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*This joint announcement appears for information purposes only. It does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*

**Topliu Limited**

*(Incorporated in the British Virgin Islands with limited liability)*



**GAMEONE HOLDINGS LIMITED**

智傲控股有限公司

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

**(Stock Code: 8282)**

**JOINT ANNOUNCEMENT**

**DESPATCH OF COMPOSITE DOCUMENT**

**RELATING TO MANDATORY UNCONDITIONAL CASH OFFER BY  
INNOVAX SECURITIES LIMITED FOR AND ON BEHALF OF**

**TOPLIU LIMITED TO**

**ACQUIRE ALL THE ISSUED SHARES OF GAMEONE HOLDINGS LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR AGREED TO  
BE ACQUIRED BY TOPLIU LIMITED AND  
PARTIES ACTING IN CONCERT WITH IT)**

**Financial adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee and  
the Independent Shareholders**



上古證券有限公司  
Shanggu Securities Limited

References are made to the joint announcements dated 25 November 2021 and 26 November 2021 and the composite offer and response document dated 16 December 2021 (the “**Composite Document**”) jointly issued by Topliu Limited (the “**Offeror**”) and Gameone Holdings Limited (the “**Company**”) in relation to, among other matters, the Offer. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document containing, among other things, (i) the terms and conditions of the Offer; (ii) the expected timetable of the Offer; (iii) the letter from Innovax Securities; (iv) the letter from the Board; (v) the letter from the Independent Board Committee to the Independent Shareholders in respect of the terms of the Offer and as to acceptance of the Offer; and (vi) the letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders in relation to the Offer, together with the accompanying Form of Acceptance, have been despatched to the Independent Shareholders on 16 December 2021 in accordance with the Takeovers Code.

## **EXPECTED TIMETABLE**

The timetable set out below, as reproduced from the Composite Document, is indicative only and may be subject to change. Further announcement(s) will be made in the event there is any change to the timetable as and when appropriate. Unless otherwise specified, all the time and date references contained in this joint announcement refer to Hong Kong time and dates.

<b>Event</b>	<b>Time &amp; Date</b>
Despatch date of the Composite Document and the accompanying Form of Acceptance and commencement date of the Offer <sup>(Note 1)</sup>	Thursday, 16 December 2021
Latest time and date for acceptance of the Offer <sup>(Note 2)</sup>	By 4:00 p.m. on Thursday, 6 January 2022
Closing Date <sup>(Note 2)</sup>	Thursday, 6 January 2022
Announcement of the results of the Offer (or its extension or revision, if any) to be posted on the website of the Stock Exchange <sup>(Note 2)</sup>	no later than 7:00 p.m. on Thursday, 6 January 2022
Latest date for posting of remittances in respect of valid acceptances received under the Offer <sup>(Note 3)</sup>	Monday, 17 January 2022

### *Notes:*

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed “6. Right of Withdrawal” in Appendix I to the Composite Document.

2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offer is 4:00 p.m. on Thursday, 6 January 2022 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued jointly by the Offeror and the Company through the website of the Stock Exchange by no later than 7:00 p.m. on Thursday, 6 January 2022 stating whether the Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Offer, and the announcement regarding the extension of the Offer does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.

Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.
4. The latest time and date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances will not take effect if there is a tropical cyclone warning signal number 8 or above, or a "black rainstorm warning signal", or "extreme condition" caused by super typhoon, in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances. In such cases, the latest time for acceptance of the Offer and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings or condition in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve.

Save as mentioned above, if the latest time for acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will jointly notify the Shareholders any change to the expected timetable as soon as practicable by way of announcement(s).

## WARNING

**The Offer is unconditional in all respects. Shareholders are encouraged to read the Composite Document and the accompanying Form of Acceptance carefully, including the letter of advice from the Independent Financial Adviser and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer. If the Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.**

By order of the board of  
**Topliu Limited**  
**Liu Yi**  
*Sole Director*

By order of the board of directors of  
**Gameone Holdings Limited**  
**Sze Yan Ngai**  
*Chairman and Executive Director*

Hong Kong, 16 December 2021

*As at the date of this joint announcement, the executive Directors are Mr. Sze Yan Ngai and Mr. Cheung Chung Wai; the non-executive Director is Ms. Wong Pui Yain; and the independent non-executive Directors are Mr. Yung Kai Tai, Dr. Fung Ying Him Anthony and Mr. Iu Tak Meng Teddy.*

*The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, Mr. Liu Yi is the sole director of the Offeror. As the sole director of the Offeror, Mr. Liu Yi accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, the Directors and the Vendors) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than that expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*This joint announcement will remain on the website of the Stock Exchange at [www.hkexnews.com](http://www.hkexnews.com) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the Company’s website at [www.gameone.com.hk](http://www.gameone.com.hk).*

*The English text of this joint announcement shall prevail over its Chinese text.*