
THIS CIRCULAR IS IMPORTANT AND REQUIRE 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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Imagi International Holdings Limited, you should at once hand this circular and the accompanying form of proxy 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.

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IMAGI INTERNATIONAL HOLDINGS LIMITED
元匯集團有限公司

(incorporated in Bermuda with limited liability)
(Stock Code: 585)

**PROPOSED CHANGE OF CHINESE NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting (the “**SGM**”) of Imagi International Holdings Limited (the “**Company**”) to be held at Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 28 February 2024, at 10:00 a.m. is set out on pages 8 to 9 of this circular. Whether or not you intend to attend and vote at the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, but the form of proxy will in which case be deemed to be revoked.

7 February 2024

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company currently in force;
“Company”	Imagi International Holdings Limited (元匯集團有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 585);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Latest Practicable Date”	2 February 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Proposed Change of Chinese Name”	the proposed change of the secondary name of the Company in Chinese from “元匯集團有限公司” to “意力國際控股有限公司”;
“SGM”	a special general meeting of the Company to be held at Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 28 February 2024 at 10:00 a.m., or any adjournment thereof, for the Shareholders to consider and, if thought fit, approve the Proposed Change of the Chinese Name;

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent. or percentage.

LETTER FROM THE BOARD

IMAGI
IMAGI INTERNATIONAL HOLDINGS LIMITED
元匯集團有限公司

(incorporated in Bermuda with limited liability)
(Stock Code: 585)

Executive Directors:

Mr. Kitchell Osman Bin (*Chairman*)
Ms. Choi Ka Wing
Mr. Shimazaki Koji

Independent non-executive Directors:

Mr. Chan Hak Kan
Ms. Liu Jianyi
Mr. Miu Frank H.

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 2205-09, 22nd Floor
China United Centre
28 Marble Road
North Point, Hong Kong

7 February 2024

To the Shareholders,

Dear Sir or Madam,

**PROPOSED CHANGE OF CHINESE NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 29 January 2024 in relation to the Proposed Change of Chinese Name. The purpose of this circular is to provide you with the information in respect of resolution to be proposed at the SGM for the Proposed Change of Chinese Name and a notice convening the SGM, to enable you to make an informed decision on whether to vote for or against the resolution proposed at the SGM.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF CHINESE NAME

The Board proposes to change the secondary name of the Company (in Chinese) from “元匯集團有限公司” to “意力國際控股有限公司”. The English name of the Company will remain unchanged.

Conditions of the Proposed Change of Chinese Name

The Proposed Change of Chinese Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders at the SGM to approve the Proposed Change of Chinese Name; and
- (b) the Registrar of Companies in Bermuda (the “**Bermuda Registrar**”) having approved the Proposed Change of Chinese Name and entering the new secondary name of the Company in place of the existing secondary name on the register maintained by the Bermuda Registrar.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Chinese Name will take effect from the date on which Bermuda Registrar registers the change of the secondary name of the Company as set out in the certificate of secondary name to be issued by the Bermuda Registrar. The Company will then carry out all necessary registration and/or filing procedures with the Company Registry in Hong Kong and the Stock Exchange upon the Proposed Change of Chinese Name becoming effective.

Reasons for the Proposed Change of Chinese Name

Reference is made to the announcement of the Company dated 19 January 2024 (the “**Announcement**”), the Board considers that notwithstanding the Company’s clarification through the Announcement, the current Chinese name “元匯” has been tainted with negative image after publication of the media report referred to in the Announcement. In order to avoid any confusion that may arise from any alleged connections of the Group with those relevant entities (the “**Relevant Entities**”) as mentioned in the Announcement and/or the alleged wrongdoing or misconduct of the Relevant Entities, the Board believes that the Proposed Change of Chinese Name could protect the reputation of the Company and give the Company a new and better corporate image and is, therefore, in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Proposed Change of Chinese Name

The Proposed Change of Chinese Name will not, of itself, affect any of rights of the existing holders of the securities of the Company. All existing certificates of securities in issue bearing the existing English and secondary name of the Company will, after the Proposed Change of Chinese Name becoming effective, continue to be evidence of legal title to such securities and the existing share certificate(s) for the Share(s) will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing certificates of securities for new certificates bearing new secondary name of the Company. Once the Proposed Change of Chinese Name becomes effective, new certificates of securities will bear the new secondary name of the Company.

The Proposed Change of Chinese Name will not affect the Group's daily business operations and its financial position.

The Shares will remain be traded on the Stock Exchange under the existing English stock short name. Subject to confirmation by the Stock Exchange, upon the Propose Change of Chinese Name becoming effective, the Chinese stock short name for trading of Shares on the Stock Exchange will be changed.

3. SGM

A notice convening the SGM to be held at Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 28 February 2024, at 10:00 a.m. is set out on pages 8 to 9 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hand. Accordingly, the chairman of the SGM will exercise his power in accordance with Bye-law 66 of the Bye-laws to put the resolution set out in the notice of SGM to vote by way of poll at the SGM. An announcement on the poll vote results will be published by the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the Proposed Change of Chinese Name. Accordingly, no Shareholders are required under the Listing Rules to abstain from voting on the resolution to be proposed at the SGM.

LETTER FROM THE BOARD

The register of members of the Company will be closed, for the purposes of determining the Shareholders who are entitled to attend and vote at the SGM, from Friday, 23 February 2024 to Wednesday, 28 February 2024 (both days inclusive), during which period no transfer of the Share(s) can be registered. In order to qualify for attending and voting at the SGM, all share transfer documents accompanied by the relevant share certificate(s) must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited of 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 22 February 2024.

A form of proxy for use by the Shareholders at the SGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.imagi.hk). Whether or not you intend to attend and vote at the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time scheduled for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM should you so wish and in such event, your proxy form shall be deemed to be revoked.

4. GENERAL

The Company will make further announcement(s) as and when appropriate on the arrangement relating to the trading and dealings in the securities of the Company on the Main Board of the Stock Exchange under the new secondary name of the Company and as to when the change of Chinese name of the Company will become effective.

5. RECOMMENDATIONS

The Board considers that the Proposed Change of Chinese Name is in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to approve the Proposed Change of Chinese Name at the SGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 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.

LETTER FROM THE BOARD

7. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
For and on behalf of the Board of
Imagi International Holdings Limited
Kitchell Osman Bin
Chairman

NOTICE OF SEPCIAL GENERAL MEETING


IMAGI INTERNATIONAL HOLDINGS LIMITED
元匯集團有限公司

(incorporated in Bermuda with limited liability)
(Stock Code: 585)

NOTICE IS HEREBY GIVEN that a special general meeting (the “SMG”) of Imagi International Holdings Limited (the “Company”) will be held at Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 28 February 2024, at 10:00 a.m. to consider, and if though fit, pass, with or without modification, the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT**

- (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the secondary name of the Company in Chinese be changed from “元匯集團有限公司” to “意力國際控股有限公司”with effect from the date of registration as set out in the certificate of secondary name issued by the Registrar of the Companies in Bermuda (the “**Proposed Change of Chinese Name**”); and
- (b) any one director of the Company (the “**Director(s)**”) or officer of the Company be and is hereby authorised to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as such Director or officer of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement this resolution and to attend to any necessary registration and/or filing in Bermuda and Hong Kong for an on behalf of the Company in respect of the Proposed Change of Chinese Name.”

By order of the Board
Imagi International Holdings Limited
Kitchell Osman Bin
Chairman

Hong Kong, 7 February 2024

NOTICE OF SEPCIAL GENERAL MEETING

As at the date of this notice, the board of directors of the Company comprises the following directors:

Executive directors:

Mr. Kitchell Osman Bin (*Chairman*)
Ms. Choi Ka Wing
Mr. Shimazaki Koji

Independent non-executive directors:

Mr. Chan Hak Kan
Ms. Liu Jianyi
Mr. Miu Frank H.

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 2205-09, 22nd Floor
China United Centre
28 Marble Road
North Point, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the special general meeting may appoint one or more than one proxy to attend and vote on his/her behalf. The proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, 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.
3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited to Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish, but the form of proxy in which case shall be deemed to be revoked.
5. The register of members of the Company will be closed, for the purposes of determining the shareholders of the Company who are entitled to attend and vote at the SGM, from Friday, 23 February 2024 to Wednesday, 28 February 2024 (both days inclusive), during which period no transfer of share(s) of the Company can be registered. In order to qualify for attending and voting at the meeting, unregistered holders of share(s) of the Company should ensure all share transfer documents accompanied by the relevant share certificate(s) must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited of 17F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 22 February 2024.