
THIS CIRCULAR IS IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Imagi International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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IMAGI INTERNATIONAL HOLDINGS LIMITED
意馬國際控股有限公司*
(incorporated in Bermuda with limited liability)
(stock code: 585)

**PROPOSED ADOPTION OF CHINESE NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting (the “SGM”) of Imagi International Holdings Limited (the “Company”) to be held at Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 26 September 2023, at 10:00 a.m. is set out on pages 7 to 8 of this circular. Whether or not you intend to attend and vote at the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, but the form of proxy will in which case be deemed to be revoked.

7 September 2023

* *for identification purpose only*

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company currently in force;
“Chinese Name”	the Chinese name “元匯集團有限公司” to be adopted as the secondary name of the Company;
“Company”	Imagi International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 585);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Identified Name”	the Chinese name “意馬國際控股有限公司” currently used by the Company for identification purposes only;
“Latest Practicable Date”	4 September 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Proposed Adoption of Chinese Name”	the proposed adoption of the Chinese Name as the secondary name of the Company;
“SGM”	a special general meeting of the Company to be held at Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 26 September 2023 at 10:00 a.m., or any adjournment thereof, for the Shareholders to consider and, if thought fit, approve the Proposed Adoption of the Chinese Name;

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent. or percentage.

LETTER FROM THE BOARD

IMAGI
IMAGI INTERNATIONAL HOLDINGS LIMITED
意馬國際控股有限公司*
(incorporated in Bermuda with limited liability)
(stock code: 585)

Executive Directors:

Mr. Kitchell Osman Bin (*Chairman*)
Ms. Choi Ka Wing
Mr. Shimazaki Koji

Independent non-executive Directors:

Mr. Chan Hak Kan
Ms. Liu Jianyi
Mr. Miu Frank H.

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Room 2205-09, 22nd Floor
China United Centre
28 Marble Road
North Point, Hong Kong

7 September 2023

To the Shareholders,

Dear Sir or Madam,

**PROPOSED ADOPTION OF CHINESE NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 28 August 2023 in relation to the Proposed Adoption of Chinese Name. The purpose of this circular is to provide you with the information in respect of resolution to be proposed at the SGM for the Proposed Adoption of Chinese Name and a notice convening the SGM, to enable you to make an informed decision on whether to vote for or against the resolution proposed at the SGM.

* *for identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED ADOPTION OF CHINESE NAME

The Board proposes to adopt the Chinese name (i.e. “元匯集團有限公司”) as a secondary name of the Company and in place of the Identified Name.

Conditions of the Proposed Adoption of Chinese Name

The Proposed Adoption of Chinese Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders at the SGM; and
- (b) the Registrar of Companies in Bermuda (the “**Bermuda Registrar**”) having approved the Proposed Adoption of Chinese Name and issuing a certificate of secondary name in respect thereof.

Subject to the satisfaction of the conditions set out above, the Proposed Adoption of Chinese Name will take effect from the date on which Bermuda Registrar registers the secondary name of the Company as set out in the certificate of secondary name to be issued by the Bermuda Registrar. The Company will carry out all necessary registration and/or filing procedures with the Bermuda Registrar and the Company Registry in Hong Kong.

Reasons for the Proposed Adoption of Chinese Name

The Group is principally engaged in integrated financial services (“**Integrated Financial Services**”), investment holdings, computer graphic imaging and entertainment business. The Integrated Financial Services comprises of securities brokerage and related financial advisory services, margin financing services, asset management services, corporate fiancé advisory services, money lending services, securities investments and proprietary trading.

The Board considers that the Chinese character “Yuan (元)” expresses the meanings of the original source of all things in the universe, thus implying the fundamentalness. In identifying the Group’s corporate culture integrated with the 5,000 years of Chinese excellent traditional heritage, the Chinese character “Hui (匯)” refers to gathering and merging, as well as represents that hundred steams converging into the sea. As said the proverb of the Chinese ancients, “Yuan (元) is the vast and great vital force, which things originated, and is also the prime force”, while “Hui (匯)” means prosperity. Accordingly, the Chinese word “Yuanhui (元匯)” symbolises consistent innovation and development, and the increasingly growing business of the Group. “Yuanhui (元匯)” is also the expression of our desire to gather wealth and bring returns and satisfactoriness for our shareholders and investors.

The Board believes that the Proposed Adoption of Chinese Name will improve the Company’s corporate image while facilitating the Company’s future development and is therefore in the best interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Proposed Adoption of Chinese Name

The Proposed Adoption of Chinese Name will not, of itself, affect any of the rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Adoption of Chinese Name has become effective, continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates of the Company for new certificates bearing the primary and secondary names of the Company. Once the Proposed Adoption of Chinese Name becomes effective, new certificates of securities will bear the new name of the Company. Also, the Shares will remain be traded on the Stock Exchange under the existing English stock short name. Subject to confirmation by the Stock Exchange, upon the Proposed Adoption of Chinese Name becoming effective, the Chinese stock short name for trading of Shares on the Stock Exchange will be changed.

3. SGM

A notice convening the SGM to be held at Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 26 September 2023, at 10:00 a.m. is set out on pages 7 to 8 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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 hand. Accordingly, the chairman of the SGM will exercise his power in accordance with Bye-law 66 of the Bye-laws to put the resolution set out in the notice of SGM to vote by way of poll at the SGM. An announcement on the poll vote results will be published by the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the Proposed Adoption of Chinese Name. Accordingly, no Shareholders are required under the Listing Rules to abstain from voting on the resolution to be proposed at the SGM.

The register of members of the Company will be closed, for the purposes of determining the Shareholders who are entitled to attend and vote at the SGM, from Thursday, 21 September 2023 to Tuesday, 26 September 2023 (both days inclusive), during which period no transfer of the Share(s) can be registered. In order to qualify for attending and voting at the SGM, all share transfer documents accompanied by the relevant share certificate(s) must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited of 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 20 September 2023.

LETTER FROM THE BOARD

A form of proxy for use by the Shareholders at the SGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.imagi.hk). Whether or not you intend to attend and vote at the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time scheduled for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM should you so wish and in such event, your proxy form shall be deemed to be revoked.

4. GENERAL

The Company will make further announcement(s) as and when appropriate on the arrangement relating to the trading and dealings in the securities of the Company on the Main Board of the Stock Exchange under the new Chinese name of the Company and as to when the change of Chinese name of the Company will become effective.

5. RECOMMENDATIONS

The Board considers that the Proposed Adoption of Chinese Name is in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the SGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 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.

7. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
For and on behalf of the Board of
Imagi International Holdings Limited
Kitchell Osman Bin
Chairman

NOTICE OF SEPCIAL GENERAL MEETING


IMAGI INTERNATIONAL HOLDINGS LIMITED
意馬國際控股有限公司*
(incorporated in Bermuda with limited liability)
(stock code: 585)

NOTICE IS HEREBY GIVEN that a special general meeting (the “SMG”) of Imagi International Holdings Limited (the “Company”) will be held at Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 26 September 2023, at 10:00 a.m. to consider, and if though fit, pass, with or without modification, the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT**

- (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the Chinese name of “元匯集團有限公司” be adopted as the secondary name of the Company with effect from the date of registration as set out in the certificate of secondary name issued by the Registrar of the Companies in Bermuda (the “**Proposed Adoption of Chinese Name**”); and
- (b) any one director of the Company (the “**Director(s)**”) or officer of the Company be and is hereby authorised to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as such Director or officer of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement this resolution and to attend to any necessary registration and/or filing in Bermuda and Hong Kong for an on behalf of the Company in respect of the Proposed Adoption of Chinese Name.”

By order of the Board
Imagi International Holdings Limited
Kitchell Osman Bin
Chairman

Hong Kong, 7 September 2023

* *for identification purpose only*

NOTICE OF SEPCIAL GENERAL MEETING

As at the date of this notice, the board of directors of the Company comprises the following directors:

Executive directors:

Mr. Kitchell Osman Bin (*Chairman*)
Ms. Choi Ka Wing
Mr. Shimazaki Koji

Independent non-executive directors:

Mr. Chan Hak Kan
Ms. Liu Jianyi
Mr. Miu Frank H.

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 2205-09, 22nd Floor
China United Centre
28 Marble Road
North Point, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the special general meeting may appoint one or more than one proxy to attend and vote on his/her behalf. The proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the 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.
3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited to Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish, but the form of proxy in which case shall be deemed to be revoked.
5. The register of members of the Company will be closed, for the purposes of determining the shareholders of the Company who are entitled to attend and vote at the SGM, from Thursday, 21 September 2023 to Tuesday, 26 September 2023 (both days inclusive), during which period no transfer of share(s) of the Company can be registered. In order to qualify for attending and voting at the meeting, unregistered holders of share(s) of the Company should ensure all share transfer documents accompanied by the relevant share certificate(s) must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited of 17F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 20 September 2023.