

# Third Quarterly Report 2017



gameone

**Gameone Holdings Limited**  
**智傲控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8282





## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “**Directors**”) of Gameone Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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 report 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 report misleading.*

The board of Directors (the "Board") announces the unaudited condensed consolidated results of the Group for the three months and nine months ended 30 September 2017, together with the unaudited comparative figures for the corresponding periods in 2016 as follows:

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE THREE MONTHS AND NINE MONTHS ENDED 30 SEPTEMBER 2017**

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000
<b>Revenue</b>	5	<b>23,471</b>	18,735	<b>53,784</b>	64,861
Cost of services rendered		<b>(16,420)</b>	(13,558)	<b>(35,008)</b>	(43,368)
<b>Gross profit</b>		<b>7,051</b>	5,177	<b>18,776</b>	21,493
Other income	5	<b>86</b>	74	<b>216</b>	98
Selling expenses		<b>(6,742)</b>	(4,284)	<b>(13,483)</b>	(10,710)
Administrative expenses		<b>(3,617)</b>	(4,190)	<b>(13,989)</b>	(15,135)
Other expenses		<b>3</b>	–	<b>(299)</b>	(118)
<b>Loss before income tax</b>		<b>(3,219)</b>	(3,223)	<b>(8,779)</b>	(4,372)
Income tax credit	6	<b>–</b>	380	<b>–</b>	–
<b>Loss for the period</b>		<b>(3,219)</b>	(2,843)	<b>(8,779)</b>	(4,372)
<b>Other comprehensive income</b>					
<i>Item that may be reclassified subsequently to profit or loss</i>					
Exchange difference on translation of financial statements of foreign operations		<b>(8)</b>	(403)	<b>(1,058)</b>	(622)
<b>Other comprehensive income for the period</b>		<b>(8)</b>	(403)	<b>(1,058)</b>	(622)
<b>Total comprehensive income for the period attributable to owners of the Company</b>		<b>(3,227)</b>	(3,246)	<b>(9,837)</b>	(4,994)
<b>Loss attributable to:</b>					
Owners of the Company		<b>(3,217)</b>	(2,843)	<b>(8,777)</b>	(4,372)
Non-controlling interests		<b>(2)</b>	–	<b>(2)</b>	–
		<b>(3,219)</b>	(2,843)	<b>(8,779)</b>	(4,372)
<b>Total comprehensive income attributable to:</b>					
Owners of the Company		<b>(3,225)</b>	(3,246)	<b>(9,835)</b>	(4,994)
Non-controlling interests		<b>(2)</b>	–	<b>(2)</b>	–
		<b>(3,227)</b>	(3,246)	<b>(9,837)</b>	(4,994)
<b>Loss per share</b>					
– Basic and Diluted	8	<b>(0.02)</b>	(0.02)	<b>(0.05)</b>	(0.03)



**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2017**

	Share capital HK\$'000 (Note 9)	Share premium HK\$'000	Other reserve HK\$'000	Translation reserve HK\$'000	Accumulated losses HK\$'000	Non-controlling interests HK\$'000	Total equity HK\$'000
<b>At 1 January 2017</b>	<b>1,600</b>	<b>41,129</b>	<b>71,458</b>	<b>1,502</b>	<b>(25,411)</b>	<b>396</b>	<b>90,674</b>
Loss for the period	-	-	-	-	(8,777)	(2)	(8,779)
Exchange difference on translation of financial statements of foreign operations	-	-	-	(1,058)	-	-	(1,058)
Other comprehensive income for the period	-	-	-	(1,058)	-	-	(1,058)
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,058)</b>	<b>(8,777)</b>	<b>(2)</b>	<b>(9,837)</b>
<b>At 30 September 2017 (unaudited)</b>	<b>1,600</b>	<b>41,129</b>	<b>71,458</b>	<b>444</b>	<b>(34,188)</b>	<b>394</b>	<b>80,837</b>
At 1 January 2016	85	-	71,458	1,708	(16,603)	-	56,648
Loss for the period	-	-	-	-	(4,372)	-	(4,372)
Exchange difference on translation of financial statements of foreign operations	-	-	-	(622)	-	-	(622)
Other comprehensive income for the period	-	-	-	(622)	-	-	(622)
Total comprehensive income for the period	-	-	-	(622)	(4,372)	-	(4,994)
Issue of share under placing (note 9(b))	400	49,600	-	-	-	-	50,000
Capitalisation issue (note 9(a))	1,115	(1,115)	-	-	-	-	-
Share issue expenses	-	(7,356)	-	-	-	-	(7,356)
<b>At 30 September 2016 (unaudited)</b>	<b>1,600</b>	<b>41,129</b>	<b>71,458</b>	<b>1,086</b>	<b>(20,975)</b>	<b>-</b>	<b>94,298</b>

## **NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2017**

### **1. CORPORATE INFORMATION**

Gameone Holdings Limited was incorporated in Cayman Islands with limited liability under the Companies Law of Cayman Islands on 14 April 2010. The Company's registered office is located at PO Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands. The Company's principal place of business is located at Room 1808-9, 18/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.

The Company's shares were listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 13 January 2016 (the "Listing Date").

The principal activity of the Company is investment holding. The principal activities of the Company and its subsidiaries are engaged in development, operation, publishing and distribution of online and mobile games in Hong Kong, People's Republic of China (the "PRC") and Taiwan.

### **2. BASIS OF PREPARATION AND PRESENTATION**

The Group's unaudited condensed consolidated financial statements for the nine months ended 30 September 2017 have been prepared in accordance with the accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules.

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements for the nine months ended 30 September 2017 are consistent with those adopted in the Group's audited annual report dated 23 March 2017 (the "2016 Annual Report"), except for the adoption of the new and revised Hong Kong Financial Reporting Standards (the "New and Revised HKFRSs") (which include all HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the HKICPA that are adopted for the first time for the current periods financial statements.

The condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2016.

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2017 have been prepared under the historical cost convention. The unaudited condensed consolidated financial statements for the nine months ended 30 September 2017 are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Group.

The condensed consolidated financial statements have not been audited by the Company's auditors, but have been reviewed by the audit committee of the Company.



### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The adoption of the New and Revised HKFRSs has had no significant effect on these unaudited condensed consolidated financial statements for the nine months ended 30 September 2017 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the nine months ended 30 September 2017.

The Group has not applied new and revised standards, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations to the Group but is yet to be in a position to state whether they would have any material financial impact on the Group’s results of operations and financial position.

### 4. SEGMENT INFORMATION

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is defined on the basis of the internal management reporting information that is provided to and regularly reviewed by the executive directors in order to allocate resources and assess performance of the segment. During the period, executive directors regularly review revenue and operating results derived from development, operation, publishing and distribution of online and mobile games and consider as one single operating segment.

The Company is an investment holding company and the principal place of the Group’s operation is in Hong Kong. For the purpose of segment information disclosures under HKFRS 8, the Group regarded Hong Kong as its country of domicile.

#### Geographical information

	Three months ended 30 September		Nine months ended 30 September	
	2017 (Unaudited) HK\$’000	2016 (Unaudited) HK\$’000	2017 (Unaudited) HK\$’000	2016 (Unaudited) HK\$’000
<b>By country/region</b>				
Hong Kong	21,546	16,868	47,286	59,192
Taiwan	1,787	1,862	6,007	5,664
Others	138	5	491	5
	<b>23,471</b>	<b>18,735</b>	<b>53,784</b>	<b>64,861</b>

#### Information about major customers

So far as the Company is aware, there is no single customer contributed to 10% or more revenue to the Group’s revenue for the respective periods.

## 5. REVENUE AND OTHER INCOME

An analysis of the Group's revenue and other income are as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000
<b>Revenue</b>				
Game operation income	21,886	18,193	49,119	62,301
Game publishing income	1,522	386	4,389	1,850
Royalty income	–	28	23	28
License fee income	63	128	253	682
	<b>23,471</b>	<b>18,735</b>	<b>53,784</b>	<b>64,861</b>
<b>Other income</b>				
Interest income	2	2	7	7
Other income	84	72	209	91
	<b>86</b>	<b>74</b>	<b>216</b>	<b>98</b>
	<b>23,557</b>	<b>18,809</b>	<b>54,000</b>	<b>64,959</b>

## 6. INCOME TAX CREDIT

	Three months ended 30 September		Nine months ended 30 September	
	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000
Current tax – Hong Kong Profits Tax				
– Tax credit for the period	–	380	–	–

No Profits Tax for the Taiwan branch has been provided as the Taiwan branch has not generated any tax assessable profits in Taiwan for the period (2016: Nil).

No provision for Hong Kong Profits Tax was made as the Group has not generated any tax assessable profit in Hong Kong for the period (2016: Nil).

No provision for PRC Enterprise Income Tax was made as the Group has not generated any tax assessable profit in the PRC for the period (2016: Nil).



## 7. DIVIDENDS

No dividends have been paid or declared by the Company or any of the subsidiaries during the nine months ended 30 September 2017 (nine months ended 30 September 2016: Nil).

## 8. LOSS PER SHARE

The calculation of basic loss per share for periods in 2017, is based on the loss attributable to the owners of the Company and on the number of 160,000,000 ordinary shares in issue, being the number of shares of the Company as at 30 September 2017. Given that there was no movement in the number of ordinary shares in issue during the period, the weighted average number of shares used for the purpose of calculation of the basic loss per share is 160,000,000 for both three months ended 30 September 2017 and nine months ended 30 September 2017.

For the periods in 2016, the calculation of basic loss per share is based on the loss attributable to the owners of the Company and on the basis of weighted average number of 160,000,000 ordinary shares in issue, being the number of shares of the Company after the completion of the Group reorganisation, capitalisation issue, and placing of shares upon the listing of the Company's shares on GEM of the Stock Exchange. The weighted average number of shares used for the purpose of calculation of the basic loss per share is 160,000,000 and 158,248,175 for the three months ended 30 September 2016 and nine months ended 30 September 2016 respectively.

No diluted loss per share is calculated for the three months ended 30 September 2017 and nine months ended 30 September 2017 (2016: Nil) as there was no potential dilutive ordinary share in existence.

## 9. SHARE CAPITAL

### Authorised share capital

As at 30 September 2017, the authorised share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 ordinary shares of HK\$0.01 each.

### Issued and fully paid

	As at 30 September 2017		As at 30 September 2016	
	Number	HK\$'000	Number	HK\$'000
Ordinary shares				
At beginning of periods	160,000,000	1,600	8,534,007	85
Capitalisation issue (Note (a))	–	–	111,465,993	1,115
Issued shares under placing (Note (b))	–	–	40,000,000	400
At ending of periods	<u>160,000,000</u>	<u>1,600</u>	<u>160,000,000</u>	<u>1,600</u>

Notes:

- Pursuant to the written resolution of the shareholders passed on 23 December 2015, the Directors were authorised to capitalise the amount of approximately HK\$1,114,660 standing to the credit of the share premium account of the Company and to appropriate such amount as to capital to pay up in full at par 111,465,993 shares for allotment and issue to the then existing shareholders of the Company, each ranking *pari passu* in all respects with the then existing issued shares. On 13 January 2016, the Company allotted and issued such shares as aforesaid and gave effect to the capitalisation issue.
- On 13 January 2016, the Company issued 40,000,000 shares pursuant to the Company's listing on the GEM of the Stock Exchange by way of placing at a price of HK\$1.25 per share.



## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW AND OUTLOOK

We are an integrated game developer, operator and publisher focusing in the market of Hong Kong, the PRC and Taiwan. We operate and publish our self/co-developed and licensed games in Hong Kong and Taiwan primarily through our game distribution platforms as well as other third-party distribution platforms. We collect payments from players either through our own game platform, third-party distribution platforms such as Apple Store and Google Play, or third-party payment vendors, which include convenience stores selling pre-paid game cards/vouchers. We consider such integration of upstream and downstream services in the value chain of the game industry has provided us with a better market position.

For the nine months ended 30 September 2017, the Group recorded a net loss of approximately HK\$8.8 million as compared to a net loss of approximately HK\$4.4 million for the same period in 2016. The Directors are of the view that the downturn experienced by the Group during this period was due to a tougher competitive condition in the mobile game industry faced by the Group in Hong Kong and Taiwan. In view of the expected game launch date and in order to increase our competition in mobile game market in Hong Kong and Taiwan, the Board will closely monitor the performance of the Group and the Group will continue to pursue the key business strategies to expand game portfolio through introducing more high-quality licensed games with a focus on mobile games and consolidate market position and enhance marketing efforts.

### FINANCIAL REVIEW

#### Revenue

The Group's revenue decreased by approximately 17.1% from approximately HK\$64.9 million for the nine months ended 30 September 2016 to approximately HK\$53.8 million for the nine months ended 30 September 2017, primarily attributable to approximately HK\$16.1 million decrease in our game operation income from our licensed mobile games namely Demi Gods and Semi Devils 3D (天龍八部3D) and Age of Wu Shu (Mobile) (九陰真經手機版).

#### Cost of services rendered

The Group's cost of services rendered for the nine months ended 30 September 2017 was approximately HK\$35.0 million, representing a decrease of approximately 19.4% from approximately HK\$43.4 million for the corresponding period in 2016, primarily attributable to the combined effect of (i) an approximately HK\$1.4 million decrease in channel fees; (ii) an approximately HK\$2.6 million decrease in royalty expenses primarily resulted from a decrease in our game operation income from our licensed games for the nine months ended 30 September 2017; and (iii) an approximately HK\$3.3 million decrease in amortisation of our intangible assets during the nine months ended 30 September 2017.

#### Gross profit and gross profit margin

The Group's gross profit for the nine months ended 30 September 2017 was approximately HK\$18.8 million, representing a decrease of approximately 12.6% from approximately HK\$21.5 million for the nine months ended 30 September 2016, primarily due to a decrease in our game operation income from our licensed mobile games. The Group's gross profit margin for the nine months ended 30 September 2017 was approximately 34.9%, representing slightly increase of approximately 1.8 percentage points compared to approximately 33.1% for the nine months ended 30 September 2016. The increase in the Group's gross profit margin was primarily due to the decreased in amortisation of our intangible assets.

## Selling expenses

The Group's selling expenses for the nine months ended 30 September 2017 were approximately HK\$13.5 million, representing an increase of approximately 26.2% from approximately HK\$10.7 million for the corresponding period in 2016, primarily attributable to an increase in promotion and advertising expenses for the new self/co-developed mobile game, Warlocks Z (魔法軍團Z) and licensed mobile game, Yulgang (Mobile version) (熱血江湖手機版), which were launched in the first quarter and third quarter of 2017 respectively.

## Administrative expenses

The Group's administrative expenses for the nine months ended 30 September 2017 were approximately HK\$14.0 million, representing a slightly decrease of approximately HK\$1.1 million from approximately HK\$15.1 million for the nine months ended 30 September 2016.

## Loss for the period

The Group recorded a loss for the nine months ended 30 September 2017 of approximately HK\$8.8 million as compared with a loss of approximately HK\$4.4 million for the corresponding period in 2016, primarily attributable to the combined effect of (i) an approximately HK\$2.7 million decrease in the gross profit for nine months ended 30 September 2017 primarily attributable to a decrease in the Group's revenue contributed by the Group's game operation income from the Group's licensed mobile games; and (ii) an increase in promotion and advertising expenses for the new self/co-developed mobile game, Warlocks Z (魔法軍團Z) and licensed mobile game, Yulgang (Mobile version) (熱血江湖手機版), which were launched in the first quarter and third quarter of 2017 respectively.

## OTHER INFORMATION

### DIRECTORS' AND CHIEF EXECUTIVES' INTEREST AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 September 2017, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### Long position in Shares and underlying Shares:

Name of Director/ chief executive	Capacity/Nature of interest	Total number of Shares	Approximate percentage of shareholding
Ms. Wong Pui Yain (Note 1)	Interest of controlled corporation	66,787,235	41.74%
Mr. Sze Yan Ngai (Chairman) (Note 2)	Interest of controlled corporation/Interest of spouse	29,212,337	18.26%



Notes:

- (1) Ms. Wong Pui Yain (“Ms. Wong”) holds 50% of the issued share capital of PC Asia Limited (“PC Asia”), which directly holds 99% and indirectly holds 1%, through PC Asia Nominees Limited (“PC Asia Nominees”), of the issued share capital of PC Investment Limited (“PCIL”). By virtue of the SFO, Ms. Wong is deemed to be interested in the 66,787,235 Shares in which PCIL is interested.
- (2) Mr. Sze Yan Ngai (“Mr. Sze”) and Ms. Chan Lai Chu (“Mrs. Sze”) hold 50% of the issued share capital of Right One Global Limited (“Right One”) respectively, which holds 29,204,337 Shares. In addition, Mrs. Sze hold 8,000 Shares of the Company. Mrs. Sze is the spouse of Mr. Sze. By virtue of the SFO, Mr. Sze is deemed to be interested in the Shares in which Right One and Mrs. Sze are interested.

Save as disclosed above, as at 30 September 2017, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debenture of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

#### **SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY**

So far as is known to the Directors or chief executives of the Company, as at 30 September 2017, the following persons (other than Directors or chief executives of the Company) had, or were deemed or taken to have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

#### **Long positions in ordinary shares of the Company**

<b>Name of shareholders</b>	<b>Nature of interest</b>	<b>Number of Shares or securities held</b>	<b>Approximate percentage of interest in the Company</b>
Mr. Wong Kiam Seng (Note 1)	Interest of controlled corporation	66,787,235	41.74%
PCIL (Note 2)	Beneficial owner	66,787,235	41.74%
PC Asia (Note 2)	Interest of controlled corporation	66,787,235	41.74%
Mrs. Sze (Note 3)	Beneficial owner/Interest of controlled corporation/Interest of spouse	29,212,337	18.26%
Right One (Note 4)	Beneficial owner	29,204,337	18.25%
Nineyou International Limited (Note 5)	Beneficial owner	18,367,182	11.48%
New Horizon Capital, L.P. (Note 5)	Interest of controlled corporation	18,367,182	11.48%
Heartland Investment Limited (Note 5)	Interest of controlled corporation	18,367,182	11.48%

#### Notes:

- (1) PC Asia is beneficially owned by Ms. Wong as to 50% and Mr. Wong Kiam Seng (“Mr. Wong”) as to 50%. Mr. Wong is the father of Ms. Wong.
- (2) PCIL is beneficially owned by PC Asia as to 99% and PC Asia Nominees as to 1%. PC Asia Nominees is beneficially owned by PC Asia.
- (3) Mr. Sze and Mrs. Sze hold 50% of the issued share capital of Right One respectively, which holds 29,204,337 Shares. In addition, Mrs. Sze hold 8,000 Shares of the Company. Mrs. Sze is the spouse of Mr. Sze. By virtue of the SFO, Mrs. Sze is deemed to be interested in the Shares in which Right One and Mr. Sze are interested.
- (4) Right One is beneficially owned by Mr. Sze as to 50% and Mrs. Sze as to 50%.
- (5) 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 82.36% by Heartland Investment Limited. Heartland Investment Limited is wholly owned by New Horizon Capital, L.P. which is also an independent third party.

#### **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

During the nine months ended 30 September 2017, neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

#### **COMPETITION AND CONFLICT OF INTERESTS**

None of the directors or the controlling shareholders (as defined in the GEM Listing Rules) of the Company or their respective close associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or has or may have any other conflict of interests with the Group during the nine months ended 30 September 2017.

#### **CORPORATE GOVERNANCE PRACTICE**

The Company has applied the principles and code provisions in the Corporate Governance Code and Corporate Governance Report (the “Code”) as set out in Appendix 15 to the GEM Listing Rules. Throughout 1 January 2017 to 30 September 2017 (the “Period”), to the best knowledge of the Board, the Company has complied with all the applicable code provisions set out in the Code.

#### **DIRECTORS’ SECURITIES TRANSACTIONS**

The Company adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors’ securities transactions in securities of the Company (the “Code of Conduct”). Based on specific enquiry with the Directors, all Directors confirmed that they had complied with the required standard of dealings and the Code of Conduct and there was no event of noncompliance throughout the Period.



## SHARE OPTION SCHEME

The Company has adopted the share option scheme (the “Scheme”) on 23 December 2015 which will remain in force for a period of 10 years from the effective date of the Scheme. The purpose of the Scheme is to enable the Company to grant options to selected participants as incentives or rewards for their contribution to it. The Directors consider the Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group. The principal terms of the Scheme are summarised in the section headed “Share Option Scheme” in Appendix IV to the Prospectus.

For the nine months ended 30 September 2017, no share option was granted, exercised, expired or lapsed and there is no outstanding share option under the Scheme.

## INTERESTS OF THE COMPLIANCE ADVISOR

As confirmed by the Group’s compliance advisor, Innovax Capital Limited (the “Compliance Advisor”), save as the compliance adviser agreement entered into between the Company and the Compliance Advisor dated 18 December 2015, none of the Compliance Advisor or its directors, employees or close associates (as defined under the GEM Listing Rules) had any interest in the Group or in the share capital of any member of the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

## AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) was established by the Board on 23 December 2015 with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 and C.3.7 of the Code. The Audit Committee currently comprises three independent non-executive Directors and is chaired by Mr. Lu Tak Meng Teddy. The other members are Mr. Yung Kai Tai and Dr. Fung Ying Him Anthony. The primary duties of the Audit Committee are to review and approve the Group’s financial reporting process and the internal control systems of the Group.

The Audit Committee has reviewed the unaudited consolidated results of the Group for the nine months ended 30 September 2017 with the management and is of the view that such results comply with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

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

Hong Kong, 9 November 2017

*As at the date of this report, the executive Directors are Mr. Sze Yan Ngai and Mr. Lam Kin Fai; 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. Lu Tak Meng Teddy.*