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## **CMON LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8278)**

### **PROPOSED TRANSFER OF THE LISTING FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

#### **Joint Sponsors**



This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 6 July 2018, after trading hours, for the Proposed Transfer of Listing pursuant to Chapter 9A and Appendix 28 to the Main Board Listing Rules.

The Directors believe that the Proposed Transfer of Listing will further enhance the profile, brand and product awareness of the Group, which in turn will facilitate the Group to realise its objectives to continuously expand its sales and marketing capabilities and reach out to more gamers and at the same time, publish more high-quality tabletop and mobile games. Besides, a Main Board listing status will help the Group to explore future possible partnership opportunities with more sizable and reputable targets, which is favourable to the long-term business growth of the Group. Apart from business related advantages, the Proposed Transfer of Listing may also help to strengthen the Shareholders base and value of the Group through improvement in the trading liquidity of the Shares, strengthening of confidence of the existing Shareholders as well as enhancing recognition by potential investors, in particular institutional investors. Therefore, the Directors consider that the listing of the Shares on the Main Board will be beneficial to the future growth and business development of the Group and is in the interest of the Company and its Shareholders as a whole.

**Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing is subject to, among others, the Stock Exchange granting the relevant approvals and other conditions set out in this announcement being fulfilled. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions.

## **PROPOSED TRANSFER OF LISTING**

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 6 July 2018, after trading hours, for the Proposed Transfer of Listing pursuant to Chapter 9A and Appendix 28 to the Main Board Listing Rules.

The Company has applied for the listing of, and permission to deal in, (i) the existing Shares in issue, and (ii) the new Shares which may fall to be issued upon exercise of all options which may be granted under the Share Option Scheme, on the Main Board by way of transfer of listing from GEM to the Main Board. The Proposed Transfer of Listing will not involve the issue of any new Shares by the Company.

## **REASONS FOR THE PROPOSED TRANSFER OF LISTING**

The Company has been listed and traded on GEM since 2 December 2016. The Group is a hobby games publisher specialising in developing and publishing mainly tabletop games (including board games and miniature war games). The Group has also started developing and launching mobile games since 2015. The Company is not an infrastructure company, a mineral company or an investment company to which any of Rules 8.05B(1), 8.05B(2), Chapters 18 or 21 of the Main Board Listing Rules applies.

The Directors believe that the Proposed Transfer of Listing will further enhance the profile, brand and product awareness of the Group, which in turn will facilitate the Group to realise its objectives to continuously expand its sales and marketing capabilities and reach out to more gamers and at the same time, publish more high-quality tabletop and mobile games. Besides, a Main Board listing status will help the Group to explore future possible partnership opportunities with more sizable and reputable targets, which is favourable to the long-term business growth of the Group. Apart from business related advantages, the Proposed Transfer of Listing may also help to strengthen the Shareholders base and value of the Group through improvement in the trading liquidity of the Shares, strengthening of confidence of the existing Shareholders as well as enhancing recognition by potential investors, in particular institutional investors. Therefore, the Directors consider that the listing of the Shares on the Main Board will be beneficial to the future growth and business development of the Group and is in the interest of the Company and its Shareholders as a whole.

## **NO CHANGE IN PRINCIPAL BUSINESS AND CONTROLLING SHAREHOLDERS**

Since the Company's listing on GEM and up to the date of this announcement, there has been no change in the principal business of the Group. As at the date of this announcement, the Board has no plan to change the nature of the business of the Group up to and following the Proposed Transfer of Listing.

Since the Company's listing on GEM and up to the date of this announcement, there has been no change in the controlling shareholders of the Company. At the time of the Company's listing on 2 December 2016, CA SPV was beneficially interested in 609,173,654 Shares and DD SPV was beneficially interested in 261,074,424 Shares. The issued share capital of CA SPV is wholly-owned by Mr. Ng Chern Ann, and the issued share capital of DD SPV is wholly-owned by Mr. David Doust. Pursuant to the acting-in-concert confirmation letter dated 15 July 2015 entered into between Mr. David Doust and Mr. Ng Chern Ann, Mr. David Doust and Mr. Ng Chern Ann are deemed to be interested in the Shares held by CA SPV and DD SPV. Accordingly, each of CA SPV, DD SPV, Mr. David Doust and Mr. Ng Chern Ann is in aggregate interested in 870,248,078 Shares and is a controlling shareholder of the Company.

## CONDITIONS OF THE PROPOSED TRANSFER OF LISTING

The Proposed Transfer of Listing is conditional upon, among others, (a) the Company's fulfilment of all the applicable listing requirements on the Main Board as stipulated in the Main Board Listing Rules, and (b) the Stock Exchange granting approval for the listing of, and permission to deal in, (i) the existing Shares in issue and (ii) the new Shares which may fall to be issued upon exercise of all options which may be granted under the Share Option Scheme, on the Main Board.

### GENERAL

The Company has appointed China Galaxy International and Lego Corporate Finance as the joint sponsors in relation to the Proposed Transfer of Listing.

The Board would like to emphasise that the definitive timetable for the Proposed Transfer of Listing has yet to be finalised. Further announcement(s) will be made by the Company to keep the Shareholders and potential investors of the Company informed of the progress of the Proposed Transfer of Listing as and when appropriate.

**Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing is subject to, among others, the Stock Exchange granting the relevant approvals and other conditions set out in this announcement being fulfilled. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

### DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“Board”	the board of Directors
“CA SPV”	Cangsome Limited, a limited liability company incorporated in the British Virgin Islands on 1 July 2015, which is wholly-owned by Mr. Ng Chern Ann
“China Galaxy International”	China Galaxy International Securities (Hong Kong) Co., Limited, a corporation licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“Company”	CMON Limited, an exempted company incorporated under the laws of the Cayman Islands on 16 June 2015 with limited liability

“controlling shareholder”	has the same meaning as ascribed to the GEM Listing Rules
“DD SPV”	Dakkon Holdings Limited, a limited liability company incorporated in the British Virgin Islands on 3 July 2015, which is wholly-owned by Mr. David Doust
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Inside Information Provisions”	the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the SFO
“Lego Corporate Finance”	Lego Corporate Finance Limited, a corporation licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which continues to be operated by the Stock Exchange in parallel with GEM, and for the avoidance of doubt, it does not include GEM for the purpose hereof
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Transfer of Listing”	the proposed transfer of listing of the Shares from GEM to the Main Board pursuant to Chapter 9A and Appendix 28 to the Main Board Listing Rules
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.00005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

“Share Option Scheme”                    the share option scheme of the Company conditionally adopted by the Company on 17 November 2016

“Stock Exchange”                The Stock Exchange of Hong Kong Limited

On behalf of the Board  
**CMON Limited**  
**Ng Chern Ann**  
*Chairman, Chief Executive Officer and Executive Director*

Singapore, 6 July 2018

*As at the date of this announcement, the executive Directors are Mr. Ng Chern Ann, Mr. David Doust and Mr. Koh Zheng Kai; the non-executive Director is Mr. Frederick Chua Oon Kian; and the independent non-executive Directors are Mr. Chong Pheng, Mr. Tan Lip-Keat and Mr. Seow Chow Loong Iain.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of publication and on the website of the Company at <http://cmon.com>.*