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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 the extraordinary general meeting (the “**Meeting**”) of Forgame Holdings Limited (the “**Company**”) will be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong on Monday, 29 July 2019 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) the share transfer agreement dated 26 April 2019, as supplemented and amended by the supplemental agreement dated 9 July 2019 (the “**Supplemental Agreement**”), (the “**Disposal Agreement**”) entered into by and among (i) the Company as vendor, (ii) Best Hero Investments Limited (as assigned pursuant to the Supplemental Agreement) and The Blue Whale Tech Ltd. as purchasers (the “**Purchasers**”), and (iii) Jlc Inc. in relation to the disposal by the Company to the Purchasers of 54,544,421 shares in Jlc Inc., representing 54.54% of the entire issued share capital of Jlc Inc. and being the entire equity interest of Jlc Inc. held by the Company, at a consideration of RMB47,433,000 and subject to and upon the terms and conditions contained in the Disposal Agreement, and all the transactions contemplated thereunder, be and are hereby generally and unconditionally approved, ratified and confirmed; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and sign, agree, ratify or execute all such documents and take all such actions as the director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Disposal Agreement and any transactions contemplated thereunder.”

By order of the Board
Forgame Holdings Limited
WANG Dongfeng
Chairman

Hong Kong, 12 July 2019

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Cayman Islands

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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 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, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share 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 or any adjournment thereof.
4. The transfer books and register of members of the Company will be closed from Wednesday, 24 July 2019 to Monday, 29 July 2019, 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 Tuesday, 23 July 2019.
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 resolution set out in this notice of extraordinary general meeting will be put to shareholders to vote taken by way of a poll.

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