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*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**”).*

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

## **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 (subject to the Offer Size Adjustment Option)**

**Placing Price : Not more than HK\$1.50 per Placing Share and expected to be not less than HK\$1.00 per Placing Share (payable in full upon application in Hong Kong dollars and subject to refund, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.0027%)**

**Nominal value : HK\$0.01 each**

**Stock code : 8282**

**Sole Sponsor**



**China Everbright Capital Limited**

**Sole Global Coordinator, Sole Bookrunner and Joint Lead Manager**



**China Everbright Securities (HK) Limited**

Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) are available, for information purposes only, at the principal place of business of China Everbright Securities (HK) Limited at 36th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. (Hong Kong time) from Thursday, 31 December 2015 up to Wednesday, 6 January 2016 (both dates inclusive and for business days only).

Pursuant to the Underwriting Agreement, the Company is offering 40,000,000 new Shares for subscription by way of the Placing at the Placing Price, on and subject to the terms and conditions set out in the Prospectus and the Underwriting Agreement, in aggregate representing 25% of the total issued share capital of the Company upon completion of the Placing (taking no account of the Offer Size Adjustment Option and any Shares which may be allotted and issued pursuant to the exercise of any option which may be granted under the Share Option Scheme). Subject to the terms of the Underwriting Agreement, the Placing Shares are fully underwritten by the Underwriters.

In connection with the Placing, the Company may grant the Offer Size Adjustment Option to the Underwriter exercisable by the Sole Global Coordinator on behalf of the Underwriter before the Listing Date. Pursuant to the Offer Size Adjustment Option, the Company may be required to allot and issue up to 6,000,000 additional new Shares, representing 15% of the Shares initially available under the Placing at the Placing Price to cover over-allocations of the Placing (if any).

The purpose of the Offer Size Adjustment Option is to provide flexibility for the Sole Global Coordinator to meet any excess demand in the Placing. The Offer Size Adjustment Option will not be associated with any price stabilisation activities of the Shares in the secondary market after the listing of the Shares on GEM and will not be subject to the Securities and Futures (Price Stabilising) Rules of the SFO.

The Company will disclose in its allotment results announcement which will be announced on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.gameone.com.hk](http://www.gameone.com.hk) on or before Tuesday, 12 January 2016 whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by that time, then the Offer Size Adjustment Option will have lapsed and cannot be exercised on any future date.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfilment of the conditions set forth in the paragraph headed "Conditions of the Placing" under the section headed "Structure and Conditions of the Placing" in the

Prospectus. Prospective investors of the Placing Shares should note that the Sole Global Coordinator (for itself and on behalf of the Underwriter) is entitled to, in its absolute discretion, terminate the Underwriting Agreement by notice in writing to the Company given by the Sole Global Coordinator (for itself and on behalf of the Underwriter), upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” under the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Wednesday, 13 January 2016. In the event that conditions of the Placing as mentioned therein are not fulfilled or (where applicable) waived on or before such date and time specified in the Prospectus, the Placing will lapse, all monies received will be refunded to the applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.gameone.com.hk](http://www.gameone.com.hk) on the following business day immediately following the date of such lapse.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Placing, the Capitalization Issue and any new Shares which may be allotted and issued pursuant to the exercise of the Offer Size Adjustment Option and any options that may be granted under the Share Option Scheme up to 10.0% of the total number of Shares in issue immediately following completion of the Placing and the Capitalization Issue as described in the Prospectus.

Subject to the granting by the Stock Exchange of the approval for the listing of, and permission to deal in, the Shares on GEM, as well as compliance 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 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.

The Placing Price is currently expected to be fixed by agreement between the Sole Global Coordinator (for itself and on behalf of the Underwriter) and the Company on the Price Determination Date. The Placing Price will not be more than HK\$1.50 per Placing Share and is expected to be not less than HK\$1.00 per Placing Share, which is expected to be determined on or before Wednesday, 6 January 2016 (or such later date as agreed between our Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters)).

If the Sole Global Coordinator (for itself and on behalf of the Underwriter) and our Company are unable to reach an agreement on the Placing Price on or before 6 January 2016, the Placing will not become unconditional and will lapse immediately. Share certificates for the Placing Shares will only become valid documents of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that (a) the Placing has become unconditional in all respects; and (b) the Underwriting Agreement has not been terminated in accordance with its terms. No temporary documents or evidence of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares. If the Placing does not become unconditional or the Underwriting Agreement is terminated in accordance with its terms, the Company will make an announcement as soon as possible on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.gameone.com.hk](http://www.gameone.com.hk).

The level of indication of interest in the Placing, the final Placing Price and the basis of allocations of the Placing Shares will be announced on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.gameone.com.hk](http://www.gameone.com.hk) on or before Tuesday, 12 January 2016.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Wednesday, 13 January 2016. Shares will be traded in board lots 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, Thursday, 31 December 2015

*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 all the Directors collectively and individually 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, the information contained in this announcement 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 announcement misleading.*

*This announcement and a copy of the Prospectus referred to above will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk), in the case of the announcement, on the "Latest Company Announcements" page for 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at [www.gameone.com.hk](http://www.gameone.com.hk).*