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 中國創意
Creative China
Creative China Holdings Limited
中國創意控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8368)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of Creative China Holdings Limited (the “**Company**”) will be held at Unit 1603–1604, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on 28 January 2022 (Friday), at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (1) the Acquisition of the 10% of the issued share capital of Beijing Yiju Creative Technology Limited* (北京易聚創意科技有限公司) (“**Beijing Yiju**”), a company established in the PRC with limited liability, under the equity transfer agreement dated 1 December 2021 entered into among the Company, Beijing Chuangju Shi Dai Cultural Communication Limited* (北京創聚時代文化傳播有限公司) (“**Beijing Chuangju**”), and Beijing Emphasis Media Co., Ltd (“**Emphasis Media**”), a subsidiary of the Company controlled through contractual arrangements as the purchaser (a copy of the said Agreement is marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM); contemplated thereunder and incidental thereto be and are hereby approved, confirmed and ratified; and

* For identification purpose only. If there is any inconsistency, the Chinese names shall prevail.

- (2) subject to the fulfillment or waiver of the conditions set out in the Equity Transfer Agreement, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) which shall entitle the Directors to exercise all the powers of the Company to allot and issue 5,671,467 new shares (the “**Shares**”) of the Company (the “**Consideration Shares**”) at the issue price of HK\$0.456 per Share to the Vendor or its nominee(s), to settle the consideration for the Acquisition in accordance with the terms and conditions of the Equity Transfer Agreement; and
- (3) any director of the Company or any other person authorized by the directors of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company, and to take such steps as he may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution.”

By order of the Board
Creative China Holdings Limited
Philip Jian Yang
Chairman and Executive Director

Hong Kong, 12 January 2022

Notes:

- (1) Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the EGM is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or any adjourned meeting.
- (5) Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of members of the Company to attend and vote at the EGM will be the close of business on Thursday, 27 January 2022. All documents for the transfer of shares of the Company accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 27 January 2022 (Hong Kong Time).

- (6) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the EGM will be taken by poll.
- (7) If there is Typhoon Signal No. 8 or above, a “black” rainstorm warning and/or extreme conditions caused by a super typhoon in force in Hong Kong at any time after 11:00 a.m. on the date of the forthcoming extraordinary general meeting, the meeting will be postponed. The Company will publish an announcement on the websites of the Company at <http://www.ntmediabj.com> and the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Board of Directors of the Company comprises Mr. Philip Jian Yang and Ms. Yang Jianping as executive Directors; Mr. Yang Shiyuan, Mr. Ge Xuyu and Mr. Wang Yong as non-executive Directors; and Ms. Fu Yuehong, Mr. Yau Yan Yuen and Mr. Tan Song Kwang as independent non-executive Directors.

This notice, 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 notice 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 notice misleading.

This notice 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 on the Company’s website at www.ntmediabj.com.