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*This joint announcement appears for information purposes only. It does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*

**Topliu Limited**

*(Incorporated in the British Virgin Islands with limited liability)*



**GAMEONE HOLDINGS LIMITED**

智傲控股有限公司

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

**(Stock Code: 8282)**

**JOINT ANNOUNCEMENT**

- (1) CLOSE OF THE MANDATORY UNCONDITIONAL CASH OFFER  
BY INNOVAX SECURITIES LIMITED  
FOR AND ON BEHALF OF TOPLIU LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF  
GAMEONE HOLDINGS LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR AGREED TO BE  
ACQUIRED BY TOPLIU LIMITED AND  
PARTIES ACTING IN CONCERT WITH IT);  
(2) RESULTS OF THE OFFER; AND  
(3) PUBLIC FLOAT**

**Financial adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee and  
the Independent Shareholders**



上古證券有限公司  
Shanggu Securities Limited

References are made to the joint announcements dated 25 November 2021 and 26 November 2021 and the composite offer and response document dated 16 December 2021 (the “**Composite Document**”) jointly issued by Gameone Holdings Limited (the “**Company**”) and Topliu Limited (the “**Offeror**”) in relation to, among other matters, the Offer. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **CLOSE OF THE OFFER**

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Thursday, 6 January 2022. The Offer has not been revised or extended.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on Thursday, 6 January, 2022, being the latest time and date for acceptance of the Offer, the Offeror had received valid acceptances in respect of a total of 8,580,000 Offer Shares under the Offer, representing approximately 5.36% of the entire issued Shares as at the date of this joint announcement.

## **SETTLEMENT OF THE OFFER**

A cheque for the amount (rounding up to the nearest cent) representing the cash consideration due to each of the Independent Shareholders who accepts the Offer less seller’s ad valorem stamp duty in respect of the Offer Shares tendered by him/her/it under the Offer will be despatched to such Independent Shareholder by ordinary post at his/her/its own risk as soon as possible but in any event within seven (7) Business Days following the date of receipt by the Registrar of the duly completed acceptance of the Offer and all relevant documents of title which render such acceptance complete, valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code.

The latest date of posting of remittances in respect of valid acceptances received under the Offer on the Closing Date will be Monday, 17 January 2022.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately upon Completion and prior to the commencement of the Offer Period on 25 November 2021, the Offeror and the parties acting in concert with it held 81,600,000 Shares (of which 56,893,000 Shares were held by the Offeror and 24,707,000 Shares were held by Mr. Huang), representing 51.00% of the total issued share capital of the Company.

Immediately after the close of the Offer, taking into account the valid acceptances in respect of 8,580,000 Offer Shares under the Offer, the Offeror and the parties acting in concert with it held 90,180,000 Shares (of which 65,473,000 Shares were held by the Offeror and 24,707,000 Shares were held by Mr. Huang), representing approximately 56.36% of the total issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, none of the Offeror or parties acting in concert with it (i) held, controlled or directed any Shares and rights over Shares before the Offer Period; or (ii) has acquired or agreed to acquire any Shares or other securities of the Company or rights over the Shares during the Offer Period. The Offeror and parties acting in concert with it have not borrowed or lent any Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

The following table sets out the shareholding structure of the Company (i) immediately after Completion and prior to the commencement of the Offer Period; and (ii) immediately after the close of the Offer and as at the date of this joint announcement:

	(i) Immediately after Completion and prior to the commencement of the Offer Period		(ii) Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares held</i>	<i>Approximate percentage of interest in the Company (%)</i>	<i>Number of Shares held</i>	<i>Approximate percentage of interest in the Company (%)</i>
Offeror and parties acting in concert with it	81,600,000	51.00	90,180,000	56.36
– Offeror	56,893,000	35.56	65,473,000	40.92
– Mr. Huang	24,707,000	15.44	24,707,000	15.44
First Vendor	9,894,235	6.18	9,894,235	6.18
Second Vendor	4,297,337	2.69	4,297,337	2.69
Nineyou	18,367,182	11.48	18,367,182	11.48
Public Shareholders	45,841,246	28.65	37,261,246	23.29
<b>Total</b>	<b>160,000,000</b>	<b>100.00</b>	<b>160,000,000</b>	<b>100.00</b>

## **PUBLIC FLOAT**

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received and without taking into account the Shares held by the First Vendor, 37,261,246 Shares, representing approximately 23.29% of the entire issued share capital of the Company, are held by the public (as defined in the GEM Listing Rules). As Ms. Wong Pui Yain (“**Ms. Wong**”) has tendered her resignation as a non-executive Director with effect from 6 January 2022, the Shares held by the First Vendor can be counted towards the public float after Ms. Wong’s resignation. As such, after the close of the Offer and the resignation of Ms. Wong, as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, 47,155,481 Shares, representing approximately 29.47% of the entire issued share capital of the Company, are held by the public (as defined in the GEM Listing Rules). Accordingly, as at the

date of this joint announcement, the Company continues to satisfy the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules.

By order of the board of  
**Topliu Limited**  
**Liu Yi**  
*Sole Director*

By order of the board of director of  
**Gameone Holdings Limited**  
**Sze Yan Ngai**  
*Chairman and Executive Director*

Hong Kong, 6 January 2022

*As at the date of this joint announcement, the executive Directors are Mr. Sze Yan Ngai, Mr. Cheung Chung Wai, Mr. Liu Yi and Mr. Huang Jianying; the non-executive Director is Ms. Wong Pui Yain; and the independent non-executive Directors are Mr. Yung Kai Tai, Dr. Fung Ying Him Anthony and Mr. Iu Tak Meng Teddy.*

*The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, Mr. Liu Yi is the sole director of the Offeror. As the sole director of the Offeror, Mr. Liu Yi accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, the Directors and the Vendors) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than that expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*This joint announcement will remain on the website of the Stock Exchange at [www.hkexnews.com](http://www.hkexnews.com) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the Company’s website at [www.gameone.com.hk](http://www.gameone.com.hk).*

*The English text of this joint announcement shall prevail over its Chinese text.*