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

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

**DISCLOSEABLE TRANSACTION
IN RELATION TO
GRANT OF LOAN FACILITY TO AN ENTITY**

GRANT OF LOAN FACILITY

The Board announces that, on 18 July 2022, the Lender, an indirect non-wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to grant to the Borrower the Loan Facility with a principal amount of HK\$75,000,000 for a term of 12 months, bearing interest at 5% per annum payable quarterly in arrears from the date of the Loan Agreement and with a ¾% one-off commitment fee.

LISTING RULES IMPLICATION

As one or more applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) for the Loan Facility exceeds 5% but all are less than 25%, the grant of the Loan Facility constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements of the Listing Rules.

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* *for identification purpose only*

THE LOAN AGREEMENT

The principal terms of the Loan Agreement are summarised as follows:

Date of the Loan Agreement: 18 July 2022

Lender: Imagi Lenders Limited

Borrower: Blue River Holdings Limited

Loan Facility: HK\$75,000,000

Term: 12 months from the date of the Loan Agreement when the loan and all the outstanding accrued interest are due to be repaid in full by the Borrower to the Lender

Repayment: the Borrower shall repay the loan amount, outstanding accrued interest and any other monies outstanding in respect of the Loan Facility in full on the Final Repayment Date

Prepayment: the Borrower may prepay all or any part of the Loan Facility prior to the Final Repayment Date without penalty

Interest rate: at 5% per annum payable quarterly in arrears from the date of the Loan Agreement and with a $\frac{3}{4}\%$ one-off commitment fee

The loan to be drawn under the Loan Facility will be funded by internal resources of the Group. The terms of the Loan Agreement have been arrived by the Lender and the Borrower after arm's length negotiation.

INFORMATION OF THE GROUP AND THE LENDER

The Group is principally engaged in integrated financial services, investment holdings, computer graphic imaging and entertainment business. The integrated financial services comprises of provision of securities brokerage and related services, margin financing services, asset management services, corporate finance services, money lending services, securities investments and proprietary trading.

The Lender is an indirect non-wholly-owned subsidiary of the Company and a licensed money lender in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong).

Mr. Kitchell Osman Bin, being the Chairman and executive Director and director of the Lender, owns approximately 28.53% voting rights in Blue River. He has abstained from voting on the resolutions of the Board approving the Loan Agreement and the transactions contemplated thereunder.

INFORMATION OF THE BORROWER

The Lender has conducted due diligence review on the Borrower and assessed the Borrower's ability to make repayment. The Background of the Borrower is summarized as below:

The Borrower is a company incorporated in Bermuda with limited liability and the share of which are listed on the main board of the Stock Exchange (stock code: 00498). The Borrower and its subsidiaries is principally engaged in, inter alia, providing comprehensive engineering and property-related services through Paul Y. Engineering Group Limited, land and property development and investment in the PRC, development and operation of ports, infrastructure, gas distribution and logistics facilities in the PRC, as well as securities trading and investment, and provision of financing related services.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, save as disclosed aforesaid, the Borrower and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

REASONS FOR AND BENEFITS OF THE GRANT OF THE LOAN FACILITY

The grant of the Loan Facility is in the Lender's ordinary and usual course of business. The Directors consider that the terms of the Loan Agreement are on normal commercial terms and are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

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DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“Blue River” or “Borrower”	Blue River Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 00498)
“Company”	Imagi International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 00585)
“Director(s)”	director(s) of the Company
“Final Repayment Date”	12 months from the date of the Loan Agreement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Loan Agreement”	a loan agreement dated 18 July 2022 entered into between the Lender and the Borrower in relation to the grant of the Loan Facility
“Loan Facility”	an unsecured revolving loan facility with a principal amount of HK\$75,000,000 for a term of 12 months from the date of the Loan Agreement, bearing interest at 5% per annum and with a $\frac{3}{4}\%$ one-off commitment fee
“Lender”	Imagi Lenders Limited, a company incorporated in Hong Kong with limited liability and an indirect non-wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board
Imagi International Holdings Limited
Shimazaki Koji
Executive Director

Hong Kong, 18 July 2022

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

Executive Directors:

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

Independent non-executive Directors:

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