



**Forgame Holdings Limited**  
**雲遊控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00484)

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 24 DECEMBER 2020**

I/We (Full Name) \_\_\_\_\_ (Block Capital, please) of \_\_\_\_\_ (Address) being the registered holder(s) of \_\_\_\_\_ (see Note 1) shares of US\$0.0001 each in the capital of Forgame Holdings Limited (the “Company”) hereby appoint (Name) \_\_\_\_\_ of (Address) \_\_\_\_\_ or failing him/her (Name) \_\_\_\_\_ of (Address) \_\_\_\_\_ or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Room 1106 Block A Phase I, Innovation Technology Plaza, Tianan Digital City, Chegongmiao, Futian District, Shenzhen, China on Thursday, 24 December 2020 at 14:00, and at any adjournment thereof or on any resolution or motion which is proposed thereat (the “EGM”). My/Our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions, or if no such indication is given, as my/our proxy thinks fit:

| Ordinary Resolutions (see Note 3)   | For (see Note 3) | Against (see Note 3) |
|---|------------------|----------------------|
| <b>THAT</b> subject to the consent of the Executive and any conditions that may be imposed thereon, the assignment of the Outstanding Sum to KongZhong China (or its designated third party) originally due to Guangzhou Feidong pursuant to the terms and conditions of the Transfer Agreement (i.e. the Loan Assignment), which constitutes a special deal pursuant to Rule 25 of the Takeovers Code, and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed.  |                  |                      |
| Special Resolutions (see Note 3)  |                  |                      |
| <b>THAT</b> the entering into of the Transfer Agreement dated 12 November 2020 entered into, among others, the Company, the Investor, Beijing Xigua, Shanghai Dacheng, the KongZhong Group and Guangzhou Feidong, pursuant to which the Company shall dispose of the 69.84% equity interest in Beijing Xigua to KongZhong China (or its designated third party) (i.e. the Equity Disposal) and the Consideration Shares shall be transferred from Shanghai Dacheng through the Escrow Agent to the Company (i.e. the Share Buy-back), and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed. |                  |                      |

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2020 Signature(s) (see Notes 4 & 5) \_\_\_\_\_

**Notes:**

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the EGM”, and insert the name(s) of the person(s) appointed as proxy in space provided, **OTHERWISE THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY**. The proxy need not to be a member of the Company but must attend the EGM in person to represent you. Any alteration made to this form of proxy must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Any abstained vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick in the relevant box. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM. The full text of the resolutions are set out in the notice of EGM of the Company dated 2 December 2020 which is sent to the shareholders of the Company together with this proxy form.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under the common seal or under the hand of any director, attorney, or other person duly authorised in writing on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, 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.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, 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 for holding the EGM, or adjourned meeting, as the case may be. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above EGM (or any adjourned meeting thereof) if they so wish.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the laws of Hong Kong (the “PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your instructions and/or requests as stated in this form (including but not limited to your appointment of proxy).
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its contractually-controlled operational entities in the People’s Republic of China, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.