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**IMAGI INTERNATIONAL HOLDINGS LIMITED**  
**意馬國際控股有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 585)**

**TERMINATION OF THE SUBSCRIPTION AGREEMENT  
AND TERMINATION OF THE PROPOSED SPECIAL DIVIDEND**

Reference is made to the announcements of the Company dated 11 May 2018, 24 May 2018, 31 May 2018, 8 June 2018, 11 June 2018, 12 June 2018 and 29 June 2018 (the “Announcements”) in relation to, among others, the proposed Subscription pursuant to the Subscription Agreement and the Proposed Special Dividend. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Announcements.

**TERMINATION AGREEMENT**

The Board wishes to announce that the Subscriber and the Company entered into a termination agreement (the “Termination Agreement”) on 4 July 2018 (after trading hours) in order to terminate the Subscription Agreement (as amended and supplemented by the supplemental agreements dated 31 May 2018, 11 June 2018 and 12 June 2018 respectively) with immediate effect. As a result of the Termination Agreement, the Subscription will not proceed.

**REASON FOR THE TERMINATION AGREEMENT**

The Subscription is conditional upon the Listing Committee of the Stock Exchange having granted approval for the listing of and permission to deal in the Subscription Shares (the “Listing Approval”) pursuant to the Subscription Agreement. As at the date of this announcement, the Company has not yet obtained the Listing Approval due to protracted regulatory processes. As a result, the parties have mutually agreed to enter into the Termination Agreement.

\* *for identification purpose only*

The Board considers that the Termination Agreement will not have any material adverse effect on the operations or financial position of the Group.

## **TERMINATION OF THE PROPOSED SPECIAL DIVIDEND**

The Proposed Special Dividend is subject to the Shareholders' approval at a special general meeting. The despatch of the circular has been continually delayed due to protracted regulatory processes. As a result, the Board has resolved to terminate the declaration and payment of the Proposed Special Dividend and therefore, no circular will be despatched to the Shareholders and the related special general meeting will not be convened.

The Board considers that the termination of the Proposed Special Dividend will not have any material adverse effect on the operations or financial position of the Group. The Board will review and assess the financial and other relevant conditions of the Group after the interim results for the period ended 30 June 2018 are available and then decide whether to declare any interim dividend, and if so, the amount thereof. The Company will make further announcement(s) in this regard as and when appropriate.

**Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 4 July 2018

At the date of this announcement, the Board comprises the following Directors:

*Executive Directors:*

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

*Independent non-executive Directors:*

Dr. Santos Antonio Maria  
Mr. Miu Frank H.  
Ms. Liu Jianyi