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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)**

### **GRANT OF RESTRICTED SHARE UNITS**

The board (the “**Board**”) of directors (the “**Directors**”) of Forgame Holdings Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) hereby announces that on 4 June 2018 (after trading hours), the date of the grant of the RSUs (the “**Offer Date**”), the Company has offered to grant a total of 2,500,000 restricted share units (the “**RSUs**”) to certain Directors and employees of the Group (collectively, the “**Grantees**”) under the restricted share unit scheme adopted by the Company on 1 September 2013 (the “**RSU Scheme**”), each subject to the acceptance by the relevant Grantee within 28 days from the Offer Date. Details of the RSUs offered to be granted are as follows:-

Offer Date : 4 June 2018

Total number of RSUs : 2,500,000  
offered to be granted

Total number of shares of : 2,500,000  
the Company (the  
“**Shares**”) to be  
transferred upon vesting of  
the RSUs in full

Closing price of the Shares : HK\$10.10 per Share  
on the Offer Date

Vesting schedule of the RSUs : The RSUs shall be deemed to be granted upon acceptance of the offer of the grant by the Grantees in accordance with the terms of the RSU Scheme. The RSUs shall vest according to the following vesting schedule and shall be subject to the terms and conditions of the offer letter and the RSU Scheme:

<i>Percentage of RSUs</i>	<i>Date of vesting of the relevant percentage of the RSUs</i>
16.67%	1 December 2018
16.67%	1 June 2019
16.67%	1 December 2019
16.67%	1 June 2020
33.32%	1 December 2020

Among the 2,500,000 RSUs offered to the Grantees, 980,000 RSUs were offered to be granted to the following Directors, details of which are as follows:

<b>Name of Grantees</b>	<b>Position held with the Company</b>	<b>Number of RSUs offered to be granted</b>
WANG Dongfeng	Chairman, executive Director and chief executive officer	300,000
LIANG Na	Executive Director and chief financial officer	200,000
ZHANG Yang	Executive Director and chief operations officer	280,000
ZHANG Qiang	Non-executive Director	50,000
HOW Sze Ming	Independent non-executive Director	50,000
ZHAO Cong Richard	Independent non-executive Director	50,000
WAN Joseph Jason	Independent non-executive Director	50,000
	<b>Total:</b>	<b><u>980,000</u></b>

In accordance with the terms of the RSU Scheme, the grant of RSUs to the above Directors has been approved by the Board (including but not limited to the independent non-executive Directors), save that each of the relevant Directors has abstained from approving the resolution relating to the grant of the RSUs to him or her.

Save as disclosed in this announcement, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or an associate (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of any of them.

### **Reasons for and benefits of the grant of the RSUs**

The grant of the RSUs is part of the Group’s remuneration system, and two of the main purposes of the grant are to (i) closely align the interests and benefits of the Group’s shareholders and its employees and (ii) retain the Directors and key employees of the Group for their continual services in the Group in view of the fierce competition in the gaming industry and fintech industry in China. As all of the restricted share units offered to the Directors and the Group’s employees on 13 September 2016 (i) does not cover the key employees of the Group in its fintech business and (ii) had vested or been cancelled as from 1 June 2018 (for details on the vesting and cancellation, please refer to the announcement of the Company dated 13 September 2016 and prospectus of the Company dated 19 September 2013), the Board is of the view that the grant of the RSUs will motivate the Directors and the key employees of the Group to seek ways to create value for its shareholders through the execution of the Group’s strategic plans on developing and enhancing its core competencies in big data analytics. In this regard, the Directors consider that the grant of RSUs is fair and reasonable and in the interests of the Company and its shareholders as a whole.

The Company shall procure Computershare Hong Kong Trustees Limited, the professional trustee assisting the Company with the administration and vesting of restricted share units pursuant to the RSU Scheme, to purchase existing Shares from the market out of cash contribution by the Company to be held on trust until such RSUs are vested with the Grantees.

No new Shares will be issued by the Company to any connected person of the Company (as defined under the Listing Rules) as a result of the grant of the RSUs.

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

Hong Kong, 4 June 2018

*As at the date of this announcement, the executive Directors are Mr. WANG Dongfeng, Ms. LIANG Na and Mr. ZHANG Yang; 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.*