

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 31 December 2015 (the “Prospectus”) issued by Gameone Holdings Limited (the “Company”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this announcement, 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 announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Placing before deciding whether or not to invest in the Placing Shares thereby being offered.

Prospective investors of the Placing Shares should note that the Sole Sponsor or the Sole Global Coordinator (for itself and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events stated in the paragraph headed “Grounds for termination” in the “Underwriting” section of the Prospectus at any time prior to 8:00 a.m.(Hong Kong time) on the Listing Date.

GAMEONE HOLDINGS LIMITED

智傲控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares : 40,000,000 Placing Shares
**Placing Price : HK\$1.25 per Placing Share plus
brokerage of 1%, SFC transaction levy
of 0.0027% and Stock Exchange
trading fee of 0.005%**
Nominal value : HK\$ 0.01 per Share
Stock code : 8282

Sole Sponsor



China Everbright Capital Limited

Sole Global Coordinator, Sole Bookrunner, Joint Lead Manager



China Everbright Securities (HK) Limited

- The Placing Price has been determined at HK\$1.25 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$1.25 per Placing Share, the net proceeds to be received by the Company from the Placing, after deducting the underwriting commission, the Stock Exchange trading fee and SFC transaction levy for the Placing Shares and the fees and expenses in connection with the Placing, are estimated to be approximately HK\$25.6 million.
- The Offer Size Adjustment Option has not been exercised by the Sole Global Coordinator and has lapsed.
- The 40,000,000 Placing Shares offered under the Placing have been moderately over-subscribed.
- Pursuant to the Placing, a total of 40,000,000 Shares have been conditionally allocated to a total of 113 selected professional, institutional and other investors.
- The Directors confirmed that to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, or substantial Shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue. The Directors also confirmed that there will not be any new substantial Shareholder of the Company within the meaning of the GEM Listing Rules immediately after completion of the Placing and the Capitalisation Issue.

- Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Placing, the public float of the Company will be 27.25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 13 January 2016. Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 8282.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

PLACING PRICE AND USE OF PROCEEDS

Pursuant to the Price Determination Agreement entered into between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on 6 January 2016, the Placing Price has been determined at HK\$1.25 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

Based on the Placing Price of HK\$1.25, the net proceeds to be received by the Company from the Placing, after deducting the underwriting commission, the Stock Exchange trading fee and SFC transaction levy and the fees and expenses in connection with the Placing, are estimated to be approximately HK\$25.6 million.

The Directors intend to apply such net proceeds of the Placing in accordance with the purposes set forth in the section headed “Future Plans and Use of Proceeds” in the Prospectus in the following manner:

- (a) approximately 31.25% of the total estimated net proceeds, or approximately HK\$8.03 million, will be used to expand our game portfolio through securing additional licensed games including but not limited to the two mobile games under negotiations as at the Latest Practicable Date as well as to settle the fees payable to secure the license for the mobile game *Dachen Wushuang** (大神無雙);

- (b) approximately 16.88% of the total estimated net proceeds, or approximately HK\$4.34 million, will be used to secure development rights for popular literatures, comics and animations;
- (c) approximately 1.56% of the total estimated net proceeds, or approximately HK\$0.40 million, will be used to fully utilize existing games and development rights through identifying business partners to produce game-related merchandise such as die-cast characters, etc.;
- (d) approximately 3.12% of the total estimated net proceeds, or approximately HK\$0.80 million, will be used to enhance our game development capacity and increase the investment in game technology to increase the number of self-developed games through acquisition of additional computer and related hardware and game design software;;
- (e) approximately 26.56% of the total estimated net proceeds, or approximately HK\$6.83 million, will be used to consolidate our market position and enhance our marketing efforts through marketing and promotion of our existing licensed games and self/co-developed games;
- (f) approximately 10.63% of the total estimated net proceeds, or approximately HK\$2.73 million, will be used to pursue strategic alliances and acquisition opportunities; and
- (g) approximately 10.0% of the total estimated net proceeds, or approximately HK\$2.47 million, will be used as general working capital and other general corporate purposes.

LEVELS OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 40,000,000 Placing Shares offered under the Placing have been moderately over-subscribed.

As at the date of this announcement, the Offer Size Adjustment Option has not been exercised by the Sole Global Coordinator and has lapsed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 40,000,000 Placing Shares have been conditionally allocated to a total of 113 selected professional, institutional and other investors. The distribution of the Placing Shares is set out as below:

	Aggregate number of Placing Shares allocated	Aggregate percentage of the total number of Placing Shares allocated (i.e. 40,000,000 Shares)	Approximate percentage of the enlarged issued share capital of the Company immediately after the completion of the Placing and the Capitalisation Issue (i.e.160,000,000 Shares)
Top placee	5,600,000	14.00%	3.50%
Top 5 placees	23,200,000	58.00%	14.50%
Top 10 placees	34,384,000	85.96%	21.49%
Top 25 placees	38,988,000	97.47%	24.37%

Number of Placing Shares allocated	Number of placees
4,000 to 10,000	79
10,001 to 100,000	19
100,001 to 1,000,000	2
1,000,001 to 2,000,000	4
2,000,001 to 3,000,000	5
3,000,001 and above	<u>4</u>
Total:	<u><u>113</u></u>

The Directors confirmed that to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, or substantial Shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined under the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. None of the Placing Shares subscribed by the placees has been financed directly or indirectly by a Director, chief executive, Controlling Shareholder or substantial Shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, or a respective close

associate (as defined under the GEM Listing Rules) of any of them, and none of the placees is accustomed to taking instructions from a Director, chief executive, Controlling Shareholder or substantial Shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, or a respective close associate (as defined under the GEM Listing Rules) of any of them in relation to the acquisition, disposal, voting or other disposition of shares of the Company registered in his/her/its name or otherwise held by him/her/it. No placee will, individually, have been or will be placed with more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue. To the best of their knowledge and belief, the Directors also confirmed that there will not be any new substantial shareholder of the Company within the meaning of the GEM Listing Rules immediately after completion of the Placing and the Capitalisation Issue.

Cornerstone Investors

Based on the Placing Price of HK\$1.25 per Placing Share and pursuant to the cornerstone investment agreements with our Cornerstone Investors, the number of Placing Shares subscribed for by the Cornerstone Investors has now been determined. Pursuant to the cornerstone investment agreements with Cornerstone Investors, the following table sets out the number of Placing Shares to be subscribed by the Cornerstone Investors:

	Number of Placing Shares subscribed	Approximate percentage of the Placing Shares offered pursuant to the Placing (i.e. 40,000,000 Shares)	Approximate percentage of the enlarged issued share capital of the Company immediately after the completion of the Placing and the Capitalisation Issue (i.e.160,000,000 Shares)
Linekong Interactive Group Co., Ltd.	1,200,000	3.00%	0.75%
Soft-World International Corporation	<u>1,200,000</u>	<u>3.00%</u>	<u>0.75%</u>
Total:	<u><u>2,400,000</u></u>	<u><u>6.00%</u></u>	<u><u>1.50%</u></u>

Please refer to the section headed “Cornerstone Investors” in the Prospectus for further details relating to the Cornerstone Investors. To the best of the Directors’ knowledge, information and belief having made all reasonable enquires, each of the Cornerstone Investors and the ultimate beneficial owners of the Cornerstone Investor which is a corporate is an Independent Third Party not connected with the Company and will not be a substantial shareholder of the Company upon Listing. None of the Cornerstone Investors will have any board representation in the Company, nor will any of them become a substantial shareholder of the Company immediately after completion of the Capitalisation Issue and the Placing. The shareholdings of the Cornerstone Investors will be counted towards the public float of the Shares. Each of the Cornerstone Investors will be subject to restrictions on disposals of their Placing Shares during the period of six months following the Listing Date.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(2)(b) of the GEM Listing Rules, the Shares in public hands should, as at the time of Listing, be held among at least 100 persons.

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of at least 25% of its total issued share capital at the time when the Shares commence dealings on GEM and of the Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. The Directors confirmed that, immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be about 27.25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. Wednesday, 13 January 2016) or on any other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. 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 have been made for the Shares to be admitted into CCASS.

No receipt will be issued for subscription monies for the Placing Shares. The Company will not issue temporary documents of title.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on or about Wednesday, 13 January 2016 for credit to the respective CCASS participants' stock account or investor participants' stock accounts designated by the Underwriters, the placees or their agents (as the case may be) based on their respective instructions.

Prospective investors of the Placing Shares should note that the Sole Sponsor or the Sole Global Coordinator (for itself and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement by giving notice in writing to the upon the occurrence of any of the events stated in the paragraph headed "Grounds for termination" in the "Underwriting" section of the Prospectus at any time prior to 8:00 a.m.(Hong Kong time) on the Listing Date. In the event that the Underwriting Agreement is terminated, an announcement will be published by the Company on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.gameone.com.hk.

All share certificates will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. on the Listing Date (i.e. Wednesday, 13 January 2016).

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 13 January 2016. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange Website at www.hkexnews.hk and the Company's website at www.gameone.com.hk. Shares will be traded in board lot of 4,000 Shares each. The GEM stock code for the Shares is 8282.

By order of the Board
Gameone Holdings Limited
Sze Yan Ngai
Chairman and Executive Director

Hong Kong, Tuesday, 12 January 2016

As at the date of this announcement, the executive Directors are Mr. Sze Yan Ngai and Mr. Lam Kin Fai; the non-executive Directors are Ms. Wong Pui Yain and Mr. Hong Ming Sang; and the independent non-executive Directors are Mr. Yung Kai Tai, Dr. Fung Ying Him Anthony and Mr. Iu Tak Meng Teddy.

This announcement, for which the Directors jointly and severally accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and (ii) there are no matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its posting. This announcement will also be published on the Company's website at www.gameone.com.hk.