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COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



Reference is made to the announcement of Gameone Holdings Limited (the “**Company**”) dated 6 November 2024 in relation to the placing of new Shares under General Mandate (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING

The Board is pleased to announce that all the conditions set out in the Placing Agreement had been fulfilled and the completion of the Placing took place on 26 November 2024. A total of 2,000,000 Placing Shares have been successfully placed by the Placing Agent to not fewer than six Placees at the Placing Price of HK\$0.55 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees are professional, institutional or other investors (i) independent of; and (ii) not connected with the Company, the connected persons of the Company and their respective associates, and who and whose ultimate beneficial owners are Independent Third Parties. None of the Placees has become a substantial Shareholder (as defined under the GEM Listing Rules) of the Company upon completion of the Placing.

USE OF PROCEEDS

As set out in the Announcement, the net proceeds from the Placing, after deduction of applicable costs and expenses including professional fees, placing commission and levies, amounted to approximately HK\$1.0 million. The Company intends to apply the net proceeds from the Placing for general working capital of the Group.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before and (ii) immediately upon completion of the Placing is as follows:

	Immediately before completion of the Placing		Immediately upon completion of the Placing	
	<i>No. of Shares</i>	<i>Approx.%</i>	<i>No. of Shares</i>	<i>Approx.%</i>
Topliu Limited (<i>Note 1</i>)	14,288,677	39.69	14,288,677	37.60
Mr. Huang Jianying	6,071,625	16.87	6,071,625	15.98
Public Shareholders				
Nineyou International Limited (<i>Note 2</i>)	1,836,718	5.10	1,836,718	4.83
Places	—	—	2,000,000	5.26
Other public Shareholders	<u>13,802,980</u>	<u>38.34</u>	<u>13,802,980</u>	<u>36.33</u>
Total	<u>36,000,000</u>	<u>100.00</u>	<u>38,000,000</u>	<u>100.00</u>

Notes:

1. Topliu Limited is wholly owned by Mr. Liu Yi.
2. Based on the information provided by Nineyou International Limited (“NYIL”), NYIL is beneficially owned by Heartland Investment Limited as to approximately 44.44%, Wollerton Investments Pte. Ltd. as to approximately 18.96%, Fair Gold International Limited as to approximately 15.61%, Everstar Overseas Holding Ltd. as to approximately 10.04%, Star Fortune Overseas Holding Limited as to approximately 8.0% and Hongxin International Holdings Limited as to approximately 2.95%, all of whom are independent third parties. Wollerton Investments Pte. Ltd. is owned as to approximately 82.35% by Heartland Investment Limited. Heartland Investment Limited is wholly owned by Million Treasure Limited which is also an independent third party.
3. The above percentage figures are subject to rounding adjustments.

By order of the Board
Gameone Holdings Limited
Liu Yi
Chairman and Executive Director

Hong Kong, 26 November 2024

As at the date of this announcement, the executive Directors are Mr. Liu Yi and Mr. Huang Jianying; and the independent non-executive Directors are Ms. Ngo Mei Kwan, Mr. Jin Baiting and Mr. Lu Yi.

This announcement, for which 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 will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at www.gameone.com.hk.