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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON TUESDAY, 24 MAY 2016 AND RETIREMENT AND APPOINTMENT OF DIRECTORS AND CHANGE OF BOARD COMMITTEES MEMBERS

Reference is made to the circular (the “**Circular**”) and the notice of annual general meeting (the “**AGM Notice**”) of Forgame Holdings Limited (the “**Company**”) dated 21 April 2016. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce the poll results of the annual general meeting of the Company held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 24 May 2016 (the “**AGM**”) and all of the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders as ordinary resolutions by way of poll at the AGM. For details of the resolutions considered at the AGM, the Shareholders should refer to the AGM Notice. The poll results are as follows:

| ORDINARY RESOLUTIONS | | Number of Votes (Approximate %) | |
|----------------------|---|------------------------------------|----------------|
| | | For | Against |
| 1. | To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2015. | 48,530,732 99.9998% | 100 0.0002% |
| 2. | (a) To re-elect the following new directors of the Company: | | |
| | (i) Ms. LIANG Na, as executive director; | 49,786,832 100% | 0 0% |
| | (ii) Mr. ZHANG Qiang, as non-executive director; | 49,786,432 100% | 0 0% |
| | (b) To elect the following retiring director of the Company: | | |
| | (i) Mr. HOW Sze Ming, as independent non-executive director; | 49,786,432 100% | 0 0% |

| | | ORDINARY RESOLUTIONS | Number of Votes (Approximate %) | |
|----|-----|---|------------------------------------|--------------------|
| | | | For | Against |
| | (c) | To re-elect the following retiring director of the Company: | | |
| | (i) | Ms. POON Philana Wai Yin, as independent non-executive director; and | 49,786,832 100% | 0 0% |
| | (d) | To authorise the board of directors of the Company to fix the remuneration of the directors of the Company. | 48,530,432 100% | 0 0% |
| 3. | | To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the board of directors of the Company to fix their remuneration. | 49,786,832 100% | 0 0% |
| 4. | (A) | To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with additional shares of the Company not exceeding the aggregate of 20 per cent of the total number of shares of the Company in issue as at the date of passing this resolution. | 49,587,132 99.5999% | 199,200 0.4001% |
| | (B) | To grant a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10 per cent of the total number of shares of the Company in issue as at the date of passing of this resolution. | 49,786,832 100% | 0 0% |
| | (C) | To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 4(A) to issue shares by adding to the total number of shares of the Company in issue the number of shares bought back under ordinary resolution no. 4(B). | 49,587,732 99.6001% | 199,100 0.3999% |
| | (D) | To grant to the directors of the Company the RSU Mandate to allot, issue and otherwise deal with additional shares of the Company. | 49,587,532 99.5999% | 199,200 0.4001% |
| | (E) | To approve the refreshment of the Option Schemes Mandate Limit. | 49,587,532 99.5999% | 199,200 0.4001% |

As a majority of the votes were casted in favour of each of the resolutions numbered 1 to 4, all resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the number of issued Shares was 136,945,909 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM. Any abstained vote or waiver to vote was disregarded as voting rights for the purpose of calculating the result of each resolution. There were no restrictions on any Shareholder to cast votes on any of the proposed resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders were required to abstain from voting at the AGM under the Listing Rules and none of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the poll taken at the AGM for the purpose of vote-taking.

RETIREMENT OF DIRECTOR

The Board also announces that with effect from the conclusion of the AGM, Mr. TUNG Hans ("Mr.

Tung) ceased to act as a non-executive Director upon his retirement by rotation at the conclusion of the AGM. Mr. Tung did not offer himself for re-election as a Director in order to devote more time to focus on his other work commitments in San Francisco.

Following his retirement, Mr. Tung also ceased to act a member of the audit and compliance committee of the Company and a member of the remuneration committee of the Company at the same time.

Mr. Tung has confirmed that he has no disagreement with the Board and there are no matters with respect to his retirement that need 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. Tung for his valuable effort and contributions to the Company during his tenure of services with the Company.

APPOINTMENT OF DIRECTORS AND CHANGE OF BOARD COMMITTEES MEMBERS

Following the retirement of Mr. Tung, the Board further announces that with effect from the conclusion of the AGM, Ms. LIANG Na (“**Ms. Liang**”) was elected as an executive Director and Mr. ZHANG Qiang (“**Mr. Zhang**”) was elected as a non-executive Director and appointed as a member of the audit and compliance committee of the Company and a member of the remuneration committee of the Company.

Set out below is the biography of Ms. Liang and other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules:

Ms. Liang, aged 35, was appointed as the chief financial officer of the Group with effect from 1 November 2014.

She has held various key roles within the Group (including vice president and director of finance of the Group) and has over 12 years of financial management experience in both traditional and technology sectors. Prior to joining the Group in June 2011 as director of finance, she was employed by Digital China Holdings Limited (Stock Code: 00861) from January 2005 to June 2011 and took up the role of director of finance within the supply chain business unit.

Ms. Liang is responsible for overseeing the Group’s financial management, corporate finance, budget implementation, investor relations, as well as managing the Group’s support functions. She is assisted by the deputy chief financial officer of the Group, who mainly focuses on the Group’s corporate finance and investor relations.

Ms. Liang graduated from Xi’an University of Technology and obtained a bachelor degree in accounting in July 2002.

Ms. Liang has entered into a service agreement with the Company for a fixed term of three years commencing from 24 May 2016 and unless terminated by not less than 30 days’ notice in writing served by either party to the other, is renewable by mutual agreement between Ms. Liang and the Company. Ms. Liang is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

Ms. Liang is entitled to remuneration of approximately RMB883,000 per annum, which was determined with reference to her duties and responsibilities, the Company’s remuneration policy and the prevailing market conditions.

As at the date of this announcement, Ms. Liang had beneficial personal interest in 82,089 Share Options

granted under the Pre-IPO Share Option Scheme and 679,000 Share Options granted under the Post-IPO Share Option Scheme within the meaning of Part XV of the SFO.

Set out below is the biography of Mr. Zhang and other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules:

Mr. Zhang, aged 40, is currently a vice president (Corporate Finance) of TPV Technology Limited, a company whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 00903), and is responsible for corporate finance activities, investors relations and public relations.

Mr. Zhang was the managing director of China Great Wall Computer (Hong Kong) Holding Limited from March 2004 to January 2015, a vice president of investment and overseas business of China Great Wall Computer Shenzhen Company Limited (a company whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000066.sz)) from July 2007 to January 2015, the chairman secretary of Great Wall Technology Company Limited from April 2002 to February 2004, the CEO assistant and company secretary of HiChina Web Solution Company Limited from June 2001 to January 2002 and a project manager of importation of Poly Technology Inc. Ltd. from July 1998 to May 2001.

Mr. Zhang graduated from the University of International Business and Economics with a bachelor degree in economics, followed by a master degree in business administration at China Europe International Business School.

Mr. Zhang has entered into an appointment letter with the Company for a fixed term of three years commencing from 24 May 2016 and unless terminated by not less than 30 days' notice in writing served by either party to the other, is renewable by mutual agreement between Mr. Zhang and the Company. Mr. Zhang is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

Pursuant to the said appointment letter, Mr. Zhang is entitled to a director's fee at a rate of US\$40,000 per annum, which was determined with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions.

As at the date of this announcement, Mr. Zhang did not have any beneficial personal interest in Shares within the meaning of Part XV of the SFO.

Each of Ms. Liang and Mr. Zhang does not have any relationship with any other directors, senior management or substantial or controlling shareholder(s) of the Company. Furthermore, there is no other information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there is no other matter that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to extend its warm welcome to Ms. Liang and Mr. Zhang on their new appointments.

By order of the Board
Forgame Holdings Limited
WANG Dongfeng
Chairman

Hong Kong, 24 May 2016

Following the conclusion of the AGM, the executive directors of the Company are Mr. WANG Dongfeng and Ms. LIANG Na; the non-executive director of the Company is Mr. ZHANG Qiang; the independent non-executive directors of the Company are Mr. HOW Sze Ming, Ms. POON Philana Wai Yin and Mr. ZHAO Cong Richard.