

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in GAMEONE HOLDINGS LIMITED, you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (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 circular 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 circular misleading.

---



### **PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITORS, PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting (the “AGM”) of GAMEONE HOLDINGS LIMITED (the “Company”) to be held at 26 Floor, Siu On Centre, 188 Lockhart Road, Wan Chai, Hong Kong on Thursday, 5 May 2022 at 10:30 a.m. is set out on pages 43 to 48 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

*This circular 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).*

In compliance with the Hong Kong Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of COVID-19, the Company will implement the following precautionary measures at the AGM including, without limitation:

- compulsory body temperature screening;
- wearing of surgical face masks;
- no distribution of corporate gift or refreshment;
- mandatory health declaration - anyone subject to the Hong Kong Government’s prescribed quarantine or who has travelled overseas within 21 days immediately before the date of the AGM will be denied entry into the AGM venue; and
- appropriate seating arrangement in line with the guidance from the Hong Kong Government will be made.

The Company strongly advises Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the AGM in person. Shareholders are advised to read page (iii) of this circular for further details and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

---

## CHARACTERISTICS OF GEM

---

### CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

---

## CONTENTS

---

	<i>Page</i>
<b>Characteristics of GEM</b> .....	i
<b>Precautionary measures for the AGM</b> .....	iii
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
<b>Appendix I – Explanatory Statement</b> .....	14
<b>Appendix II – Details of Directors proposed to be re-elected at the AGM</b> .....	18
<b>Appendix III – Proposed Amendments to the Memorandum and Articles of Association</b> .....	24
<b>Notice of AGM</b> .....	43

---

## PRECAUTIONARY MEASURES FOR THE AGM

---

In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health ("CHP") on the prevention of COVID-19, the Company will implement precautionary measures at the AGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the AGM (the "Stakeholders") which include without limitation:

- (1) Every attendee **will be required to wear a surgical face mask** throughout the AGM and inside the AGM venue. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM.
- (2) There will be **compulsory body temperature screening** for all persons before entering the AGM venue. Any person with a body temperature of 37.3 degrees Celsius or above or any person which exhibits any flu-like symptoms may be denied entry into the AGM venue or be required to promptly leave the AGM venue.
- (3) **No refreshment will be served, and there will be no corporate gift.**
- (4) Attendees may be asked (i) if he/she has travelled outside of Hong Kong within 21 days immediately before the AGM; and (ii) if he/she is subject to any quarantine requirement prescribed by the Hong Kong Government. Any person who responds positively to any of these questions will be denied entry into the AGM venue.
- (5) Anyone attending the AGM is reminded to observe good personal hygiene at all times.
- (6) Appropriate seating arrangement at the AGM venue in line with the guidance from the Hong Kong Government to allow for appropriate social distancing will be made.
- (7) **In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and reminds Shareholders that physical attendance in the AGM is not necessary for the purpose of exercising voting rights. The Company strongly advises Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the AGM in person.**
- (8) **Shareholders are advised to monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**
- (9) Health education materials and up-to-date development on COVID-19 can be found on the CHP website ([www.chp.gov.hk](http://www.chp.gov.hk)) and the website of the Hong Kong Government on COVID-19 ([www.coronavirus.gov.hk](http://www.coronavirus.gov.hk)).

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be convened and held at 26 Floor, Siu On Centre, 188 Lockhart Road, Wan Chai, Hong Kong on Thursday, 5 May 2022 at 10:30 a.m. (Hong Kong time) or any adjournment thereof, the notice of which is set out on pages 43 to 48 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 43 to 48 of this circular
“Articles of Association”	the articles of association of the Company adopted on 13 January 2016 and as amended from time to time and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Companies Act”	shall mean the Companies Act (Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor
“Companies Ordinance”	shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time
“Company”	Gameone Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

---

## DEFINITIONS

---

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and otherwise deal with Shares of up to 20% of the issued share capital of the Company on the date of AGM as set out in resolution no. 5 in the AGM Notice
“Latest Practicable Date”	29 March 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	13 January 2016, being the date of the Shares first becoming listed on GEM
“Memorandum of Association”	the memorandum of association of the Company adopted on 13 January 2016 and as amended from time to time
“Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association
“New Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company at the AGM
“Proposed Amendments”	proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company on the date of AGM, as set out in resolution no. 6 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)

---

## DEFINITIONS

---

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers and share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“%”	per cent.

---

LETTER FROM THE BOARD

---



**GAMEONE HOLDINGS LIMITED**

**智傲控股有限公司**

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

**(Stock Code: 8282)**

*Executive Directors:*

Mr. Liu Yi  
Mr. Huang Jianying  
Mr. Sze Yan Ngai

*Registered Office:*

Maples Corporate Services Limited  
PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Independent non-executive Directors:*

Ms. Ngo Mei Kwan  
Mr. Jin Baiting  
Mr. Lu Yi

*Head Office and Principal Place of Business  
in the People's Republic of China:*

No.552 Xuehai Road, Nanyuan  
Linping District, Hangzhou City  
Zhejiang Province  
The People's Republic of China

*Principal Place of*

*Business in Hong Kong:*

Office Unit No. 07, 5/F  
Workingberg Commercial Building  
Nos. 41-47 Marble Road, Hong Kong

31 March 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF AUDITORS,  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with details regarding (i) the grant to the Directors of the proposed Issue Mandate; (ii) the grant to the Directors of the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the



---

## LETTER FROM THE BOARD

---

number of Shares repurchased pursuant to the Repurchase Mandate; (iii) the proposed re-election of retiring Directors; and (iv) the proposed re-appointment of auditors; (v) the Proposed Amendments; and (vi) to give you the AGM Notice and seek your approval of the resolutions relating to these matters at the AGM.

### GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by ordinary resolutions at the annual general meeting held on 10 May 2021. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the total number of the issued Shares as at the date of passing of the relevant resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company comprised 160,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorized to allot, issue and otherwise deal with a maximum of 32,000,000 new Shares upon exercise of the Issue Mandate in full, representing 20% of the total number of the issued Shares as at the date of the AGM.

### GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by ordinary resolutions at the annual general meeting held on 10 May 2021. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the total number of the issued Shares as at the date of passing of the relevant resolution. The Repurchase Mandate will allow the Company to make repurchases only during the Relevant Period.

---

## LETTER FROM THE BOARD

---

As at the Latest Practicable Date, the issued share capital of the Company comprised 160,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 16,000,000 Shares upon exercise of the Repurchase Mandate in full, representing 10% of the total number of the issued Shares as at the date of the AGM.

An explanatory statement in connection with the Repurchase Mandate required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consisted of six Directors, namely:

<b>Executive Directors</b>	<b>Date of appointment</b>
Mr. Liu Yi (“ <b>Mr. Liu</b> ”)	16 December 2021
Mr. Huang Jianying (“ <b>Mr. Huang</b> ”)	16 December 2021
Mr. Sze Yan Ngai (“ <b>Mr. Sze</b> ”)	14 April 2010

### **Independent non-executive Directors**

Ms. Ngo Mei Kwan (“ <b>Ms. Ngo</b> ”)	7 January 2022
Mr. Jin Baiting (“ <b>Mr. Jin</b> ”)	7 January 2022
Mr. Lu Yi (“ <b>Mr. Lu</b> ”)	7 January 2022

In accordance with Article 16.18 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Further, according to Article 16.2 and Article 16.3 of the Articles of Association, any Director appointed by the Board or by ordinary resolution in general meeting either to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company. The Directors to retire at an annual general meeting of the Company pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining who are to retire by rotation at such annual general meeting pursuant to Article 16.18 of the Articles of Association.

In accordance with the Articles of Association, Mr. Liu, Mr. Huang, Mr. Sze, Ms. Ngo, Mr. Jin and Mr. Lu shall retire at the AGM.

---

## LETTER FROM THE BOARD

---

Mr. Sze has notified the Board that he will not be standing for re-election as an executive Director at the AGM and will resign as an executive Director with effect from 1 April 2022 in order to spend more time dealing with his personal affairs.

Only Mr. Liu, Mr. Huang, Ms. Ngo, Mr. Jin and Mr. Lu, being eligible, will offer himself/herself for re-election at the AGM.

Mr. Sze has confirmed that he has no disagreement with the Board, nor is there any matter in relation to his resignation that should be brought to the attention of the shareholders of the Company or the Stock Exchange.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Liu and Mr. Huang as an executive Director and each of Ms. Ngo, Mr. Jin and Mr. Lu as an independent non-executive Director.

The nomination committee of the Company (the “**Nomination Committee**”) had reviewed the independence of Ms. Ngo, Mr. Jin and Mr. Lu. Each of Ms. Ngo, Mr. Jin and Mr. Lu also submitted annual confirmation to the Company on his/her fulfillment of the independence guidelines set out in rule 5.09 of the GEM Listing Rules. After due consideration, the Board confirmed that each of Ms. Ngo, Mr. Jin and Mr. Lu continues to be considered as an independent non-executive Director and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Each of Ms. Ngo, Mr. Jin and Mr. Lu had abstained from deliberation and decision in respect of assessment of his/her own independence.

The Company has in place a nomination policy which sets out, inter alia, the selection criteria (the “**Criteria**”) and the evaluation procedures in nomination candidates to be appointed or re-appointed as Directors of the Company. The re-appointment of each of Mr. Liu, Mr. Huang, Ms. Ngo, Mr. Jin and Mr. Lu was recommended by the Nomination Committee, and the Board has accepted the recommendations following a review of their overall contribution and service to the Company including their attendance of Board meetings and general meeting, the level of participation and performance on the Board, and whether they continue to satisfy the Criteria.

Biographical details, interests in the Shares and the service contracts of each of the retiring Directors are set out in Appendix II to this circular. In consideration of the background, specific knowledge and experience of Mr. Liu, Mr. Huang, Ms. Ngo, Mr. Jin and Mr. Lu, the Board believes that they could bring an invaluable insight. Their in-depth knowledge, extensive experience and expertise continue to provide invaluable contribution and diversity to the Board.

---

## LETTER FROM THE BOARD

---

### PROPOSED RE-APPOINTMENT OF AUDITORS

BDO Limited will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

Upon the recommendation of the audit committee of the Company (the “**Audit Committee**”), the Board proposed to re-appoint BDO Limited as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 30 March 2022. As set out in the said announcement, the Board proposes to seek approval from the Shareholders at the AGM for the Proposed Amendments in order to (i) bring the Memorandum and Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the GEM Listing Rules and (ii) make some other housekeeping improvements. The major changes brought about by the Proposed Amendments are set out below:

1. to add the definition of “electronic facility”;
2. to delete the definition of “electronic means” and insert the definition of “electronic communication”;
3. to amend the definition of “dividend”;
4. to amend the definition of “electronic”;
5. to amend the definition of “special resolution” to include participation by means of electronic facility or facilities;
6. 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;
7. 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;

---

## LETTER FROM THE BOARD

---

8. to provide that Sections 8 and 19 of the Electronic Transactions Act (Revised) of the Cayman Islands shall not apply;
9. 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;
10. 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;
11. 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;
12. 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;
13. 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;

---

## LETTER FROM THE BOARD

---

14. 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;
15. 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;
16. 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;
17. 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;
18. 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;
19. 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;
20. 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;

---

## LETTER FROM THE BOARD

---

21. 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;
22. 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;
23. 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;
24. to provide that a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution;
25. 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
26. 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 Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the GEM Listing Rules and the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

Details of the Proposed Amendments are set out in Appendix III to this circular and the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM. A copy of the New Memorandum and Articles of Association showing all changes made to the Articles of Association will be available for inspection during normal business hours on any weekday (except public holidays) at the head office of the Company in Hong Kong at Office Unit No. 07, 5/F Workingberg Commercial Building, Nos. 41-47 Marble Road, Hong Kong from the date of this circular up to and including the date of the AGM and at the AGM.

### **CLOSURE OF REGISTER OF MEMBERS**

The forthcoming AGM is scheduled to be held on Thursday, 5 May 2022. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 29 April 2022 to Thursday, 5 May 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 28 April 2022.

---

## LETTER FROM THE BOARD

---

### AGM

A notice convening the AGM to be held at 26 Floor, Siu On Centre, 188 Lockhart Road, Wan Chai, Hong Kong on Thursday, 5 May 2022 at 10:30 a.m. is set out on pages 43 to 48 of this circular.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the granting of the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors, the re-appointment of auditors and the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.



---

## LETTER FROM THE BOARD

---

### COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or Substantial Shareholders or their respective close associates had any business or interest which competes or may compete with the business of the Group, or have or may have any other conflicts of interest with the Group.

### DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours (i.e. from 9:30 a.m. to 5:00 p.m. on Monday to Friday at the principal place of business of the Company in Hong Kong at Office Unit No. 07, 5/F, Workingberg Commercial Building, Nos. 41-47 Marble Road, Hong Kong from the date of this circular up to and including the date of the AGM on Thursday, 5 May 2022:

1. the Memorandum and Articles of Association;
2. the New Memorandum and Articles of Association;
3. the annual report of the Company for the year ended 31 December 2021;
4. the annual report of the Company for the year ended 31 December 2020; and
5. the annual report of the Company for the year ended 31 December 2019.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to the Shareholders for their consideration of the Repurchase Mandate pursuant to Rule 13.08 of the GEM Listing Rules.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 160,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted or issued or repurchased between the Latest Practicable Date and the date of AGM, the Company will be allowed to repurchase a maximum of 16,000,000 Shares during the Relevant Period.

### **2. SOURCE OF FUNDS**

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

### **3. REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and Shareholders as a whole.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 months immediately preceding the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2021</b>		
April	0.360	0.285
May	0.300	0.270
June	0.400	0.270
July	0.580	0.395
August	0.520	0.390
September	0.570	0.415
October	0.465	0.405
November	0.700	0.420
December	0.600	0.590
<b>2022</b>		
January	0.740	0.570
February	0.740	0.590
March (up to the Latest Practicable Date)	0.620	0.355

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules, the Memorandum and Articles of Association, and the applicable laws of the Cayman Islands.

#### 6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Topliu Limited	56,893,000	Beneficial owner ( <i>Note 1</i> )	35.56	39.51
Mr. Liu Yi	56,893,000	Interest in controlled corporation ( <i>Note 1</i> )	35.56	39.51
Mr. Huang Jianying	24,707,000	Beneficial owner ( <i>Note 2</i> )	15.44	17.16
Ms. Sun Li	24,707,000	Interest of spouse ( <i>Note 2</i> )	15.44	17.16
Nineyou International Limited	18,367,182	Beneficial owner ( <i>Note 3</i> )	11.48	12.75
Million Treasure Limited	18,367,182	Interest in controlled corporation ( <i>Note 3</i> )	11.48	12.75
Heartland Investment Limited	18,367,182	Interest in controlled corporation ( <i>Note 3</i> )	11.48	12.75
PC Investment Limited	9,894,235	Beneficial owner ( <i>Note 4</i> )	6.18	6.87
PC Asia Limited	9,894,235	Interest in controlled corporation ( <i>Note 4</i> )	6.18	6.87
Ms. Wong Pui Yain	9,894,235	Interest in controlled corporation ( <i>Note 4</i> )	6.18	6.87
Mr. Wong Kiam Seng	9,894,235	Interest in controlled corporation ( <i>Note 4</i> )	6.18	6.87
Mr. Zhang Yeyuan	8,580,000	Beneficial owner	5.36	5.60

*Notes:*

- (1) Topliu Limited is wholly owned by Mr. Liu Yi.
- (2) Ms. Sun Li is the spouse of Mr. Huang Jianying.
- (3) Based on the information provided by Nineyou International Limited (“NYIL”), NYIL is beneficially owned by Heartland Investment Limited as to approximately 44.44%, Wollerton Investments Pte. Ltd. as to approximately 18.96%, Fair Gold International Limited as to approximately 15.61%, Everstar Overseas Holding Ltd. as to approximately 10.04%, Star Fortune Overseas Holding Limited as to approximately 8.0% and Hongxin International Holdings Limited as to approximately 2.95%, all of whom are independent third parties. Wollerton Investments Pte. Ltd. is owned as to approximately 82.35% by Heartland Investment Limited. Heartland Investment Limited is wholly owned by Million Treasure Limited which is also an independent third party.
- (4) PC Investment Limited is beneficially owned by PC Asia Limited as to 99% and PC Asia Nominees Limited as to 1%. PC Asia Nominees Limited is beneficially owned by PC Asia Limited. PC Asia Limited is beneficially owned by Mr. Wong Kiam Seng as to 50% and Ms. Wong Pui Yain as to 50%.

On the basis that there is no change in the issued share capital of the Company from the Latest Practicable Date to the date of the AGM, in the event that the Directors shall exercise the Repurchase Mandate in full, no person is obliged to make a mandatory offer under Rule 26 of the Takeovers Code or the amount of Shares held by the public will not be reduced to less than 25%.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

#### **7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, any of their close associates (as defined under the GEM Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company (i) has notified the Company that he/she/it has a present intention to sell any Shares (ii) has undertaken to the Company that he/she/it will not sell any Shares held by he/she/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

#### **8. MATERIAL ADVERSE CHANGE**

As compared with the financial position of the Company as at 31 December 2021 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

#### **9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

*The following are particulars of the Directors proposed to be re-elected at the AGM:*

**Mr. Liu Yi**

Mr. Liu Yi (“**Mr. Liu**”), aged 38, was appointed as our executive Director on 16 December 2021, and appointed as the chairman of our Board and the chief executive officer of our Group on 7 January 2022. Mr. Liu is primarily responsible for our Group’s overall strategic planning and overseeing the general management of our Group. Mr. Liu is the chairman of the Nomination Committee. Mr. Liu is also directors of certain subsidiaries of our Group.

Mr. Liu obtained his master degree in advanced computer science from the University of Cambridge in July 2012. Since 2018, Mr. Liu has been the chief science officer of Hangzhou Zifu Interactive Network Technology Co., Ltd., a company principally engaged in the business of research and development of information technology and information integration system (“**Hangzhou Zifu**”), and he is also the executive director and general manager of Hangzhou Zifu. Moreover, Mr. Liu is the executive director and general manager of Yawang Zhiye (Hangzhou) Co., Ltd.\* (樑網置業(杭州)有限公司), a private limited company engaged in property management and development of commercial and office buildings in Hangzhou, the PRC. From 9 February 2021 to 28 March 2022, Mr. Liu was a non-independent director of Anhui Wantong Technology Co., Ltd.\* (安徽皖通科技股份有限公司), a company listed on the Shenzhen Stock Exchange with a stock code of 002331.SZ. In August 2020, Mr. Liu was accredited as a Class B High-Level Talent under the Measure of Yuhang District of Hangzhou on the Classification and Identification of High-Level Talents\* (杭州市余杭區高層次人才分類認定辦法). Currently, Mr. Liu serves as a standing member of the Chinese People’s Political Consultative Conference of Hangzhou Linping District and vice chairman of Hangzhou Linping District Federation of Overseas Chinese\* (杭州市臨平區歸國華僑聯合會).

Mr. Liu has been appointed as a director and chief executive officer of Gameone Online Technology Limited, a wholly-owned subsidiary of the Company, with effect from 16 December 2021. Pursuant to the employment contract of Mr. Liu, he is entitled to a director’s salary of HK\$2,040,000 per annum, which has been approved by the remuneration committee of the Company (the “**Remuneration Committee**”).

Mr. Liu has entered into a service contract with the Company for a term of three years, commencing on 16 December 2021 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Pursuant to the service contract of Mr. Liu, he is entitled to a director’s fee of HK\$360,000 per annum, which is determined with reference to his experience, duties and responsibilities within the Company.

As at the Latest Practicable Date, Mr. Liu is the sole beneficial owner and sole director of Topliu Limited, which owns 56,893,000 Shares, representing approximately 35.56% of the total issued share capital of the Company. As such, Mr. Liu is deemed to be interested in the 56,893,000 Shares held by Topliu Limited by virtue of the SFO. Save as disclosed above, as

at the Latest Practicable Date, Mr. Liu had no interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu does not hold any position in the Company or any of its subsidiaries, or have any other major appointments and professional qualifications. Save as disclosed above, he does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company. Save as disclosed above, Mr. Liu did not hold any other directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, as at the Latest Practicable Date, there are no other matters concerning Mr. Liu's appointment that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Liu that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

### **Mr. Huang Jianying**

Mr. Huang Jianying (“**Mr. Huang**”), aged 53, was appointed as our executive Director on 16 December 2021. Mr. Huang is primarily responsible for overseeing the general management of our Group. Mr. Huang is also directors of certain subsidiaries of our Group.

Mr. Huang obtained his master degree in business administration from Zhejiang University (浙江大學) in June 2006. He has extensive experience in the management and garment industry. Since 2002, Mr. Huang is the chairman and general manager of a private garment company in the the People's Republic of China (the “**PRC**”).

Mr. Huang has been appointed as a director of Gameone Online Technology Limited, a wholly-owned subsidiary of the Company, with effect from 16 December 2021. Pursuant to the employment contract with Mr. Huang, he is entitled to a director's salary of HK\$840,000 per annum, which has been approved by the Remuneration Committee.

Mr. Huang has entered into a service contract with the Company for a term of three years commencing on 16 December 2021 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Pursuant to the service contract of Mr. Huang, he is entitled to a director's fee of HK\$360,000 per annum which is determined with reference to his experience, duties and responsibilities within the Company.

As at the Latest Practicable Date, Mr. Huang owns 24,707,000 Shares, representing approximately 15.44% of the total issued share capital of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Huang had no interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang does not hold any position in the Company or any of its subsidiaries, or have any other major appointments and professional qualifications. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang did not hold any other directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, as at the Latest Practicable Date, there are no other matters concerning Mr. Huang's appointment that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Huang that is required to be disclosed pursuant to Rule 17.50(2) of the GEM.

#### **Ms. Ngo Mei Kwan**

Ms. Ngo Mei Kwan ("**Ms. Ngo**"), aged 42, was appointed as our independent non-executive Director on 7 January 2022. She is responsible for supervising and providing independent judgment to our Board. Ms. Ngo is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

Ms. Ngo obtained a diploma in accounting management from Douglas College in June 2008. Ms. Ngo worked in Qianhai Health Holdings Limited (stock code: 911) as a project manager since September 2016 and was promoted as human resources and administration director in September 2019.

Ms. Ngo has entered into a letter of appointment with the Company for a term of three years commencing on 7 January 2022 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment of Ms. Ngo, Ms. Ngo is entitled to a director's fee of HK\$150,000 per annum, which is determined with reference to her experience, duties and responsibilities within the Company.



Save as disclosed above, as at the Latest Practicable Date, Ms. Ngo does not hold any position in the Company or any of its subsidiaries, or have any other major appointments and professional qualifications. She does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ngo does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ngo did not hold any other directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, as at the Latest Practicable Date, there are no other matters concerning Ms. Ngo's appointment that need to be brought to the attention of the Shareholders nor is there any information relating to Ms. Ngo that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

### **Mr. Jin Baiting**

Mr. Jin Baiting (“**Mr. Jin**”) (**formerly named: Jin Jing (金京)**), aged 39, was appointed as our independent non-executive Director on 7 January 2022. He is responsible for supervising and providing independent judgment to our Board. Mr. Jin is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Mr. Jin obtained a master degree in laws from Zhejiang University in December 2018 and a bachelor degree in laws from Hangzhou Normal College (now known as Hangzhou Normal University) in July 2006. Mr. Jin has been a senior partner of Beijing Deheng (Hangzhou) Law Firm\* (北京德恒(杭州)律師事務所) since December 2019. He worked in Zhejiang Nanfang Chunchen Law Firm as a solicitor from April 2013 to November 2019. Mr. Jin obtained his legal license of the People's Republic of China in June 2010. He is currently the deputy director of the Eighth Criminal Liability Risk Prevention (Non-litigation) Professional Committee of the Hangzhou Lawyers Association\* (杭州市律師協會第八屆刑事責任風險防範(非訴訟)專業委員會); a specially invited supervisor of administrative law enforcement\* (特邀行政執法監督員) in Hangzhou, and a member of the Administrative Reconsideration Committee\* (行政復議委員會) of Xiaoshan District in Hangzhou; a member of the Grassroots Committee of Zhi Gong Party\* (致公黨杭州市西湖區基層委) of Xihu District in Hangzhou.

Mr. Jin has entered into a letter of appointment with the Company for a term of three years commencing on 7 January 2022 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment of Mr. Jin, Mr. Jin is entitled to a director's fee of HK\$150,000 per annum, which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jin did not hold any position in the Company or any of its subsidiaries, or had any other major appointments and professional qualifications. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jin did not have, and was not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jin did not hold any other directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, as at the Latest Practicable Date, there were no other matters concerning Mr. Jin's appointment that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Jin that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

#### **Mr. Lu Yi**

Mr. Lu Yi ("**Mr. Lu**"), aged 47, was appointed as our independent non-executive Director on 7 January 2022. He is responsible for supervising and providing independent judgment to our Board. Mr. Lu is the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee.

Mr. Lu obtained a bachelor degree in economics from Fudan University in July 1997. He has been the managing director of the corporate finance department of Sinolink Securities (HK) Company Limited ("**Sinolink**") since May 2017. He has been a responsible officer of Sinolink for Type 6 regulated activities (advising on corporate finance) under the SFO since May 2017. He worked in China Everbright Capital Limited with his last position held as an executive director of the corporate finance department from January 2008 to April 2017. He worked in BM Intelligence Consulting Limited as a senior manager from October 2001 to December 2007. He worked in Deloitte Touche Tohmatsu CPA Ltd. with his last position held as a senior auditor from September 1997 to September 2001. Mr. Lu is currently a member of CPA Australia since March 2021.

Mr. Lu has entered into a letter of appointment with the Company for a term of three years commencing on 7 January 2022 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment of Mr. Lu, Mr. Lu is entitled to a director's fee of HK\$150,000 per annum, which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lu did not hold any position in the Company or any of its subsidiaries, or had any other major appointments and professional qualifications. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lu did not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lu did not hold any other directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, as at the Latest Practicable Date, there were no other matters concerning Mr. Lu's appointment that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Lu that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New the Memorandum and Articles of Association. If the serial numbering of the clauses of the Memorandum and Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the the Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

*Note:* The amended and restated memorandum and articles of association of the Company is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

<b>Clause No.</b>	<b>Provisions in the new Memorandum of Association (showing changes to the existing Memorandum of Association)</b>
-------------------	--

- |    |  |
|----|--|
| 4. | Except as prohibited or limited by the Companies <del>Law (2013 Revision Act (Revised))</del> , the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies <del>Law (2013 Revision Act (Revised))</del> and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the provision of advice, the management and custody of the Company's assets, the listing of the Company's shares and its administration; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws. |
|----|--|

**Clause Provisions in the new Memorandum of Association****No. (showing changes to the existing Memorandum of Association)**

6. The share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 shares of a nominal or par value of HK\$0.01 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies ~~Law (2013 Revision Act (Revised))~~ and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.
7. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies ~~Law (2013 Revision Act (Revised))~~ and, subject to the provisions of the Companies ~~Law (2013 Revision Act (Revised))~~ and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

**Provisions in the new Articles of Association****Clause (showing changes to the existing Articles of Association and****No. the parts without changes in the following provisions are shown in "...")**

- 2.2 In these Articles, unless there be something in the subject or context inconsistent therewith:
- “Companies ~~Law Act~~” shall mean the Companies ~~Law (2013 Revision Act (Revised))~~, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
- “dividend” shall include bonus dividends and distributions permitted by the Companies ~~Law Act~~ to be categorised as dividends.
- “electronic” shall have the meaning given to it in the Electronic Transactions ~~Law Act~~.
- “electronic facility”** **shall includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing attendance at or participation in (or both attendance at and participation in) a general meeting by electronic communication determined by the Directors pursuant to these Articles;**
- “electronic ~~means~~ **communication**” shall include sending or otherwise making available to the intended recipients of the communication in electronic format.
- “Electronic Transactions ~~Law Act~~” shall mean the Electronic Transactions ~~Law (2003 Revision Act (Revised))~~ of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

- Provisions in the new Articles of Association**  
**Clause No. (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**
- “special resolution” shall have the same meaning as ascribed thereto in the Companies ~~Law~~**Act** and shall include ~~aan~~ unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, where participation by means of electronic facility or facilities are allowed, by means of electronic facility or facilities or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- 2.6 **A reference to a “meeting”:**
- 2.6.1 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**
- 2.6.2 shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.**
- 2.7 **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.**
- 2.8 Sections 8 and 19 of the Electronic Transactions ~~Law~~**Act** shall not apply.

- Provisions in the new Articles of Association  
Clause (showing changes to the existing Articles of Association and  
No. the parts without changes in the following provisions are shown in "...")
- 3.4 ~~If at any time the share capital of the Company is divided into different classes of shares, all~~All or any of the rights attached to any class of shares ~~for the time being issued~~ (unless otherwise provided for ~~in~~by the terms of issue of the shares of that class) ~~may, for the time being in issue may~~ subject to the provisions of the Companies ~~Law Act, at any time~~, be ~~varied~~altered or abrogated ~~either~~ with the consent in writing of the holders of not less than three-fourths ~~in nominal value~~ of the issued shares of that class, or with the ~~sanction~~approval of a ~~special~~ resolution passed ~~at a separate meeting of~~ by not less than three-fourth of the votes cast by the holders of ~~the~~ shares of that class. ~~To every such present and voting at a separate~~ general meeting, ~~and~~ all the provisions ~~of~~contained in these Articles relating to general meetings shall mutatis mutandis apply, ~~to every such meeting~~ but so that the quorum ~~for the purposes of any such separate meeting and of any adjournment~~ thereof shall be a ~~not less than two members present in person (or persons together holding (or representing by proxy or in the case of companies, by its duly authorised representative) representatives) or by proxy (including by means of an electronic facility or facilities) holding at the date of the relevant meeting not less than least one-third in nominal value of the issued 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.
- 3.5 The provisions of the foregoing Article 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.
- 3.7 Subject to the Companies ~~Law Act~~, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

Clause No.	Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")
3.10	Subject to the provisions of the Companies <del>LawAct</del> and the Memorandum, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.
3.14	Subject to the provisions of the Companies <del>LawAct</del> , the Memorandum and these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.
3.15	The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies <del>LawAct</del> shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.
4.1	The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Companies <del>LawAct</del> .
4.4	Notwithstanding anything contained in this Article 4, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies <del>LawAct</del> .
4.5	For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies <del>LawAct</del> in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.
4.6	Except when a register is closed <b>in accordance with the terms equivalent to the relevant section of the Companies Ordinance</b> and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.



Clause No.	Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")
4.8	The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic <del>means</del> <u>communication</u> as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such <u>longer</u> period as the members may by ordinary resolution determine provided that such longer period shall not be extended beyond <del>60</del> <u>30</u> days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.
6.5	In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, <del>by</del> <u>in</u> electronic <del>communication</del> <u>form</u> in the manner in which notices may be served by the Company by electronic <del>means</del> <u>communication</u> as herein provided or by advertisement published in the newspapers.
7.9	The registration of transfers may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, <del>by</del> <u>in</u> electronic <del>communication</del> <u>form</u> in the manner in which notices may be served by the Company by electronic <del>means</del> <u>communication</u> as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.

Clause No.	Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")
10.1	<p>The Company may from time to time by ordinary resolution:</p> <p>(a) .....</p> <p>(b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the Companies <b>LawAct</b>; and</p> <p>(c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Companies <b>LawAct</b>, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.</p>
10.2	<p>The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Companies <b>LawAct</b>.</p>
11.5	<p>The Board shall cause a proper register to be kept, in accordance with the provisions of the Companies <b>LawAct</b>, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Companies <b>LawAct</b> in regard to the registration of mortgages and charges therein specified and otherwise.</p>
12.1	<p>The Company shall hold a general meeting as its annual general meeting <b>infor</b> each <b>financial</b> year <del>other than the year of the Company's adoption of these Articles</del>, within a period of <b>not more than 15</b><del>six</del> months after the <del>holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise)</del><b>end of its financial year</b>. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place <b>(which may include partly (but not wholly) by means of electronic facility or facilities)</b> as the Board shall appoint.</p>

- Provisions in the new Articles of Association**
- Clause (showing changes to the existing Articles of Association and  
No. the parts without changes in the following provisions are shown in "...")
- 12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any ~~two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.~~ General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company, 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. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total of such voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.
- 12.4 An annual general meeting shall be called by ~~not less than~~ at least 21 days' notice in writing and any extraordinary general meeting shall be called by ~~not less than~~ at least 14 days' notice in writing, unless it can be demonstrated that reasonable written notice can be given in less time. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, details of any permitted participation by means of electronic facility or facilities and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

- Provisions in the new Articles of Association  
(showing changes to the existing Articles of Association and  
the parts without changes in the following provisions are shown in "...")
- 12.5 If pursuant to Article 12.1, the Directors determine that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:
- 12.5.1 include a statement to that effect;
  - 12.5.2 specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements determined pursuant to Article 13.12; and
  - 12.5.3 state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.
- 13 13.1 The Directors may make whatever arrangements they consider fit to allow those entitled to do so to attend and participate in any general meeting. The entitlement of any member or proxy to attend a general meeting, or to participate in it, shall be subject to such arrangements as may be for the time being in force and are by the notice of meeting stated to apply to that meeting.
- 13.2 The Directors shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so:
- 13.2.1 by means of electronic facility or facilities pursuant to Article 13.3 (and for the avoidance of doubt, the Directors shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances); and/or
  - 13.2.2 by attendance and participation at a place as specified under the notice of a general meeting pursuant to Article 12.4.
- 13.3 The Directors may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy or by means of an electronic facility or facilities (as so determined by the Directors) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
- 13.3.1 participate in the business for which the meeting has been convened;
  - 13.3.2 hear all persons who speak at the meeting; and
  - 13.3.3 be heard by all other persons attending and participating in the meeting.

- Provisions in the new Articles of Association  
Clause (showing changes to the existing Articles of Association and  
No. the parts without changes in the following provisions are shown in "...")
- 13.4 Nothing in these Articles authorises or allows a general meeting to be held exclusively on an electronic basis.
- 13.5 A person is able to participate in a meeting if that person's circumstances are such that if he or she has (or were to have) rights in relation to the meeting, he or she is (or would be) able to exercise them.
- 13.6 In determining whether persons are attending or participating in a meeting, other than at a physical place or places, it is immaterial where any of them are or how they are able to communicate with each other.
- 13.7 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 13.8 If, at any general meeting at which members are entitled to participate by means of electronic facility or facilities determined by the Directors pursuant to Article 13.3, any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Company shall ensure that it is available in electronic form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.
- 13.9 All persons seeking to attend and participate in a general meeting by way of electronic facility or facilities shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 13.3, any inability of a person or persons to attend or participate in a general meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting.
- 13.10 The Directors may direct that any person wishing to attend any general meeting held at a physical place should provide evidence of identity and submit to such searches or other security arrangements or restrictions (including restrictions in items of personal property to be taken into the meeting) as the Directors shall consider appropriate in the circumstances.
- 13.11 The Directors shall be entitled in their absolute discretion to authorise one or more persons (including the Directors, the company secretary or the chair) to refuse physical or electronic entry to, or eject (physically or electronically) from, any meeting any person who fails to provide such evidence of identity or to submit to such searches or to otherwise comply with such security arrangements or restrictions as are required pursuant to this Article 13, or who causes the meeting to become disorderly.
- 13.12 If a general meeting is held partly by means of an electronic facility or facilities pursuant to Article 14.3, the Directors and the chair may make any arrangement and impose any requirement or restriction that is:

## Provisions in the new Articles of Association

Clause (showing changes to the existing Articles of Association and  
No. the parts without changes in the following provisions are shown in "...")

**13.12.1 necessary to ensure the identification of those taking part by means of such electronic facility or facilities and the security of the electronic communication; and**

**13.12.2 in his or her view, proportionate to those objectives. In this respect, the Directors may authorise any voting application, system or facility for attendance and participation as they see fit.**

**13.13** For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy (**including by means of an electronic facility or facilities**) provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

**13.14** If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place (**which may include partly (but not wholly) by means of electronic facility or facilities**) as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy (**including by means of an electronic facility or facilities**) shall be a quorum and may transact the business for which the meeting was called.

13.15 .....

**13.16** The Chairman may, **within his or her absolute discretion consider that it is impractical or unreasonable to hold a general meeting on the consentdate or at the time or place specified in the notice of any general meeting, and shall, if so directed by the general meeting at which a quorum is present, and shall, if so directed by the meeting,** adjourn any meeting from time to time and from place to place **and/or from such electronic facility or facilities for attendance and participation to such other electronic facility or facilities** as the **meetingchairman** shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place (**which may include partly (but not wholly) by means of electronic facility or facilities**), **details of any permitted participation by means of electronic facility or facilities**, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

13.17 .....

- Provisions in the new Articles of Association**
- Clause No.** (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")
- 13.18** ~~A poll shall (subject as provided in Article 13.7A resolution put to the vote at a general meeting held partly by means of electronic facility or facilities shall be decided on a poll, which poll votes may be cast by such electronic communication as the Directors, in their sole discretion, deem appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates. Subject thereto, a poll shall (subject as provided in Article 13.19)~~ be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
- 13.19 .....
- 13.20 .....
- 13.21 .....
- 13.22 .....
- 14
- 14.1 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have **the right to speak and shall vote** one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative **or by means of an electronic facility or facilities**) or by proxy shall have **the right to speak and shall vote** one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
- 14.2 ~~Where~~**All members of the Company (including a member which is a recognized clearing house (or its nominee(s))) shall have the right to speak and vote at a general meeting except where** any member is, under the 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.
- 14.3 .....

Provisions in the new Articles of Association  
Clause (showing changes to the existing Articles of Association and  
No. the parts without changes in the following provisions are shown in "...")

**14.4** **A person is able to exercise the right to vote at a general meeting when:**

**14.4.1** **that person is able to vote, during the meeting (or, in the case of a poll, within the time period specified by the chairperson of the meeting) on resolutions put to the vote at the meeting; and**

**14.4.2** **that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.**

14.5 .....

14.6 .....

14.7 .....

14.8 .....

**14.9** Any member (**including a corporation**) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy **or representative** to attend and vote instead of ~~him and asuch member. A corporation which is a member of the Company may execute a form of proxy under the hand of a duly authorised officer.~~ A proxy so appointed shall have the same right as the member ~~to (including the right to vote and speak)~~ at the meeting, **as if it were an individual member present in person at any general meeting.** Votes may be given either personally or by proxy. A proxy need not be a member. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).

14.10 .....

14.11 .....

14.12 .....

14.13 .....

14.14 .....

14.15 .....



Clause No.	Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")
	<p><b>14.16</b> If a recognised clearing house (or its nominee(s)) is a member it may <b>appoint proxies or</b> authorise such person or persons as it thinks fit to act as its representative(s), <b>who enjoy right equivalent to the rights of other members of the Company,</b> at any <b>general meeting</b> of the Company <b>(including but not limited to general meetings and creditors meetings)</b> 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. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, <del>where a show of hands is allowed,</del> the right to <b>speak and</b> vote individually on a show of hands <b>or on a poll</b>, notwithstanding any contrary provision contained in these Articles.</p>
16	<p>16.1 .....</p> <p>16.2 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 <del>next following</del><b>first annual</b> general meeting of the Company <b>after his appointment</b> and shall then be eligible for re-election at that meeting.</p> <p>16.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies <del>LawAct,</del> <b>members of</b> 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. Any Director so appointed shall hold office only until the <del>next following</del><b>first annual</b> general meeting of the Company <b>after his appointment</b> and shall then be eligible for re-election.</p> <p>16.4 .....</p> <p>16.5 The Company shall keep at its office a register of directors and officers containing their names and addresses and any other particulars required by the Companies <del>LawAct</del> and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies <del>LawAct.</del> <b>LawAct.</b></p>

Clause No.	Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")
16.6	<p><b><u>Without prejudice to any claim for damages under any contract, members of the</u></b> Company may by ordinary resolution <del>at any time</del> remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.</p>
16.7-16.24	.....
18.3	<p>Except as would be permitted by the Companies Ordinance if the Company were a company incorporated in Hong Kong, and except as permitted under the Companies <del>LawAct</del>, the Company shall not directly or indirectly:</p> <ul style="list-style-type: none"><li>(a) make a loan to a Director or his close associates or a director of any holding company of the Company or a body corporate controlled by such a director or Director;</li><li>(b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director or a body corporate controlled by such a director or Director; or</li><li>(c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</li></ul>
21	<p>21.1 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Companies <del>LawAct</del> or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.</p> <p>21.2 A provision of the Companies <del>LawAct</del> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.</p>
24.1	<p>Subject to the Companies <del>LawAct</del> and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.</p>

- Provisions in the new Articles of Association**  
**(showing changes to the existing Articles of Association and**  
**the parts without changes in the following provisions are shown in “...”)**
- Clause No. 25.1      The Company shall be entitled to sell any shares of a member or the shares to which a person is entitled by virtue of transmission on death or bankruptcy or operation of law if and provided that:
- (a) .....
  - (b) .....
  - (c) .....
  - (d) upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic **meanscommunication** as herein provided, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.
- 27      **Annual Returns and Filings**
- The Board shall make the requisite annual returns and any other requisite filings in accordance with the Companies **LawAct**.
- 28.1      The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company’s affairs and to show and explain its transactions and otherwise in accordance with the Companies **LawAct**.
- 28.2      The books of account shall be kept at the Company’s principal place of business in Hong Kong or, subject to the provisions of the Companies **LawAct**, at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors.
- 28.3      The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies **LawAct** or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.

- Provisions in the new Articles of Association**
- Clause No.** (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")
- 28.6 To the extent permitted by and subject to due compliance with these Articles, the Companies ~~LawAct~~ and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies ~~LawAct~~, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies ~~LawAct~~ and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.
- 29.2 ~~The Company shall~~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. 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. The remuneration of the Auditors shall be fixed by ~~the Company~~members by ordinary resolution at the annual general meeting at which they are appointed ~~provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board~~. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. ~~The~~Subject to compliance with the Listing Rules, the Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. ~~The~~Subject to compliance with the Listing Rules, the remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.
- 30.1 Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic ~~means~~communication by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic ~~means~~communication, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

- Provisions in the new Articles of Association**  
**(showing changes to the existing Articles of Association and**  
**the parts without changes in the following provisions are shown in "...")**
- 30.4 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic **meanscommunication** and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.
- 30.8 Any notice given by electronic **meanscommunication** as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.
- 32.1 **A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.** If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Companies **LawAct** divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Companies **LawAct**, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.
- 33.2 Subject to the Companies **LawAct**, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.
- 34 **Financial Year**
- The financial year of the Company ~~shall be prescribed by 31 December or such other date as the Board and may, from time to time, be changed by it~~ **decide and annex to this Articles of Association.**

- 
- Provisions in the new Articles of Association**  
**(showing changes to the existing Articles of Association and**  
**the parts without changes in the following provisions are shown in “...”)**
- 35      **Amendment of Memorandum and Articles**
- Subject to the Companies ~~Law, the Company~~**Act, members in a general meeting** may at any time and from time to time by special resolution alter or amend the Memorandum and these Articles in whole or in part.
36.      **Transfer by Way of Continuation**
- The Company shall, subject to the provisions of the Companies ~~Law~~**Act** and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
- 37      **Mergers and Consolidations**
- The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies ~~Law~~**Act**), upon such terms as the Directors may determine.

---

## NOTICE OF AGM

---



### GAMEONE HOLDINGS LIMITED

### 智傲控股有限公司

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

**(Stock Code: 8282)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of shareholders of Gameone Holdings Limited (the “Company”) will be held at 26 Floor, Siu On Centre, 188 Lockhart Road, Wan Chai, Hong Kong on Thursday, 5 May 2022 at 10:30 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2021;
2. To re-appoint BDO Limited as auditors of the Company and to authorize the board of Directors to fix their remuneration;
3.
  - (a) To re-elect Mr. Liu Yi as an executive Director;
  - (b) To re-elect Mr. Huang Jianying as an executive Director;
  - (c) To re-elect Ms. Ngo Mei Kwan as an independent non-executive Director;
  - (d) To re-elect Mr. Jin Baiting as an independent non-executive Director; and
  - (e) To re-elect Mr. Lu Yi as an independent non-executive Director.
4. To authorise the board of Directors to fix the remuneration of the Directors.
5. **“THAT:**
  - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the GEM (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 (the “Share”) each in the share capital of the Company or securities convertible into such Shares, or options, warrants, or similar rights to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds,

---

## NOTICE OF AGM

---

warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangements providing for the allotment of shares in the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of the issued Shares as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Company or the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem



---

## NOTICE OF AGM

---

necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).”

6. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on the GEM of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

---

## NOTICE OF AGM

---

7. “**THAT** conditional upon the passing of resolutions no. 5 and no. 6 as set out in this notice convening the AGM of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution no. 5 as set out in this notice convening the AGM of which this resolution forms part be and is hereby extended by the addition thereto of the total number of Shares which maybe repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in this notice convening the AGM of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this resolution.”

### SPECIAL RESOLUTION

1. “**THAT** the memorandum and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 31 March 2022 (the “**Circular**”) and the amended and restated memorandum and articles of association of the Company in the form of the document marked “A” and produced to the AGM and for the purpose of identification initialed by the chairman of the AGM, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of the AGM and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company.”

### QUESTIONS FROM SHAREHOLDERS

The Board considers that the AGM is an important opportunity for Shareholders to express their views by raising questions and voting. Shareholders’ participation in the AGM are considered to be important. The Board wishes to emphasise that Shareholders can raise questions during the AGM. Shareholders who would like to raise questions in relation to any resolution set out in this notice or the business of the Company at the AGM can submit questions by 10:30 a.m. on 3 May 2022 (being not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof) via email to [goinfo@gameone.com](mailto:goinfo@gameone.com) or via telephone hotline at (852) 2866 9090 providing personal particulars as follows for verification purposes:

- a) Full name;
- b) Registered address;
- c) Number of Shares held;
- d) Hong Kong Identity Card Number or passport number (in case of natural person)/ company registration number (in case of body corporate);
- e) Contact telephone number; and

---

## NOTICE OF AGM

---

f) Email address

Shareholders can also submit questions during the AGM.

The Board will arrange to answer the questions raised by Shareholders at the AGM and those submitted in advance to the extent possible.

### **Changes to arrangements**

We are closely monitoring the impact of COVID-19 in Hong Kong. Should any changes be made to the AGM arrangements, we will notify Shareholders via an announcement posted on the Company's website ([www.gameone.com.hk](http://www.gameone.com.hk)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

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

Hong Kong, 31 March 2022

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, 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.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution no. 3, Mr. Liu Yi, Mr. Huang Jianying, Ms. Ngo Mei Kwan, Mr. Jin Baiting and Mr. Lu Yi will retire from office at the AGM in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to this circular.
7. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 6 above is set out in Appendix I to this circular.

---

## NOTICE OF AGM

---

8. The transfer books and register of members of the Company will be closed from Friday, 29 April 2022 to Thursday, 5 May 2022, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 28 April 2022.
9. A form of proxy for use by shareholders at the AGM is enclosed.
10. In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of COVID-19, the Company will implement precautionary measures at the AGM. Shareholders are advised to read page iii of the circular of the Company dated 31 March 2022 for details of the precautionary measures and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
11. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the AGM in person.