

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities in the Company.


IMAGI INTERNATIONAL HOLDINGS LIMITED
意馬國際控股有限公司*

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

**(1) RESULTS OF THE OPEN OFFER ON THE BASIS
OF ONE OFFER SHARE
FOR EVERY TWO SHARES HELD ON THE RECORD DATE
AND
(2) ADJUSTMENTS TO THE OUTSTANDING OPTIONS**

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement had not been terminated by the Underwriter. Accordingly, the Open Offer became unconditional at 4:30 p.m. on Monday, 22 August 2016.

At 4:30 p.m. on Friday, 19 August 2016, being the latest time for acceptance of and payment for the Offer Shares, a total of 30 valid acceptances for an aggregate number of 817,129,640 Offer Shares provisionally allotted to the Qualifying Shareholders under the Open Offer were received, representing approximately 53.90% of the total number of 1,516,057,526 Offer Shares available for subscription under the Open Offer.

Based on the above results, the Open Offer was under-subscribed by 698,927,886 Offer Shares, representing approximately 46.10% of the total number of 1,516,057,526 Offer Shares available for subscription under the Open Offer. In accordance with the Underwriting Agreement, the Underwriter has performed its underwriting obligations and has caused subscribers to subscribe for all the under-subscribed Offer Shares not taken up by the Qualifying Shareholders. None of the subscribers will become a substantial shareholder (within the meaning of the Listing Rules) of the Company immediately after completion of the Open Offer.

* *for identification purpose only*

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares will be despatched to the Qualifying Shareholders who have accepted and paid for their Offer Shares by ordinary post on or before Monday, 29 August 2016 at their own risks.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 30 August 2016.

ADJUSTMENTS TO THE OUTSTANDING OPTIONS

As at the date of this announcement, the Company has 47,403,614 outstanding Options entitling the holders thereof to subscribe for 47,403,614 new Shares. Pursuant to the terms of the Share Option Scheme, the exercise price of the outstanding Options and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the outstanding Options will be adjusted as a result of the Open Offer and in the manner set out in this announcement.

Reference is made to the prospectus of Imagi International Holdings Limited (the “**Company**”) dated 5 August 2016 (the “**Prospectus**”) in relation to the Open Offer. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement had not been terminated by the Underwriter. Accordingly, the Open Offer became unconditional at 4:30 p.m. on Monday, 22 August 2016.

At 4:30 p.m. on Friday, 19 August 2016, being the latest time for acceptance of and payment for the Offer Shares, a total of 30 valid acceptances for an aggregate number of 817,129,640 Offer Shares provisionally allotted to the Qualifying Shareholders under the Open Offer were received, representing approximately 53.90% of the total number of 1,516,057,526 Offer Shares available for subscription under the Open Offer.

Underwriting arrangements

Based on the above results, the Open Offer was under-subscribed by 698,927,886 Offer Shares, representing (i) approximately 46.10% of the total number of 1,516,057,526 Offer Shares available for subscription under the Open Offer; and (ii) approximately 15.37% of the issued share capital of the Company of 4,548,172,578 Shares as enlarged by the issue of the Offer Shares.

In accordance with the Underwriting Agreement, the Underwriter has performed its underwriting obligations and has caused subscribers to subscribe for all the under-subscribed Offer Shares not taken up by the Qualifying Shareholders. None of the subscribers will become a substantial shareholder (within the meaning of the Listing Rules) of the Company immediately after completion of the Open Offer.

Despatch of share certificates and commencement of dealings in the Offer Shares

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares will be despatched to the Qualifying Shareholders who have accepted and paid for their Offer Shares by ordinary post on or before Monday, 29 August 2016 at their own risks.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 30 August 2016.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the knowledge and information of the Directors, the following is a table showing the shareholding structure of the Company immediately before and after completion of the Open Offer:

	Immediately before completion of the Open offer		Immediately after completion of the Open Offer	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Directors				
Choi Ka Wing	3,200,000	0.11%	4,800,000	0.11%
Kitchell Osman Bin	5,200,000	0.17%	7,800,000	0.17%
Substantial Shareholders				
HEC Capital Limited	380,000,000	12.53%	380,000,000	8.36%
Advance Beauty Holdings Limited (<i>Note 1</i>)	353,401,600	11.65%	353,401,600	7.77%
Subscribers	—	—	698,927,886	15.37%
Other public Shareholders	2,290,313,452	75.54%	3,103,243,092	68.22%
	<u>3,032,115,052</u>	<u>100.00%</u>	<u>4,548,172,578</u>	<u>100.00%</u>

Note 1:

Advance Beauty Holdings Limited is a company legally and beneficially owned as to 50% by Mr. Shan Jiuliang and 50% by Ms. Zhang Peng. Mr. Shan and Ms. Zhang are former Executive Directors of the Company.

ADJUSTMENTS TO THE OUTSTANDING OPTIONS

As at the date of this announcement, the Company has 47,403,614 outstanding Options entitling the holders thereof to subscribe for 47,403,614 new Shares. Pursuant to the terms of the Share Option Scheme and in compliance with Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005, the exercise price of the outstanding Options and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the outstanding Options will be adjusted as a result of the Open Offer and in the manner set out below:

	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>No. of Shares to be issued upon exercise of the outstanding Options</i>	<i>Exercise price per Share (HK\$)</i>	<i>Adjusted no. of Shares to be issued upon exercise of the outstanding Options</i>	<i>Adjusted exercise price per Share (HK\$)</i>
Date of grant of the Options				
13 May 2016	<u>47,403,614</u>	0.36	<u>52,428,397</u>	0.325

Akron Corporate Finance Limited, an independent financial adviser, has reviewed, agreed and confirmed in writing the above adjustments of the exercise price of the outstanding Options and the number of Shares to be allotted and issued upon exercise of the subscription rights attaching to the outstanding Options.

The Company will inform each holder of the outstanding Share Options of these adjustments. The above adjustments will become effective on 29 August 2016.

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

Hong Kong, 26 August 2016

As at the date of this announcement, the Board comprises the following directors:

Executive Directors:

Mr. Kitchell Osman Bin (*Acting Chairman*)
 Mr. Wong Yat Fai
 Mr. Shimazaki Koji
 Ms. Choi Ka Wing

Independent Non-Executive Directors:

Mr. Chow Chi Wah Vincent
 Dr. Kwong Kai Sing Benny
 Mr. Miu Frank H.
 Dr. Santos Antonio Maria