfeng, the executive Director and chairman of the Board (“**Mr. Wang**”) as settlor and protector, and Managecorp Limited as trustee on 15 March 2013 (the “**Wang Trust**”). The beneficiary objects of the Wang Trust include Mr. Wang and certain of his family members. Mr. Wang and Managecorp Limited are taken to be interested in the 21,673,338 Shares held by Foga Group Ltd. pursuant to Part XV of the SFO.*
- (2) *Foga Holdings Ltd. is wholly-owned by Managecorp Limited as the trustee of a discretionary trust set up by Mr. LIAO Dong (“**Mr. Liao**”) as settlor and protector, and Managecorp Limited as trustee on 15 March 2013 (the “**Hao Dong Trust**”). The beneficiary object of the Hao Dong Trust is Mr. Liao himself. Mr. Liao and Managecorp Limited are taken to be interested in 13,322,997 Shares held by Foga Holdings Ltd. pursuant to Part XV of the SFO.*

By order of the Board of
Forgame Holdings Limited
WANG Dongfeng
Chairman

Hong Kong, 5 June 2015

As at the date of this announcement, the executive director of the Company is Mr. WANG Dongfeng; the non-executive director of the Company is Mr. TUNG Hans; the independent non-executive directors of the Company are Mr. LEVIN Eric Joshua, Ms. POON Philana Wai Yin and Mr. ZHAO Cong Richard.