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**GAMEONE HOLDINGS LIMITED**

**智傲控股有限公司**

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

**(Stock Code: 8282)**

**PROPOSED AMENDMENTS TO THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF THE COMPANY**

This announcement is made by Gameone Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing memorandum and articles of association (the “**Memorandum and Articles**”) of the Company and to adopt an amended and restated memorandum and articles of association (the “**New Memorandum and Articles**”) of the Company (the “**Proposed Amendments**”) in order to (i) bring the Memorandum and Articles in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; (ii) allow general meetings to be held partly (but not wholly) by means of electronic facilities and (iii) make some other housekeeping improvements.

Major changes brought about by the Proposed Amendments are set out below:–

1. to add the definition of “electronic facility”;
2. to amend the definition of “special resolution” to include participation by means of electronic facility or facilities;

3. to provide that any reference to a “meeting” shall mean a meeting convened and held in any manner permitted by these Articles, including a general meeting at which some (but not all) those entitled to be present attend and participate by means of electronic facility or facilities, and such persons shall be deemed to be present at that meeting for all purposes of the Companies Act and these Articles, and “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” shall be construed accordingly; and shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person;
4. to provide that references to a person’s “participation” in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act or these Articles to be made available at the meeting, and “participate” and “participating” in the business of a general meeting shall be construed accordingly;
5. to provide that Sections 8 and 19 of the Electronic Transactions Act (Revised) of the Cayman Islands shall not apply;
6. to provide that all or any of the rights attached to any class of shares (unless otherwise provided for by the terms of issue of the shares of that class) for the time being in issue may subject to the provisions of the Companies Act, at any time, be altered or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the approval of a resolution passed by not less than three-fourth of the votes cast by the holders of the shares of that class present and voting at a separate general meeting, and all the provisions contained in these Articles relating to general meetings shall mutatis mutandis apply to every such meeting but so that the quorum thereof shall be not less than two members present in person (or in the case of companies, by its duly authorised representatives) or by proxy (including by means of an electronic facility or facilities) holding at least one third of the total voting rights of holders of shares of the class, and that any holder of shares of that class present in person or by proxy may demand a poll; and the foregoing shall apply to the variation or abrogation of the rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the rights whereof are to be varied;
7. to provide that except when a register is closed in accordance with the terms equivalent to the relevant section of the Companies Ordinance and, if applicable, subject to the additional provisions of these Articles, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge;
8. to provide that the Company shall hold a general meeting as its annual general meeting for each financial year, within a period of six months after the end of its financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place (which may include partly (but not wholly) by means of electronic facility or facilities) as the Board shall appoint;

9. to provide that general meetings shall also be convened on the written requisition of any one or more members (including a recognized clearing house (or its nominee)) holding as at the date of deposit of the requisition in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company, may also make a requisition to convene an extraordinary general meeting and/or add resolutions to the agenda of a meeting;
10. to provide that an annual general meeting shall be called by at least 21 days' notice in writing and any extraordinary general meeting shall be called by at least 14 days' notice in writing, unless it can be demonstrated that reasonable written notice can be given in less time and amongst others, notice of meetings shall specify details of any permitted participation by means of electronic facility or facilities;
11. to provide that if the Directors determine that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall include a statement to that effect, specify the means of attendance and participation and any access, identification and security arrangements as well as state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting;
12. to provide for proceedings at general meetings that allow for persons entitled to attend, participate, speak or vote in a general meeting to do so partly by simultaneous attendance and participation by electronic facility or facilities;
13. to provide that all members of the Company (including a member which is a recognised clearing house (or its nominees)) shall have the right to speak and vote at a general meeting except where any member is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, in which case any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted;
14. to provide that if a recognised clearing house (or its nominee(s)) is a member, it may appoint proxies or authorise such person or persons as it thinks fit to act as its representative(s), who enjoy right equivalent to the rights of other members of the Company, at any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised;
15. to provide that the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting;
16. to provide that subject to the provisions of these Articles and the Companies Act, members of the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors and any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;

17. to provide that without prejudice to any claim for damages under any contract, members of the Company may by ordinary resolution at any time remove any Director (including a managing Director or other executive Director) before the expiration of his period of office;
18. to provide that members of the Company shall by ordinary resolution at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting;
19. to provide that the removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting;
20. to provide that the remuneration of the Auditors shall be fixed by members by ordinary resolution at the annual general meeting at which they are appointed;
21. to provide that a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution;
22. to provide that the financial year of the Company is 31 December or such other date as the Board may from time to time, decide and annex to the Articles of Association; and
23. to make other miscellaneous amendments to update, modernise or clarify provisions of the Memorandum and Articles of Association where it is considered desirable and to better align the wording with the GEM Listing Rules and the Companies Act.

The Proposed Amendments are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board  
**Gameone Holdings Limited**  
**Liu Yi**  
*Chairman and Executive Director*

Hong Kong, 30 March 2022

*As at the date of this announcement, the executive Directors are Mr. Liu Yi, Mr. Huang Jianying and Mr. Sze Yan Ngai; and the independent non-executive Directors are Ms. Ngo Mei Kwan, Mr. Jin Baiting and Mr. Lu Yi.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at [www.gameone.com.hk](http://www.gameone.com.hk).*