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**IMAGI INTERNATIONAL HOLDINGS LIMITED**  
**意力國際控股有限公司**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 585)**

**PROPOSED ADOPTION OF NEW BYE-LAWS  
AND  
PROPOSED ALTERATION TO MEMORANDUM OF ASSOCIATION**

This announcement is made by Imagi International Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed adoption of new bye-laws of the Company (the “**New Bye-laws**”) and the proposed alteration to memorandum of association of the Company (the “**Memorandum of Association**”).

**PROPOSED ADOPTION OF NEW BYE-LAWS AND PROPOSED ALTERATION TO MEMORANDUM OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) to amend the existing bye-laws of the Company (the “**Existing Bye-laws**”) and to alter the Memorandum of Association in order to, among others,

- (i). updating and bringing the Existing Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect on 31 December 2023;
- (ii). adding new clauses of bye-law to provide flexibility for the Company to convene and hold hybrid and electronic meetings;
- (iii). aligning the amendments of the Existing Bye-laws for housekeeping purposes with the provisions of the Listing Rules and the applicable laws of Bermuda; and

(iv). updating the name of the Company and authorised share capital of the Company in the Memorandum of Association

(collectively as the “**Proposed Amendments**”).

In view of the number of amendments proposed to be made to the Existing Bye-laws, the Board proposed to amend the Existing Bye-laws by way of adoption of the New Bye-laws in substitution for, and to the exclusion of, the Existing Bye-laws.

The Proposed Amendments, adoption of the New Bye-laws and alteration to the Memorandum of Association are subject to the approval of the Shareholders by way of passing special resolutions to be proposed at the forthcoming annual general meeting of the Company (the “**AGM**”) which is scheduled to be held on 26 June 2024.

The New Bye-laws and altered Memorandum of Association will become effective upon the approval by the Shareholders at the AGM and the Existing Bye-laws and the Memorandum of Association currently in force will remain valid prior to passing of the relevant special resolutions at the AGM.

A circular containing, among other matters to be tabled at the AGM, details of the Proposed Amendments, the proposed adoption of the New Bye-laws and alteration to the Memorandum of Association together with the notice of AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 30 April 2024

At the date of this announcement, the Board 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.