

**THIS CIRCULAR IS IMPORTANT AND REQUIRES 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 a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **GAMEONE HOLDINGS LIMITED** (the “**Company**”), you should at once hand this circular with the accompanying proxy form 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. This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

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.



**GAMEONE HOLDINGS LIMITED**

**智傲控股有限公司**

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

**(Stock Code: 8282)**

**(I) PROPOSED SHARE CONSOLIDATION;  
AND  
(II) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the extraordinary general meeting (the “**EGM**”) of the Company to be held at Office 1101–1102, 11/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 14 December 2023 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed in this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.gameone.com.hk](http://www.gameone.com.hk).

Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Share Registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed revoked.

*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).*

30 November 2023

## **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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

*Terms used in this circular have the following meanings unless the context otherwise requires:*

|                              |   |
|------------------------------|---|
| “Announcement”               | the announcement of the Company dated 21 November 2023, in relation to, among other, the proposed Share Consolidation and the Rights Issue  |
| “associate(s)”               | has the same meaning ascribed to it under the GEM Listing Rules   |
| “Board”                      | the board of Directors  |
| “Business Day”               | any day (other than a Saturday, Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted or an Extreme Condition is announced in Hong Kong between 9:00 a.m. to 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours |
| “CCASS”                      | the Central Clearing and Settlement System established and operated by HKSCC  |
| “close associate(s)”         | has the meaning ascribed to it under the GEM Listing Rules  |
| “Companies Act”              | the Companies Act (Revised) of the Cayman Islands   |
| “Companies (WUMP) Ordinance” | the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong (as amended from time to time)   |
| “Company”                    | Gameone Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM of the Stock Exchange  |
| “connected person(s)”        | has the meaning ascribed to it under the GEM Listing Rules  |
| “Consolidated Share(s)”      | ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company upon the Share Consolidation becoming effective  |
| “controlling shareholder(s)” | has the meaning ascribed thereto under the GEM Listing Rules  |
| “Director(s)”                | the director(s) of the Company for the time being   |

## DEFINITIONS

|                                |   |
|--------------------------------|---|
| “EGM”                          | the extraordinary general meeting of the Company to be convened on Thursday, 14 December 2023 for the purpose of considering, and if thought fit, approving among others, the Share Consolidation   |
| “Existing Share(s)”            | ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company before the Share Consolidation  |
| “Extreme Conditions”           | extreme conditions including but not limited to serious disruption of public transport services, extensive flooding, major landslides or largescale power outage after super typhoons as announced by the government of Hong Kong   |
| “GEM”                          | the GEM operated by the Stock Exchange  |
| “GEM Listing Committee”        | has the same meaning ascribed to it under the GEM Listing Rules   |
| “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 dollar(s), the lawful currency of Hong Kong   |
| “HKSCC”                        | Hong Kong Securities Clearing Company Limited   |
| “Hong Kong”                    | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Independent Third Party(ies)” | any individual(s) or company(ies) independent of the Company and its connected persons and not connected with any of them or their respective associate(s)  |
| “Latest Practicable Date”      | 24 November 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained this circular  |
| “Rights Issue”                 | the proposed issue of up to 12,000,000 Rights Shares at the subscription price of HK\$1.10 per Rights Share on the basis of one (1) Rights Share for every two (2) Consolidated Shares subject to, among other things, the Share Consolidation becoming effective, details of which are disclosed in the Announcement |
| “Rights Share(s)”              | the new Share(s) to be allotted and issued under the Rights Issue   |

## DEFINITIONS

|                              |  |
|------------------------------|--|
| “SFC”                        | the Securities and Futures Commission of Hong Kong   |
| “SFO”                        | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time   |
| “Share(s)”                   | the Existing Share(s) or as the context may require, the Consolidated Share(s)   |
| “Share Consolidation”        | the consolidation of every ten (10) issued Existing Shares into one (1) Consolidated Share   |
| “Share Registrar”            | the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong |
| “Shareholder(s)”             | holder(s) of the issued Share(s)   |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited  |
| “substantial shareholder(s)” | has the same meaning ascribed to it under the GEM Listing Rules  |
| “%”                          | per cent   |

## EXPECTED TIMETABLE

*The expected timetable for the Share Consolidation set out below is indicative only and has been prepared on the assumption that all the conditions of the Share Consolidation will be fulfilled. The expected timetable is subject to change, and any such change will be further announced by the Company as and when appropriate.*

| <b>Event</b>  | <b>Time and Date (Hong Kong time)</b>                    |
|---|--|
| Latest time and date for lodging transfers document<br>in order to qualify for attendance and voting at the EGM.....  | 4:30 p.m. on Thursday,<br>7 December 2023                |
| Closure of register of members of the Company for<br>attending the EGM (both days inclusive) .....  | Friday, 8 December 2023 to<br>Thursday, 14 December 2023 |
| Latest time and date for lodging forms of<br>proxy for the EGM.....   | 11:00 a.m. on Tuesday,<br>12 December 2023               |
| Record date for determining attendance and<br>voting at the EGM .....   | Thursday, 14 December 2023                               |
| Expected date and time of the EGM.....  | 11:00 a.m. on Thursday,<br>14 December 2023              |
| Announcement of poll results of the EGM.....  | Thursday, 14 December 2023                               |
| Register of members of the Company re-opens.....  | Friday, 15 December 2023                                 |
| <b>The following events are conditional on the fulfilment of the conditions relating to the implementation of the Share Consolidation and therefore the dates are tentative only.</b> |  |
| Effective date for the Share Consolidation .....  | Monday, 18 December 2023                                 |
| Commencement of dealing in the Consolidated Shares.....   | 9:00 a.m. on Monday,<br>18 December 2023                 |
| Original counter for trading in the Existing Shares in<br>board lot of 12,000 Existing Shares (in the form of<br>existing share certificates) temporarily closes .....                | 9:00 a.m. on Monday,<br>18 December 2023                 |

## EXPECTED TIMETABLE

|   |  |
|---|--|
| Temporary counter for trading in the Consolidated Shares in board lot of 1,200 Consolidated Shares (in the form of existing share certificates) opens ..... | 9:00 a.m. on Monday,<br>18 December 2023   |
| First day of free exchange of existing share certificates for new share certificate for Consolidated Shares commences .....                                 | Monday, 18 December 2023                   |
| Last day of dealing in the Consolidated Shares on a cum-right basis .....   | Monday, 18 December 2023                   |
| First day of dealing in the Consolidated Shares on an ex-right basis .....  | Tuesday, 19 December 2023                  |
| Original counter for trading in the Consolidated Shares in board lot of 12,000 Consolidated Shares (in the form of new share certificates) re-opens .....   | 9:00 a.m. on Thursday,<br>4 January 2024   |
| Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences.....                          | 9:00 a.m. on Thursday,<br>4 January 2024   |
| Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares .....                                  | Thursday, 4 January 2024                   |
| Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares .....                                  | 4:00 p.m. on Wednesday,<br>24 January 2024 |
| Temporary counter for trading in board lots of 1,200 Consolidated Shares (in the form of existing share certificates) closes.....                           | 4:10 p.m. on Wednesday,<br>24 January 2024 |
| Parallel trading in Consolidated Shares (represented by both existing share certificates and new share certificates) ends .....                             | 4:10 p.m. on Wednesday,<br>24 January 2024 |
| Latest time for free exchange of existing share certificates for new share certificates .....   | Friday, 26 January 2024                    |



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

*Independent Non-executive Directors:*

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

*Registered Office:*

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

*Head offices 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

*Head offices and Principal place of  
business in Hong Kong:*

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

30 November 2023

*To the Shareholders*

Dear Sir/Madam,

**(I) PROPOSED SHARE CONSOLIDATION;  
AND  
(II) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

References are made to the Announcement in relation to, among other things, the Share Consolidation.

The purpose of this circular is to provide you with information relating to (i) the proposed Share Consolidation; and (ii) to give you the notice of the EGM to be convened.

## LETTER FROM THE BOARD

### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued Existing Shares be consolidated into one (1) Consolidated Share.

#### Effects of the Share Consolidation

As at the Latest Practicable Date, there are 240,000,000 Existing Shares in issue. Assuming there will be no change in the number of issued Existing Shares from the Latest Practicable Date up to the effective date of the Share Consolidation, immediately after the Share Consolidation becoming effective, there will be 24,000,000 Consolidated Shares in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled.

#### Conditions of Share Consolidation

The Share Consolidation is conditional upon the fulfilment of the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation; and
- (iii) the compliance with the relevant procedures and requirements under the Cayman Islands laws (where applicable) and the GEM Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be Monday, 18 December 2023, being the second Business Day immediately after the EGM.

As at the Latest Practicable Date, none of the conditions as set out above has been fulfilled.

#### Listing application

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

## LETTER FROM THE BOARD

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by the HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by the HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any stock exchange other than the Stock Exchange and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

### **OTHER ARRANGEMENTS**

#### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

**Shareholders or potential investors should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of Share Consolidation” above. Accordingly, the Share Consolidation may or may not proceed.**

**Shareholders or potential investors are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.**

#### **Odd lots trading arrangement**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company will appoint Innovax Securities Limited as an agent to provide a matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their

## LETTER FROM THE BOARD

holding of odd lots of the Consolidated Shares for the period from 9:00 a.m. on Thursday, 4 January 2024 to 4:00 p.m. on Wednesday, 24 January 2024 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Wen (Settlement Department) at (852) 2311 0287, Unit A–C, 20/F, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong during office hours (9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) of such period.

Holders of odd lots of the Consolidated Shares should note that the successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult their own professional advisers.

**Shareholders or potential investors should note that (i) odd lots created after the Share Consolidation; (ii) odd lot arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.**

### **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Monday, 18 December 2023, Shareholders may, on or after Monday, 18 December 2023 and until Friday, 26 January 2024 (both days inclusive) and during business hours, submit their existing share certificates in orange colour for the Existing Shares to the Share Registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong in exchange for new share certificates in green colour for the Consolidated Shares at the expenses of the Company.

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

After 4:10 p.m. on Wednesday, 24 January 2024, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Consolidated Shares on the basis of ten Existing Shares for one Consolidated Share at any time but will cease to be valid for delivery, trading, registration and settlement purposes.

### **NO CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares are currently traded on the Stock Exchange in board lot size of 12,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain unchanged at 12,000 Consolidated Shares per board lot.

## LETTER FROM THE BOARD

Based on the closing price of HK\$0.135 per Existing Share (equivalent to the theoretical closing price of HK\$1.35 per Consolidated Share) as at the Latest Practicable Date, (i) the value per board lot of 12,000 Existing Shares is HK\$1,620; and (ii) the value per board lot of 12,000 Consolidated Shares would be HK\$16,200 on the assumption that the Share Consolidation becomes effective.

### REASONS FOR AND BENEFITS OF THE SHARE CONSOLIDATION

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 (and updated on 1 October 2020) has further stated that (i) market price of the Existing Shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

Based on the closing price of HK\$0.135 per Existing Share and board lot size of 12,000 Existing Shares as at the Latest Practicable Date, the existing board lot value is HK\$1,620.

In view of the recent trading price of the Shares, the Board considers that the Share Consolidation would enable the Company to comply with the trading requirement under the GEM Listing Rules. In addition, the Share Consolidation will bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction and handling costs of dealings in the Consolidated Shares. As a result, the Share Consolidation would not only enable the Company to comply with the trading requirements under the GEM Listing Rules, but would also make investing in the Shares more attractive to a broader range of investors and hence broaden the shareholder base of the Company.

The Board is of the view that the Share Consolidation is in the interests of the Company and the Shareholders as a whole. The Board believe that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may otherwise be entitled.

### Other corporate actions and fundraising activities in the next twelve months

As at the Latest Practicable Date, save for the proposed Rights Issue, (i) the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation; and (ii) the Company currently does not have any plan to conduct any equity fundraising activities in the next 12 months after completion of the Rights Issue. However, if there shall arise any change of the Group’s current circumstances and existing business plans and that the net proceeds from the Rights Issue may not satisfy such upcoming financing needs, the Board does not rule out the possibility that the Company may conduct further equity fundraising exercises to

## **LETTER FROM THE BOARD**

support such future developments of the Group. The Company will make further announcements in this regard in accordance with the GEM Listing Rules as and when appropriate.

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

The forthcoming EGM is scheduled to be held on Thursday, 14 December 2023. For determining the entitlement to attend and vote at the EGM (or any adjournment thereof), the register of members of the Company will be closed from Friday, 8 December 2023 to Thursday, 14 December 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with Share Registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 7 December 2023.

### **EGM**

A notice convening the EGM to be held at Office 1101–1102, 11/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 14 December 2023 at 11:00 a.m. at which an ordinary resolution will be proposed to consider and approve the Share Consolidation is set out on pages EGM-1 to EGM-2 of this circular. All the resolutions to be proposed at the EGM will be taken by poll and an announcement on the results of the EGM will be made by the Company after the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholder or its associates has any interest in the Share Consolidation, no Shareholder will be required to abstain from voting in favour of the resolution approving the Share Consolidation at the EGM.

Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon in any event no later than 11:00 a.m. at Tuesday, 12 December 2023 (Hong Kong time). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

### **COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors, the controlling shareholders, substantial shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) had any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group or any other conflict of interest which any such person has or may have with the Group which would be required to be disclosed pursuant to the GEM Listing Rules.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Board considers that the proposed resolution is in the best interests of the Company and the Shareholders as a whole. As such, the Board recommends that all Shareholders to vote in favour of the proposed resolution at the EGM.

### ADDITIONAL INFORMATION

The English text of this circular, the notice of the EGM and the form of proxy for use at the EGM shall prevail over the Chinese text in case of inconsistency.

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

# NOTICE OF EXTRAORDINARY GENERAL MEETING



## GAMEONE HOLDINGS LIMITED

智傲控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8282)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS THEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Gameone Holdings Limited (the “**Company**”) will be held at Office 1101–1102, 11/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 14 December 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as an ordinary resolution:

### ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon, among other things, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:
  - (i) every ten (10) issued shares in the share capital of the Company be consolidated into one (1) share (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “**Share Consolidation**”);
  - (ii) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (each a “**Director**”) of the Company may think fit; and
  - (iii) any one of the Directors be and is hereby authorised to approve, sign and execute such documents and do and/or procure to be done any and all acts, deeds and things which in his/her opinion may be necessary, desirable or expedient to effect and implement the Share Consolidation.”

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

Hong Kong, 30 November 2023



## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Notes:*

- (1) Shareholders are reminded that the closure of register of members of the Company for attending the EGM (both days inclusive) will be from Friday, 8 December 2023 to Thursday, 14 December 2023, during which no transfers of share will be registered. Should a Shareholder wish to qualify for attending and voting on the EGM, he or she should lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Thursday, 7 December 2023.
- (2) Shareholders whose name appears on the register of members on Thursday, 14 December 2023 will be entitled to attend and vote at the EGM.
- (3) Any Shareholder that is entitled to vote at the EGM is entitled to appoint proxy(ies) to attend and vote on his or her behalf at the EGM; A proxy need not be a Shareholder of the Company.
- (4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as 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.
- (5) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the EGM (i.e. 11:00 a.m. on Tuesday, 12 December 2023) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) The resolution at the EGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "**GEM Listing Rules**") and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
- (7) The EGM is expected to take half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of identity when attending the EGM.
- (8) The form of proxy will be published on the website of the Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<https://www.gameone.com.hk>).