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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)

PREVIOUS DISCLOSEABLE TRANSACTIONS

INTRODUCTION

During the year ended 31 December 2025, Gameone Online entered into the four Software Copyright Transfer Agreements with three individuals, pursuant to which each of the three individuals agreed to transfer software copyrights to Gameone Online for e-commerce and cybersecurity information systems and platforms, in the aggregate consideration of approximately HK$1,474,000, HK$1,551,000 and HK$1,536,000, respectively.

IMPLICATION UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the transactions contemplated under each of the Software Copyright Transfer Agreements (when they are considered as a series of transactions) are more than 5% but less than 25%, the transactions constitutes discloseable transactions of the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

REASONS FOR NON-COMPLIANCE WITH THE DISCLOSURE REQUIREMENT UNDER THE GEM LISTING RULES

The Company believes that the non-compliance with the GEM Listing Rules was inadvertent. Due to the misunderstanding of the calculation basis of the applicable percentage ratios under the GEM Listing Rules by the finance team of the Company, the Company failed to accurately calculate the applicable percentage ratios in respect of the transactions contemplated under each of the Software Copyright Transfer Agreements of each counterparty, resulting in the Company failed to promptly comply with the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules. This matter was purely unintentional and did not involve any deliberate violation or harm to the interests of the Company and its shareholders.

REMEDIAL STEPS TAKEN

The Company deeply regrets its non-compliance with the relevant discloseable transaction requirements under Chapter 19 of the GEM Listing Rules and would like to stress that such non-compliance was inadvertent. The Directors have requested the finance team and the management of the Company to improve the pre-transaction compliance review process for major transactions and acquisition of assets and prevent similar incidents to occur again. The management of the Company has also reviewed the relevant records of the Group and confirm that there is no other acquisition of assets of the Company which is not in full compliance with the GEM Listing Rules. Furthermore, remedial actions will be taken by the Company to ensure the strict compliance by the Company with the GEM Listing Rules in the future.

INTRODUCTION

During the year ended 31 December 2025, Gameone Online entered into the four Software Copyright Transfer Agreements with three individuals, pursuant to which each of the three individuals agreed to transfer software copyrights to Gameone Online for e-commerce and cybersecurity information systems and platforms, in the aggregate consideration of approximately HK$1,474,000, HK$1,551,000 and HK$1,536,000, respectively.

Set out below is a summary of the principal terms of the Software Copyright Transfer Agreements:

THE SOFTWARE COPYRIGHT TRANSFER AGREEMENTS

Agreement 1:

Date of the agreement	9 July 2025
Parties	(i) Gameone Online (as the transferee) (ii) 張麗麗 (as the transferor)
Subject matter	Transfer of 9 software copyright, covering two categories: smart hotel system and live streaming system
Consideration	USD190,000 (approximately to HK$1,474,000)
Payment terms	One-off payment within 6 months after the completion of the transfer of software copyright

Agreement 2:	
Date of the agreement	26 July 2025
Parties	(i) Gameone Online (as the transferee) (ii) 關會明 (as the transferor)
Subject matter	Transfer of 9 software copyright, covering one category: medical and health management system
Consideration	USD200,000 (approximately to HK$1,551,000)
Payment terms	One-off payment within 6 months after the completion of the transfer of software copyright
Agreement 3 and 4:	
Respective dates of the agreements	21 July 2025 and 29 August 2025
Parties	(i) Gameone Online (as the transferee) (ii) 吉虓 (as the transferor)
Subject matter	Transfer of 11 software copyright, in aggregate, covering two categories: smart insurance system and live streaming system
Consideration	USD90,000 (approximately to HK$705,000) and HK$831,000 Aggregate consideration are approximately to HK$1,536,000
Payment terms	One-off payment within 6 months after the completion of the transfer of software copyright

NATURE OF SOFTWARE COPYRIGHT

The subject matter of this acquisition consists of independently developed and finished software for which the transferors have obtained *Computer Software Copyright Registration Certificates* issued by the National Copyright Administration. The scope of transfer covers all proprietary copyrights and relevant derivative rights of the software. Upon completion of the transfer, the Group shall enjoy exclusive ownership, right to use, right of adaptation, right of commercial operation and right of sublicense in respect of the subject software.

All subject software are mature, completed and ready-to-deploy standardized information systems that are directly compliable and operable, free of title defects, pledges, seizures or ownership disputes, covering medical care, hotel, insurance, live streaming, advertising placement management and other fields, and can be directly integrated into the Group's existing development platform for implementation.

CONSIDERATION AND PAYMENT MANNER

The consideration for the acquisition of software copyrights herein were determined after arm's length negotiations between the Group and each transferor on normal commercial terms, with fair and reasonable pricing. The core basis for determination were as follows:

(i) The subject software are mature and implementable finished systems, which can significantly shorten the product research and development cycle and save high independent development costs including engineer recruitment, code development, testing and launch, and compliance registration compared with the Group's independent development from scratch;

(ii) Acquiring the complete copyrights enables the Group to legally use all source codes of the software, effectively avoiding intellectual property infringement disputes and potential litigation risks, and preventing operational losses of the Group arising from intellectual property defects; and

(iii) The final transaction consideration is comprehensively determined by reference to the fair market transfer price of similar commercial software copyrights, combined with the software's functional integrity, commercial capability and industry adaptability.

The consideration of each of the Software Copyright Transfer Agreements was funded by internal resources of the Group generated from daily operations. All the consideration had been fully paid by the Group in accordance with each of the Software Copyright Transfer Agreements, with no outstanding payments, contingent payment obligations or other disputed matters by the end of 31 December 2025.

REASONS FOR AND BENEFIT OF ENTERING INTO THE SOFTWARE COPYRIGHT TRANSFER AGREEMENTS

In 2025, the Group has conducted preliminary contact, market research, and technology reserves for digital solutions business in industries such as healthcare, hospitality, and insurance, and has not yet formed any definite business contracts or feasible implementation plans. The software copyright acquired in these transactions will comprehensively enhance the Company's digital product matrix and supplement the intellectual property and technology reserves in relevant fields. The software copyright are all mature and implementable standardized systems, which can significantly shorten the product development cycle, quickly achieve commercialization, expand the service boundaries of the Company's industry solutions, help the Company enter incremental markets such as healthcare, hospitality, and insurance, and enhance the Company's core competitiveness and sustainable profitability. At the same time, holding such software copyright can effectively avoid the risk of technology infringement, strengthen the Company's market barriers, and is in line with the Company's long-term development strategy. In light of the above, the Directors believe that the terms of the transactions contemplated under the Software Copyright Transfer Agreements are on normal commercial terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The latest progress and plan of relevant businesses of the Group are supplemented as follows:

Medical Care Industry: The medical and health management system acquired constitutes the core qualification for bidding and technical implementation basis for the smart medical information system construction project that the Group has been awarded the project in 2026. The relevant project has been implemented and the estimated corresponding operating income is RMB3.9 million, which has fully covered all acquisition costs and generated a surplus. The series of software will enhance the medical care industry product portfolio of the Group, expand its services in this industry, and facilitate the implementation of related commercial projects.

Hotel Industry: The smart hotel system acquired can directly support the Group's relevant smart hotel information system projects bidding. Since the bidders have clearly specified that software copyrights and intellectual property reserves in relevant fields are the core qualification thresholds for bidding, which also assist the Group expand its business to the digital incremental market of the hotel industry quickly.

Insurance Industry: The series of smart insurance system can support the Group's customized development cooperation and project bidding to insurance institutions in 2026. The bidders of this industry also require the tenders to have software copyrights and other intellectual property reserves.

For the others software copyrights acquired, the Company considered that it may deeply integrate with the Group's core gaming business, improve the operational efficiency, prepare for expanding diversified revenue streams and exploring new business opportunities in difference industries.

This software copyright acquisition is the core preliminary preparation for the Group to promote the business layout of the above incremental markets, in line with the Group's long-term strategy of diversified development. The Group is also fully confident in realizing the implementation of relevant operating income in other incremental market fields such as hotel and insurance in 2026.

INFORMATION OF THE GROUP AND GAMEONE ONLINE

The Group is a software service provider focusing on the market of the PRC. The principal activities of the Group are engaged in development, operation, publishing and distribution of online and mobile games in Hong Kong and other countries and regions; trading of virtual games' items in the PRC; providing software services, internet security technical services and big data related analysis services to the customers in the PRC; and acting as an intermediary between buyers and suppliers and receiving service fees on a commission basis.

Gameone Online, a company established in Hong Kong, is an indirect wholly-owned subsidiary of the Company. Gameone Online is principally engaged in software development.

INFORMATION OF THREE INDIVIDUALS

Each of 張麗麗, 關會明 and 吉虓 is an individual. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, each of 張麗麗, 關會明 and 吉虓 and their associates are Independent Third Parties and are not connected with any of the Company's connected persons.

IMPLICATIONS UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the transactions contemplated under the each of the Software Copyright Transfer Agreements (when they are considered as a series of transactions) are more than 5% but less than 25%, the transactions constitutes discloseable transactions of the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

REASONS FOR NON-COMPLIANCE WITH ANNOUNCEMENT REQUIREMENT UNDER THE GEM LISTING RULES

The Company believes that the non-compliance with the GEM Listing Rules was inadvertent. Due to the misunderstanding of the calculation basis of the applicable percentage ratios under the GEM Listing Rules by the finance team of the Company. The finance team of the Company misunderstood that the calculation base for the total assets ratio in the size test and mistakenly believed that the calculation base should be the Company's unaudited total assets at the completion of a single transaction of that month, rather than the Group's consolidated total assets as set out in its latest published annual report or interim report as expressly required by the GEM Listing Rules. Hence, the Company failed to accurately calculate the applicable percentage ratios in respect of the transactions contemplated under each of the Software Copyright Transfer Agreements of each counterparty, resulting in the Company failed to promptly comply with the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules. This matter was purely unintentional and did not involve any deliberate violation or harm to the interests of the Company and its shareholders.

REMEDIAL STEPS TAKEN

The Company deeply regrets its non-compliance with the relevant discloseable transaction requirements under Chapter 19 of the GEM Listing Rules and would like to stress that such non-compliance was inadvertent. The Directors have requested the finance team and the management of the Company to improve the pre-transaction compliance review process for major transactions and acquisition of assets and prevent similar incidents to occur again. The management of the Company has also reviewed the relevant records of the Group and confirm that there is no other acquisition of assets of the Company which is not in full compliance with the GEM Listing Rules.

The following remedial actions will be taken by the Company to ensure the strict compliance by the Company with the GEM Listing Rules in the future:

Remedial Action No.	Remedial Action	Implementation Timeline	Core Role in Preventing Similar Incidents
1	The Company will arrange for training to be provided by the company secretary or the legal adviser on the GEM Listing Rules for all relevant personnel (including the Directors, the senior management, the relevant business operation and finance departments) focusing on core contents such as notifiable transactions, connected transactions and size test, with retraining every six months and rule updates	Complete the first training within 1 month from the date of this announcement, and retrain every six months	To strengthen their familiarity with the GEM Listing Rules and enhance their awareness of compliance with the relevant internal control procedures relating to the Group's notifiable and connected transactions and the calculation basis of the size test
2	Formulate the *Compliance Management Guidelines for Notifiable Transactions*, clarify core requirements for transactions, size test, reporting and approval, and distribute to the entire Group and sub-groups	Within 15 days from the date of this announcement; and will update and optimize for long term	Clarify operational standards and avoid compliance risks caused by ambiguous rule understanding
3	Develop a standardized size test calculation template by finance manager and establish a reporting guideline such that the accountants should evaluate the proposed transactions, prepare the size test calculation and report to the finance manager, if the proposed transactions may constitute notifiable transactions and/or connected transaction and/or in case they are in doubt prior to the entering into of those transactions, the finance manager shall consult the company secretary and the legal adviser for review and assessment. The finance manager should further assess the proposed transactions and comply with their reporting obligations as well as submit to the Board for approval before entering into such agreement.	Within 15 days from the date of this announcement	Minimize the risk of calculation error and to comply with the disclosure requirements under the GEM Listing Rules prior to entering into any relevant potential notifiable and/or connected transactions in the future

Remedial Action No.	Remedial Action	Implementation Timeline	Core Role in Preventing Similar Incidents
4	For proposed transaction(s) which may constitute acquisition of assets of the Group, to consult the company secretary and the legal adviser and the Stock Exchange (where necessary) in a timely manner prior to entering into of such agreement(s)	From the date of this announcement	Avoid internal misunderstandings of GEM Listing Rules and ensure transaction(s) comply with the GEM Listing Rules
5	Establish a regular compliance monitoring mechanism, the accountants should submit transaction details monthly to the finance manager; and the finance manager should conduct quarterly reviews and perform annual assessments of compliance implementation	From the date of this announcement	Timely identify loopholes, optimize internal control, and form a closed loop of compliance management

DEFINITIONS

In this announcement, unless the context otherwise requires, the capitalised terms used herein shall have the following meanings:

''associate(s)''	has the same meaning ascribed thereto under the GEM Listing Rules;
''Board''	the board of Directors;
''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 thereto under the GEM Listing Rules;
''Director(s)''	the director(s) of the Company;
''Gameone Online''	Gameone Online Technology Limited, a company established in the Hong Kong and an indirect wholly-owned subsidiary of the Company;
''GEM''	GEM of the Stock Exchange;
''GEM Listing Rules''	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified by the Stock Exchange from time to time;

"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	The Hong Kong Special Administrative Region of the PRC;
"Independent Third Party(ies)"	any person(s) or company(ies) and their respective ultimate beneficial owner, to the best of the Directors' knowledge, information and belief having made all reasonable enquires, is/are not connected persons of the Company and is/are third party independent of the Company and its connected persons in accordance with the GEM Listing Rules;
"PRC"	The People's Republic of China, and for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
"Shareholder(s)"	shareholder(s) of the Company;
"Software Copyright Transfer Agreements"	four software copyright transfer agreements entered into between Gameone Online and three individuals, pursuant to which each of the three individuals agreed to transfer software copyrights to Gameone Online for e-commerce and cybersecurity information systems and platforms;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"subsidiary(ies)	has the meaning ascribed thereto in section 2 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong);
"USD"	United States dollars, the lawful currency of the United States of America; and
"%"	per cent.

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

Hong Kong, 29 April 2026

As at the date of this announcement, the executive Directors are Dr. 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 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.hk08282.com.