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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)

MAJOR TRANSACTION

SUPPLEMENTAL AGREEMENT IN RELATION TO THE DISPOSAL OF 54.54% OF THE ENTIRE ISSUED SHARE CAPITAL OF JLC INC.

Reference is made to the announcements of Forgame Holdings Limited (the “**Company**”) dated 26 April 2019, 31 May 2019 and 28 June 2019 in relation to, among other things, the disposal of 54.54% of the entire issued share capital of Jlc Inc. (the “**Announcements**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as set out in the Announcements.

SUPPLEMENTAL AGREEMENT

On 9 July 2019, the Company, AP China SPC, Blue Whale, Best Hero Investments Limited, a company incorporated with limited liability pursuant to the laws of Hong Kong (“**Best Hero**”), and the Target Company, entered into a supplemental agreement (the “**Supplemental Agreement**”), pursuant to which the parties agreed to supplement the Disposal as follows:

- (i) AP China SPC agreed to assign to Best Hero all its rights, privileges, power, title, interest, protections and all benefits accruing to AP China SPC under the Disposal Agreement, together with all its obligations thereunder, to the effect as if Best Hero had been an original party to the Disposal Agreement since the date of the Disposal Agreement. Upon the entering of the Supplemental Agreement, all the rights and obligations of AP China SPC under the Disposal Agreement shall be terminated and each party to the Disposal Agreement does not have any claims or rights of action against AP China SPC under the Disposal Agreement; and
- (ii) Blue Whale and Best Hero agreed to enter into a share mortgage agreement (the “**Share Mortgage Agreement**”) in favour of the Company on or immediately after the Completion, pursuant to which Blue Whale and Best Hero shall pledge 70% of the Sale Shares to be held by them upon Completion (i.e. 24,181,095 shares in the Target

Company to be held by Blue Whale upon Completion and 14,000,000 shares in the Target Company to be held by Best Hero upon Completion) as security for their payment obligations under the Disposal Agreement.

Save as above, all other terms under the Disposal Agreement as disclosed in the Announcements remain unchanged.

REASONS FOR THE SUPPLEMENTAL AGREEMENT

The Disposal Agreement was originally entered into by and among the Company, AP China SPC, Blue Whale and the Target Company, where AP China SPC was one of the purchasers. Shortly after the signing of the Disposal Agreement, the Company was informed by AP China SPC that it would exit the Transaction due to certain internal requirement, upon which, the Company and AP China SPC engaged in active discussion in order to ensure that the Transaction will proceed with minimal disruption, and entered into the Supplemental Agreement to assign all the rights, privileges, power, title, interest, protections and all benefits accruing to AP China SPC under the Disposal Agreement, together with all its obligations thereunder, to Best Hero. Further, in order to further protect the Company's interest, the parties agreed that Blue Whale and Best Hero shall enter into the Share Mortgage Agreement in favour of the Company upon Completion. Based on the aforesaid, the Company is of the view that the entering of the Supplemental Agreement is fair and reasonable and in the interest of the Company and its Shareholders as a whole.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 24 July 2019 to Monday, 29 July 2019, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend and vote at the forthcoming general meeting of the Company to be held on Monday, 29 July 2019. All transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, 23 July 2019.

GENERAL

As disclosed in the announcement of the Company dated 28 June 2019, 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 July 2019.

By order of the Board
Forgame Holdings Limited
WANG Dongfeng
Chairman

Hong Kong, 9 July 2019

As at the date of this announcement, the executive Directors are Mr. WANG Dongfeng, Ms. LIANG Na 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.