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GAMEONE HOLDINGS LIMITED

智傲控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8282)

**(I) RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES
HELD ON RECORD DATE; AND
(II) CHANGE IN BOARD LOT SIZE**

Financial Adviser to the Company



Innovax Capital Limited

Underwriter



Innovax Securities Limited

Reference is made to the prospectus of Gameone Holdings Limited (the “**Company**”) dated 6 July 2022 (the “**Prospectus**”) in relation to the Rights Issue and the Change in Board Lot Size. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that all the conditions precedent set out in the Underwriting Agreement had been fulfilled and the Underwriting Agreement had not been terminated by the Underwriter prior to the Latest Time for Termination. Accordingly, the Underwriting Agreement and the Rights Issue became unconditional at 4:00 p.m. on Thursday, 21 July 2022.

As at 4:00 p.m. on Wednesday, 20 July 2022, being the Latest Time for Acceptance of and payment for the Rights Shares and application of and payment for the Excess Rights Shares, (i) a total of 14 valid acceptances of provisional allotments under the PALs for a total of 56,099,920 Rights Shares had been received, representing approximately 70.12% of the total number of 80,000,000 Rights Shares available for subscription under the Rights Issue; and (ii) a total of 16 valid applications for Excess Rights Shares under the EAFs for a total of 69,944,570 Rights Shares had been received, representing approximately 87.43% of the total number of 80,000,000 Rights Shares available for subscription under the Rights Issue.

Pursuant to the Irrevocable Undertakings, (i) Topliu Limited had subscribed for a total of 43,393,617 Rights Shares, which comprised (a) 33,393,617 Rights Shares, representing its full entitlement under the Rights Issue and (b) 10,000,000 Rights Shares by way of excess application; and (ii) Mr. Huang had subscribed for a total of 22,353,500 Rights Shares, which comprised (a) 12,353,500 Rights Shares, representing his full entitlement under the Rights Issue and (b) 10,000,000 Rights Shares by way of excess application.

In aggregate, the 126,044,490 Rights Shares validly accepted and applied for under the PALs and EAFs represent approximately 157.56% of the total number of 80,000,000 Rights Shares available for subscription under the Rights Issue. Accordingly, the Rights Issue was over-subscribed by 46,044,490 Rights Shares, representing approximately 57.56% of the total number of 80,000,000 Rights Shares available for subscription under the Rights Issue.

EXCESS RIGHTS SHARES

Based on the number of valid acceptances of provisional allotments under the PALs as referred to above, a total of 23,900,080 Rights Shares were available for subscription under the EAFs. Such number of Excess Rights Shares was insufficient to satisfy all valid applications for a total of 69,944,570 Rights Shares under the EAFs.

In view of the over-subscription of the Rights Shares, the Board has resolved to allocate the 23,900,080 Rights Shares to those Qualifying Shareholders who applied for Excess Rights Shares on a pro-rata basis of approximately 34.17% by reference to the number of Excess Rights Shares applied for under each application. No reference has been made to the Rights Shares subscribed through applications by a PAL or the existing number of Shares held by Qualifying Shareholders and no preference has been given to topping-up odd lots to whole board lots.

UNDERWRITING AGREEMENT

As a result of the over-subscription of the Rights Shares taking into account the valid applications for the Excess Rights Shares, the obligations of the Underwriter under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

USE OF PROCEEDS

The gross proceeds from the Rights Issue are approximately HK\$22.4 million and the net proceeds from the Rights Issue, after deducting the underwriting commission and all other relevant expenses, are estimated to be approximately HK\$21.3 million. The Company will apply the net proceeds of the Rights Issue in accordance with the proposed use of proceeds as set out in the section headed “REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS” in the Prospectus.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best knowledge and information of the Directors, the shareholding structure of the Company immediately before and after completion of the Rights Issue is as follows:

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares (Note 3)</i>	<i>Approx. %</i>
Topliu Limited (<i>Note 1</i>)	66,787,235	41.74	103,597,854	43.17
Mr. Huang	24,707,000	15.44	40,477,502	16.87
Nineyou International Limited (<i>Note 2</i>)	18,367,182	11.48	18,367,182	7.65
Other public Shareholders	50,138,583	31.34	77,557,462	32.31
Total	<u>160,000,000</u>	<u>100.00</u>	<u>240,000,000</u>	<u>100.00</u>

Notes:

1. Topliu Limited is wholly owned by Mr. Liu.
2. 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 8.00% 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.
3. Certain figures have been subject to rounding adjustments in order to eliminate any fractional Shares which may arise from the allocation of the Excess Rights Shares based on the pro-rata basis set out above.
4. The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

DESPATCH OF SHARE CERTIFICATES

Share certificates for the fully-paid Rights Shares will be despatched to those entitled thereto by ordinary post, at their own risk, to their registered addresses on Thursday, 28 July 2022.

COMMENCEMENT OF DEALINGS IN THE FULLY-PAID RIGHTS SHARES

Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 29 July 2022.

CHANGE IN BOARD LOT SIZE

The board lot size for trading of the Shares on the Stock Exchange will change from 4,000 Shares to 12,000 Shares per board lot with effect from 9:00 a.m. on Friday, 29 July 2022.

ARRANGEMENT FOR ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the Shares arising from the Rights Issue or the Change in Board Lot Size, the Company has appointed Innovax Securities Limited to stand in the market to match the purchase and sale of odd lots of the Shares at the relevant market price, on a best effort basis. Holders of odd lots of the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up to a full board lot may contact Mr. Wen (Settlement Department) at (852) 2311 0287, Unit A-C, 20/F, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong during the period from Friday, 29 July 2022 at 9:00 a.m. to Thursday, 18 August 2022 at 4:00 p.m., both days inclusive. Holders of the odd lots of the Shares should note that the matching of the sale and purchase of odd lots of the Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lot facility, is recommended to consult his/her/its own professional advisers.

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

Hong Kong, 27 July 2022

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

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

This announcement will remain on the website of the Stock Exchange at 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.