# To be valid, the whole of this Provisional Allotment Letter must be returned.

本暫定配額通知書必須整份交還,方為有效。

# **IMPORTANT**

# 重要提示

Reference is made to the prospectus issued by Gameone Holdings Limited (the "Company") dated 2 January 2024 in relation to the Rights Issue (the "Prospectus"). The PAL and EAF should be read in conjunction with the Prospectus. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

茲提述智傲控股有限公司(「本公司」)就供股刊發日期為2024年1月2日之章程(「章程」)。暫定配額通知書及額外申請表格應與章程一併閱覽。除文義另有所指外,本暫定配額通知書所用詞彙與章程所界定者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER ("PAL") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES ("EAF") WILL EXPIRE AT 4:00 P.M. ON TUESDAY, 16 JANUARY 2024 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION FOR AND PAYMENT FOR EXCESS RIGHTS SHARES" BELOW).

本暫定配額通知書(「暫定配額通知書」)乃具有價值及可轉讓,務請即時處理。本暫定配額通知書所載之要約及隨附之額外供股股份申請表格(「額外申請表格」)將於2024年1月16日(星期二)下午四時正(或根據下文「惡劣天氣對接納供股股份並繳付股款以及申請額外供股股份並繳付股款之最後時限之影響」一段所述之有關較後日期及/或時間)截止。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR OTHER REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS

閣下如對本暫定配額通知書任何方面或應採取之行動有任何疑問,應諮詢 閣下之持牌證券交易商或其他註冊 證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus, the EAF and other documents specified in the paragraph headed "GENERAL INFORMATION — 15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

本暫定配額通知書之文本連同章程、額外申請表格及於章程附錄三「一般資料-15.送呈香港公司註冊處處長之文件」 一段所述其他文件之文本,已按香港法例第32章公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處 處長進行登記。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對任何該等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representations 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 PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Dealings in the Shares and the Rights Shares in both their nil-paid form and fully-paid form may be settled through CCASS and you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers for details of these settlement arrangements and how such arrangements may affect your rights and interests.

股份及供股股份(以未繳股款及繳足股款形式)之買賣可透過中央結算系統交收,務請諮詢 閣下之持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問,以了解有關交收安排及該等安排對 閣下權利及權益之影響之詳情。

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange, or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待供股股份(以未繳股款及繳足股款形式)獲批准於聯交所上市及買賣以及遵守香港結算之股份接納規定後,供股股份(以未繳股款及繳足股款形式)將獲香港結算接納為合資格證券,可自該等供股股份(以未繳股款及繳足股款形式)各自於聯交所開始買賣日期或香港結算釐定之有關其他日期起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統內進行交收。在中央結算系統進行之一切活動均須依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

All times and dates stated in this PAL refer to Hong Kong local times and dates.

本暫定配額通知書所述所有日期及時間均指香港本地日期及時間。

In case of any inconsistency between the English and Chinese versions of this PAL, the English version will prevail. 倘本暫定配額通知書之中英文版本有任何歧義,概以英文版本為準。

This PAL and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

本暫定配額通知書及據此作出的所有申請均須受香港法例規管及按其詮釋。



Hong Kong Branch Share

Name of bank on which cheque/banker's cashier order is drawn:

支票/銀行本票之付款銀行名稱:

Please insert your contact telephone number here: 請在此填上 閣下之聯絡電話號碼:\_\_\_\_\_



# **GAMEONE HOLDINGS LIMITED**

# 智傲控股有限公司

(Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立的有限公司)

> (Stock Code: 8282) (股份代號: 8282)

RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE AT THE SUBSCRIPTION PRICE OF HK\$1.10 PER RIGHTS SHARE PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON TUESDAY, 16 JANUARY 2024 按於記錄日期每持有兩(2)股股份可獲發一(1)股供股股份之基準按認購價每股供股股份1.10港元 進行之供股股款須於接納時(即不遲於2024年1月16日(星期二)下午四時正)繳足

# PROVISIONAL ALLOTMENT LETTER 暫定配額通知書

Registered Office:

Registrar and Transfer Office: Tricor Investor Services Limited 17/F., Far East Finance Centre		PO Box 309, Ugland House Grand Cayman, KY1-1104 Cayman Islands
16 Harcourt Road Hong Kong 香港股份過戶登記分處: 卓佳證券登記有限公司 香港 夏懋道16號遠東金融中心17樓		Principal Place of Business in Hong Kong: Office Unit No. 07 5/F, Workingberg Commercial Building Nos. 41-47 Marble Road Hong Kong
		註冊辦事處: PO Box 309, Ugland House Grand Cayman, KY1-1104 Cayman Islands
		香港主要經營地點: 香港 馬寶道41-47號 華寶商業大廈 5樓07號辦公室單位
		2 January 2024
		2024年1月2日
Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址		Total number of Shares registered in your name(s) on Friday, 29 December 2023 於 2023年12月29日(星期五)以 閣下名義登記之股份總數
	Box A 甲札	
		Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Tuesday, 16 January 2024 暫定配發予 關下之供股股份數目,惟須不遲於2024年1月16日(星期二)下午四時正接納時全數繳足股款方可作實
	Box 1 乙相	
		Total subscription monies payable on acceptance in full 接納時應全數繳足之認購股款總額
	Box	C HK\$

A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH APPLICATION NO RECEIPT WILL BE GIVEN FOR REMITTANCE 每份申請須隨附一張獨立開出之支票或銀行本票本公司將不會發出股款收據

Provisional Allotment Letter No. 暫定配額通知書編號

丙欄

港元

支票/銀行本票號碼:

Cheque/banker's cashier order number:

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT. 於轉讓認購供股股分之權利時,每宗買賣均須繳付香港從價印花稅。於登記轉讓本 文件所述任何轉讓認購供股股份之權利前,須出示已繳付香港從價印花稅之證明。

#### FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es)

to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein) (僅供擬悉數轉讓其/彼等於本暫定配額通知書所列供股股份認購權之合資格股東填寫及簽署) Form B 表格乙

To: The Directors. **Gameone Holdings Limited** 

智傲控股有限公司 致: 列位董事

Dear Sirs and Madams,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form

敬啟者	者:		
本人	/ 吾等謹將本暫定配額通知書所述本人/ 吾等之例	以此股份認購權悉數轉讓予接受此權利並簽署以下發表	於記申請表格(表格丙)之人士。

Signature(s) of the Qualifying Shareholders (all joint Shareholders must sign) 合資格股東簽署(所有聯名股東均需簽署)

> Date: 日期:二零二四年

Hong Kong ad valorem stamp duty is payable in connection with the transfer of rights to subscribe for the Rights Shares. 轉讓認購供股股份之權利須繳付香港從價印花稅。

Form C 表格丙

#### REGISTRATION APPLICATION FORM 登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred) (僅供承讓供股股份認購權之人士填寫及簽署)

The Directors.

**Gameone Holdings Limited** 

智傲控股有限公司 致:

列位董事

Dear Sirs and Madams.

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者: 本人/吾等謹請 閣下將表格甲之乙欄所列的供股股份數目登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及章程所載條款,以及在本公司的組織章程大綱及細則規限下,接納此等供股股份。

Existing Shareholder(s) Please mark "X" in this box 請在本欄內填上「X | 號

To be completed in **BLOCK** letters in **ENGLISH**. Joint applicants should give the address of the first-named applicant only. 請用英文正楷填寫。聯名申請人僅需填寫排名首位申請人之地址。 For Chinese applicant(s), please provide your name in both English and Chinese 中國籍申請人請填寫中英文姓名。 Name in English Family name/Company name Other name(s) Name in Chinese 英文姓名 姓氏/公司名稱 中文姓名 Names of joint applicant(s) in English (if applicable) 聯名申請人英文姓名(如適用) Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人僅需填寫排名 首位申請人之地址) Occupation Telephone number 職業 電話號碼 Dividend instructions 股息指示 Bank account number 銀行賬戶號碼 Name and address of bank 銀行名稱及地址

> Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署(所有聯名申請人均須簽署)

2024

日期:二零二四年

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of rights to subscribe for the Rights Shares. 接納認購供股股份之權利須繳付香港從價印花稅。

TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED, AT 17/F., FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR BANKER'S CASHIER ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON TUESDAY, 16 JANUARY 2024 (OR, UNDER BAD WEATHER CONDITIONS AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION FOR AND PAYMENT FOR EXCESS RIGHTS SHARES" BELOW). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BANKER'S CASHIER ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "TRICOR TRUST (HONG KONG) LIMITED — A/C NO. 41" AND CROSSED "ACCOUNT PAYEE ONLY".

#### INSTRUCTIONS ON TRANSFER AND SPLITTING ARE ALSO SET OUT IN THE ENCLOSED SHEET.

# NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

閣下如欲全數接納本暫定配額通知書所述供股股份的暫定配額,須不遲於2024年1月16日(星期二)下午四時正(或於惡劣天氣及/或極端情況下根據下文「惡劣天氣對接納供股股份並繳付股款以及申請額外供股股份並繳付股款之最後時限之影響」一段所述之有關較後日期或時間)將本暫定配額通知書整份連同表格甲之丙欄所示的港元全數股款的支票或銀行本票送達過戶登記處卓佳證券登記有限公司(地址香港夏慤道16號遠東金融中心17樓)。所有股款須以港元繳付,並以香港持牌銀行賬戶開出的支票或香港持牌銀行發出的銀行本票支付,以「TRICOR TRUST (HONG KONG) LIMITED — A/C NO. 41」為收款人,並以「只准入抬頭人賬戶」劃線方式開出。

#### 有關轉讓及分拆的指示載於附頁。

#### 本公司將不會就有關股款發出收據。

接納本暫定配額通知書所載暫定配額的每位人士均確認其已閱讀附頁及章程所載條款及條件以及接納手續,並同意受其約束。

# GAMEONE HOLDINGS LIMITED

# 智傲控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8282)

2 January 2024

Dear Qualifying Shareholder(s),

#### INTRODUCTION

Reference is made to the prospectus of Gameone Holdings Limited dated 2 January 2024 in relation to the Rights Issue (the "**Prospectus**"). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of one (1) Rights Share for every two (2) Shares held and registered in your name(s) as at the Record Date (i.e. Friday, 29 December 2023) at a subscription price of HK\$1.10 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

#### RIGHTS SHARES

The Rights Shares to be allotted and issued will, when issued, rank pari passu in all respects with the Shares then in issue. Holders of the Rights Shares will be entitled to receive all dividends and distributions which may be declared, made or paid on or after the date of issue of Rights Shares. As at the Latest Practicable Date, there was no arrangement under which future dividends are waived or agreed to be waived.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully paid forms on the Stock Exchange as well as compliance with the stock admission requirement of HKSCC, the Rights Shares in both their nil-paid and fully paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement dates of dealings in Rights Shares in both their nil-paid and fully paid forms on the Stock Exchange or such other date as may be determined by 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.

The Underwriter has the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Underwriter has the right to terminate the Underwriting Agreement are set out below in the section headed "TERMINATION OF THE UNDERWRITING AGREEMENT".

The Rights Issue is conditional upon the fulfillment of the conditions set out under the section headed "LETTER FROM THE BOARD — Conditions precedent of the Rights Issue" in the Prospectus. If the conditions are not fulfilled or the Underwriting Agreement is terminated pursuant to its terms, the Rights Issue will not proceed.

#### PROCEDURES FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment in full, you must lodge the PAL in accordance with the instructions printed thereon with the Registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a remittance for the full amount payable on acceptance, so as to be received by no later than 4:00 p.m. (Hong Kong time) on Tuesday, 16 January 2024 (or, under bad weather conditions and/or extreme conditions, such later date as mentioned in the paragraph "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES" below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker's cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to "TRICOR TRUST (HONG KONG) LIMITED — A/C NO. 41" and crossed "Account Payee Only".

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than 4:00 p.m. (Hong Kong time) on Tuesday, 16 January 2024, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by the Qualifying Shareholders. The Company may, at its sole and absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

#### APPLICATION FOR EXCESS RIGHTS SHARES

Qualifying Shareholders may apply, by way of excess application, for (i) any nil-paid Rights Shares provisionally allotted but not accepted by any of the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares prior to the Latest Time for Acceptance; (ii) subject to the provisions of the Underwriting Agreement, any entitlements of the Excluded Shareholders provisionally allotted to a nominee of the Company which are left unsold; and (iii) any of the Rights Shares created from the aggregation of fractions of the Rights Shares.

Application should be made by completing and signing the EAF enclosed with the Prospectus for excess Rights Shares and lodging the same with a separate remittance for the full amount payable in respect of the excess Rights Shares being applied for in accordance with the instructions printed thereon, with the Registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:00 p.m. on Tuesday, 16 January 2024 (or, under bad weather conditions and/or extreme conditions, such later date and/or time as mentioned in the section headed "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION FOR AND PAYMENT FOR EXCESS RIGHTS SHARES" below). All remittances must be made by cheque or banker's cashier order in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "TRICOR TRUST (HONG KONG) LIMITED — A/C NO. 42" and crossed "Account Payee Only".

#### **TRANSFER**

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the "Form of Transfer and Nomination" (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the "Registration Application Form" (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong so as to be received by no later than 4:00 p.m. on Tuesday, 16 January 2024 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION FOR AND PAYMENT FOR EXCESS RIGHTS SHARES" below).

#### **SPLITTING**

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer part or all of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Monday, 8 January 2024 to the Registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at the Registrar's address set out above after 9:00 a.m. on the second Business Day after your surrender of the original PAL. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

# EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION FOR AND PAYMENT FOR EXCESS RIGHTS SHARES

The Latest Time for Acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will not take place at 4:00 p.m. on Tuesday, 16 January 2024 if there is a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning or an Extreme Condition in force in Hong Kong, if such circumstance is:

- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on Tuesday, 16 January 2024, the Latest Time for Acceptance will not take place at 4:00 p.m. on Tuesday, 16 January 2024, but will be extended to 5:00 p.m. on the same day instead;
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Tuesday, 16 January 2024, the Latest Time for Acceptance will not take place on Tuesday, 16 January 2024, but will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Tuesday, 16 January 2024, the dates mentioned in the expected timetable (including but not limited to the Latest Time for Termination) above may be affected. An announcement will be made by the Company in such event.

#### FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot and issue and will not accept application for any fraction of the Rights Shares and the entitlements of the Qualifying Shareholders will be rounded down to the nearest whole number. All fractions of Rights Shares will be aggregated (rounded down to the nearest whole number). Any Rights Shares created from the aggregation of fractions of the Rights Shares will be made available for excess application by the Qualifying Shareholders under the EAFs.

# WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Rights Issue may or may not proceed.

Shareholders should note that the Shares have been dealt in on an ex-rights basis commencing from Tuesday, 19 December 2023. Dealings in the Rights Shares in the nil-paid form will take place from Thursday, 4 January 2024 to Thursday, 11 January 2024 (both dates inclusive).

Any Shareholder or other person contemplating selling or purchasing the Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the Shares and any dealings in the Rights Shares in their nil-paid form from Thursday, 4 January 2024 to Thursday, 11 January 2024 (both dates inclusive) will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or nil-paid Rights Shares are recommended to consult your own professional advisers.

#### CHEQUES AND BANKER'S CASHIER ORDERS

All cheques or banker's cashier orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect hereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque and/or banker's cashier order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for the Rights Shares, and underpaid application will be rejected. Completion and return of this PAL together with a cheque or banker's cashier order in payment for the Rights Shares, whether by a Qualifying Shareholder or by any nominated transferee, will constitute a warranty by you that the cheque or banker's cashier order will be honoured on first presentation.

#### SHARE CERTIFICATES OF THE RIGHTS SHARES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all fully paid Rights Shares are expected to be posted to those who have accepted and (where applicable) applied for and paid for the Rights Shares on Wednesday, 24 January 2024 by ordinary post at their own risk to their respective registered addresses. Each applicant, except HKSCC Nominees Limited, will received one share certificate for all the allotted Rights Shares.

If the Rights Issue is terminated or for any wholly or partially unsuccessful application for excess Rights Shares, refund cheques in respect of the acceptance for Rights Shares are expected to be posted on Wednesday, 24 January 2024 by ordinary post to the applicants at their own risk to their respective registered addresses.

#### TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter may in its absolute discretion terminate the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time for Termination, if at or prior to such time:

- (A) the Underwriter becomes aware of the fact that there shall develop, occur, exist or come into effect:
  - (i) any new law or regulation or any change in existing laws or regulations in Hong Kong or any other place that is the place of incorporation of the Company, or in which the Company conducts or carries on business; or
  - (ii) any significant change (whether or not permanent) in local, national or international economic, financial, political or military conditions; or
  - (iii) any significant change (whether or not permanent) in local, national or international securities market conditions (any moratorium, suspension or material restriction on trading in shares or securities generally on the Stock Exchange due to exceptional financial circumstances or otherwise) or exchange controls; or
  - (iv) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out,
  - and in the reasonable opinion of the Underwriter, such change has or would have a material and adverse effect on the business, financial or trading position or prospects of the Company or the success of the Rights Issue or make it inadvisable or inexpedient to proceed with the Rights Issue; or
- (B) there comes to the notice of the Underwriter that the Company has committed any breach of or omits to observe any of its obligations or undertakings under the Underwriting Agreement, and such breach or omission will have a material and adverse effect of the business, financial or trading position or prospects of the Company or the success of the Rights Issue or make it inadvisable or inexpedient to proceed with the Rights Issue.

If the Underwriter exercises the right to terminate the Underwriting Agreement or if any of the conditions of the Rights Issue as set out in the section headed "LETTER FROM THE BOARD — Conditions precedent of the Rights Issue" in the Prospectus is not fulfilled at or before the time and date specified in the Underwriting Agreement, the Rights Issue will not proceed, and the monies received in respect of acceptances of the Rights Shares will be returned to you or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person without interest, by means of cheques despatched by ordinary post at their own risk to their respective registered addresses by the Registrar on Wednesday, 24 January 2024.

#### DISTRIBUTION OF THIS PAL AND THE OTHER PROSPECTUS DOCUMENTS

The PAL shall only be despatched to the Qualifying Shareholders.

The Prospectus Documents will not be registered or filed under any applicable securities legislation of any jurisdictions other than Hong Kong. No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus Documents, in any territory other than Hong Kong. Accordingly, no person receiving a copy of any of the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof.

It is the responsibility of the Qualifying Shareholders outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself before acquiring any rights to subscribe for the Rights Shares as to the observance of the laws and regulations of all relevant territories, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connected therewith. Any acceptance of or application for Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. If you are in doubt as to your position, you should consult your own professional advisers. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above representation and warranty.

#### **GENERAL**

Lodgment of this PAL with, where relevant, the "FORM OF TRANSFER AND NOMINATION" (Form B) purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PALs and/or share certificates.

#### PERSONAL DATA COLLECTION — PAL

By completing, signing and submitting this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "**Ordinance**") provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its principal place of business in Hong Kong at Office Unit No. 07, 5/F, Workingberg Commercial Building, Nos. 41-47 Marble Road, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Registrar at its address set out above for the attention of Privacy Compliance Officer.

Yours faithfully,
For and on behalf of
Gameone Holdings Limited
Liu Yi
Chairman & Executive Director

# GAMEONE HOLDINGS LIMITED

# 智傲控股有限公司

(於開曼群島註冊成立的有限公司) (股份代號:8282)

# 敬啟者:

#### 緒言

茲提述智傲控股有限公司就供股刊發日期為2024年1月2日之章程(「章程」)。除文義另有所指外,本暫定配額通知書所用詞彙與章程所界定者具有相同涵義。根據章程所載條款,董事已按於記錄日期(即2023年12月29日(星期五))以 閣下名義登記及持有每兩(2)股股份可獲發一(1)股供股股份之基準,按每股供股股份1.10港元之認購價向 閣下暫定配發供股股份。 閣下於記錄日期持有之股份列於表格甲之甲欄,而 閣下獲暫定配發之供股股份數目列於表格甲之乙欄。

#### 供股股份

將予配發及發行之供股股份一經發行,將在各方面與當時已發行股份享有同等權利。供股股份持有人將有權收 取於發行供股股份日期或之後可能宣派、作出或派付之所有股息及分派。於最後實際可行日期,概無放棄或同 意放棄未來股息之安排。

待未繳股款及繳足股款供股股份獲批准於聯交所上市及買賣以及遵守香港結算之股份接納規定後,未繳股款及 繳足股款供股股份將獲香港結算接納為合資格證券,可自該等未繳股款及繳足股款供股股份於聯交所開始買賣 日期或香港結算可能釐定之有關其他日期起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交 易日進行之交易須於其後第二個交易日在中央結算系統內進行交收。在中央結算系統進行之一切活動均須依據 不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

根據包銷協議,包銷商有權在包銷協議內所載之若干情況下,於最後終止時限前隨時向本公司發出通知終止包銷協議。有關包銷商有權終止包銷協議之情況詳情載於下文「終止包銷協議」一節內。

供股須待章程「董事會函件一供股之先決條件」一節所載之條件獲達成後方可作實。倘該等條件未獲達成或包銷協議按其條款予以終止,供股將不會進行。

#### 接納及付款手續

閣下如欲全數接納暫定配額,須不遲於2024年1月16日(星期二)下午四時正(香港時間)(或於惡劣天氣及/或極端情況下根據下文「惡劣天氣對接納供股股份並繳付股款以及申請額外供股股份並繳付股款之最後時限之影響」一段所述之有關較後日期),按暫定配額通知書所印列之指示將暫定配額通知書連同須於接納時全數繳足之股款,送達過戶登記處(地址為香港夏慤道16號遠東金融中心17樓)。所有股款須以港元支付,並以香港持牌銀行賬戶開出的支票或香港持牌銀行發出的銀行本票支付,以「TRICOR TRUST (HONG KONG) LIMITED — A/C NO. 41」為收款人,並以「只准入抬頭人賬戶」劃線方式開出。

務請注意,除非原承配人或任何有效承讓暫定配額之人士不遲於2024年1月16日(星期二)下午四時正(香港時間)將已填妥之暫定配額通知書連同適當股款交回過戶登記處,否則暫定配額通知書下之有關暫定配額及一切權利及配額將被視為已遭拒絕及將予註銷,而該等供股股份將可供合資格股東以額外申請表格提出申請。本公司可全權酌情將未有按照有關指示填妥之暫定配額通知書視作有效及對交回有關表格或代表其交回有關表格之人士具有約束力。本公司可於較後階段要求相關申請人將未填妥之暫定配額通知書填妥。

# 申請認購額外供股股份

合資格股東可以額外申請方式申請(i)於最後接納時限前已暫定配發但未獲任何合資格股東接納或未繳股款供股股份的受讓人另行認購的任何未繳股款供股股份;(ii)根據包銷協議的條文,暫定配發予本公司代名人的任何尚未出售的除外股東配額;及(iii)匯集零碎供股股份所產生的任何供股股份。

閣下須不遲於2024年1月16日(星期二)下午四時正(或於惡劣天氣及/或極端情況下根據下文「惡劣天氣對接納供股股份並繳付股款以及申請額外供股股份並繳付股款之最後時限之影響」一節所述之有關較後日期及/或時間),按照表格印備之指示填妥及簽署章程隨附之額外申請表格,連同就所申請額外供股股份應付之全數獨立股款一併交回過戶登記處(地址為香港夏慤道16號遠東金融中心17樓),以提出申請。所有股款必須以支票或銀行本票以港元支付。支票須由香港持牌銀行賬戶開出,銀行本票亦須由香港持牌銀行發出,以「TRICOR TRUST (HONG KONG) LIMITED — A/C NO. 42 | 為收款人,並以「只准入抬頭人賬戶 | 劃線方式開出。

#### 轉讓

閣下如欲轉讓 閣下根據本暫定配額通知書獲暫定配發之供股股份之全部認購權,必須填妥及簽署「轉讓及提名表格」(表格乙),並將本暫定配額通知書送交承讓權利之人士或經手轉讓權利之人士。其後,承讓人須填妥及簽署「登記申請表格」(表格丙),並須不遲於2024年1月16日(星期二)下午四時正(或於惡劣天氣及/或極端情況下根據下文「惡劣天氣對接納供股股份並繳付股款以及申請額外供股股份並繳付股款之最後時限之影響」一段所述之有關較後日期或時間)將本暫定配額通知書整份連同表格甲內之丙欄所示接納時應繳付之全部股款送達過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。

#### 分拆

閣下如僅欲接納部分暫定配額,或轉讓 閣下根據本暫定配額通知書獲暫定配發之供股股份之部分認購權,或 向超過一名人士轉讓 閣下之部分或全部權利,則須不遲於2024年1月8日(星期一)下午四時三十分將原暫定配 額通知書交回及送達過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)予以註銷, 過戶登記處將會註銷原暫定配額通知書並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於 閣下 交回原暫定配額通知書後第二個營業日上午九時正後於上文所載過戶登記處之地址領取。務請注意, 閣下轉讓 認購相關供股股份的權利予承讓人以及承讓人接納有關權利須繳納香港從價印花稅。

### 惡劣天氣對接納供股股份並繳付股款以及申請額外供股股份並繳付股款之最後時限之影響

倘懸掛八號或以上熱帶氣旋警告信號或「黑色」暴雨警告信號或極端情況在香港生效,接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限將不會於2024年1月16日(星期二)下午四時正生效,並按以下情況處理:

- (a) 如相關警告信號於2024年1月16日(星期二)中午十二時正前任何本地時間在香港生效,且於中午十二時正 後不再生效,則最後接納時限將不會於2024年1月16日(星期二)下午四時正生效,而將押後至同日下午五 時正;
- (b) 如相關警告信號於2024年1月16日(星期二)中午十二時正至下午四時正任何本地時間在香港生效,則最後接納時限將不會於2024年1月16日(星期二)生效,而將重訂為有關警告於上午九時正至下午四時正任何時間並無生效之下一個營業日下午四時正。

倘最後接納時限並無於2024年1月16日(星期二)生效,則上述預期時間表所述日期(包括但不限於最後終止時限)或會受到影響。在此情況下,本公司將另行刊發公告。

#### 零碎配額

本公司將不會暫定配發及發行及亦不會接納任何零碎供股股份之申請,而合資格股東之配額將向下約整至最接近之整數。所有零碎之供股股份將予匯集(向下約整至最接近之整數)。匯集零碎供股股份所產生的任何供股股份可供合資格股東根據額外申請表格作出額外申請。

#### 買賣股份及未繳股款供股股份之風險警告

股東及本公司有意投資者務請注意,供股須待包銷協議成為無條件,以及包銷商並無根據包銷協議之條款終止 包銷協議後,方可作實。因此,供股可能會亦可能不會進行。

股東應注意,股份已由2023年12月19日(星期二)起按除權基準買賣。未繳股款供股股份將於2024年1月4日(星期四)至2024年1月11日(星期四)期間(包括首尾兩日)買賣。

擬於供股之條件達成之日期前出售或購入股份及/或未繳股款供股股份之任何股東或其他人士將承擔供股可能無法成為無條件及未必進行之風險。股東及公眾人士於買賣股份時務請謹慎行事,且於2024年1月4日(星期四)至2024年1月11日(星期四)期間(包括首尾兩日)買賣任何未繳股款供股股份,將相應承擔供股可能無法成為無條件及未必進行之風險。建議擬買賣股份或未繳股款供股股份之任何股東或其他人士諮詢彼等本身之專業顧問。

# 支票及銀行本票

所有支票或銀行本票將於收訖後過戶,而有關款項賺取的所有利息將撥歸本公司所有。在不影響本公司與此有關的其他權利的情況下,本公司保留拒絕受理任何隨附支票及/或銀行本票於首次過戶時未獲兑現的暫定配額通知書的權利,而在該情況下,該暫定配額及其項下的一切權利將被視作已遭拒絕及將予註銷。 閣下申請認購供股股份時須繳付準確股款金額,以及未繳足股款申請將不獲受理。填妥本暫定配額通知書並連同繳付供股股份之股款支票或銀行本票一併交回(不論由合資格股東或任何指定承讓人交回),即表示 閣下保證支票或銀行本票可於首次過戶時兑現。

### 供股股份的股票及供股的退款支票

待供股之條件達成後,所有繳足股款供股股份之股票預期於2024年1月24日(星期三)以普通郵遞方式寄發予已接納及(倘適用)申請供股股份並已繳付股款之人士各自之登記地址,郵誤風險概由彼等自行承擔。每名申請人(不包括香港中央結算(代理人)有限公司)將就所有配發的供股股份獲發一張股票。

倘供股終止或任何全部或部分額外供股股份申請未獲接納,有關接納供股股份的退款支票預期將於2024年1月 24日(星期三)以普通郵遞方式寄發予申請人各自之登記地址,郵誤風險概由彼等自行承擔。

### 終止包銷協議

倘於該時間或之前出現下列情況,包銷商可全權酌情於最後終止時限之前隨時向本公司發出書面通知終止包銷協議:

- (A) 包銷商得悉下列事實發展、發生、出現或生效:
  - (i) 香港或本公司註冊成立或本公司進行或從事業務的任何其他地區頒佈任何新法律或法規或修訂任何現 有法律或法規;或
  - (ii) 本地、國家或國際經濟、財務、政治或軍事狀況出現任何重大變動(不論是否屬永久性質);或
  - (iii) 本地、國家或國際證券市場狀況(因特殊財政狀況或其他理由禁止、暫停或嚴重限制股份或證券在聯交 所買賣)或外匯管制出現任何重大變動(不論是否屬永久性質);或
  - (iv) 任何不可抗力事件,(包括但不限於其一般涵義)任何天災、戰爭、暴亂、公眾騷亂、民眾騷亂、火災、水災、爆炸、疫症、恐怖襲擊、罷工或停工,

及在包銷商合理認為下,上述變動已經或將會對本公司的業務、財務或貿易狀況或前景或供股的成功進行 構成重大不利影響,或導致不適合或不適宜進行供股;或

(B) 包銷商察覺本公司已違反或並無履行其於包銷協議項下的任何責任或承諾,而對本公司的業務、財務或貿易狀況或前景或供股的成功進行構成重大不利影響,或導致不適合或不適宜繼續進行供股。

倘包銷商行使權利終止包銷協議或倘章程「董事會函件一供股之先決條件」一節所載之任何供股條件未能於包銷協議指定之時間及日期或之前獲達成,則供股將不會進行,而過戶登記處將就接納供股股份所收取之股款於2024年1月24日(星期三)不計利息以支票方式退還予 閣下或已獲有效轉讓未繳股款供股股份之其他人士(或倘為聯名接納人,則為名列首位之人士),並以普通郵遞方式寄往彼等各自之登記地址,郵誤風險概由彼等自行承擔。

#### 派發本暫定配額誦知書及其他章程文件

本暫定配額通知書僅向合資格股東寄發。

章程文件將不會根據香港以外任何司法權區之適用證券法例進行登記或存檔。本公司並無採取任何行動,以批准在香港以外任何地區提呈發售供股股份或派發章程文件。因此,倘任何人士在香港以外任何地區接獲任何章程文件之文本,除非在該地區可合法提呈有關要約或邀請而毋須遵守其任何登記或其他法律或監管規定,否則不可視作提呈申請供股股份之要約或邀請。

於香港以外地區有意申請供股股份之合資格股東,須於取得認購供股股份之任何權利前自行遵守所有相關地區 之法例及規例(包括取得任何政府或其他同意及就此繳付任何有關地區規定須繳付之税項及徵費)。任何人士就 供股股份之接納或申請將被視為構成有關人士向本公司之聲明及保證,表示有關當地法律及規定已獲全面遵守。 閣 下如對自身的情況有任何疑問,應諮詢 閣下本身之專業顧問。倘本公司相信接納供股股份的任何申請將會觸 犯任何司法權區的適用證券法例或其他法例或規例,則本公司保留權利拒絕接納有關申請。為免生疑問,香港 結算或香港中央結算(代理人)有限公司概不作出任何上述聲明及保證或受其規限。

#### 一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書人士所簽署之「轉讓及提名表格」(表格乙)一經交回,即表示交回之人士或各方就處理本暫定配額通知書及收取分拆暫定配額通知書及/或股票擁有最終所有權憑證。

#### 個人資料收集一暫定配額通知書

閣下填妥、簽署及交回本暫定配額通知書,即表示同意向本公司、過戶登記處及/或彼等各自之顧問及代理披露個人資料及彼等所需有關 閣下或 閣下為其利益而接納供股股份暫定配額的人士之任何資料。香港法例第486章個人資料(私隱)條例(「該條例」)賦予證券持有人權利向本公司或過戶登記處確定是否持有彼等之個人資料、索取有關資料之文本及更正任何不準確之資料。根據該條例,本公司及過戶登記處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求,應寄往(i)本公司於香港的主要經營地點(地址為香港馬寶道41-47號華寶商業大廈5樓07號辦公室單位,或根據適用法律不時作出通知之地點)並以本公司的公司秘書為收件人;或(ii)(視情況而定)過戶登記處(上文所示地址)並以私隱條例事務主任為收件人。

此致

列位合資格股東 台照

代表 智傲控股有限公司 主席兼執行董事 劉漪 謹啟

2024年1月2日