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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)

COMPLETION ANNOUNCEMENT

COMPLETION OF THE SUBSCRIPTION AGREEMENTS ENTERED WITH ANG YU YUAN SHAWN AND SIA WEI SOON DATED 10 NOVEMBER 2023

References are made to the announcements of Creative China Holdings Limited (the “**Company**”) dated 10 November 2023 and 20 December 2023 and the circular of the Company dated 30 November 2023 (the “**Circular**”) in relation to, among other things, (i) the share subscription agreement (the “**AYY Subscription Agreement**”) entered into between the Company and Mr. Ang Yu Yuan Shawn (“**Mr. Ang**”) dated 10 November 2023 (the “**AYY Subscription**”) and (ii) the share subscription agreement (the “**SWS Subscription Agreement**”) entered into between the Company and Mr. Sia Wei Soon (“**Mr. Sia**”) dated 10 November 2023 (the “**SWS Subscription**”, together with the AYY Subscription, the “**Subscriptions**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that:

- (i) all the conditions under the AYY Subscription Agreement have been fulfilled and completion of the AYY Subscription took place on 27 December 2023. A total of 35,990,566 Shares, representing approximately 6.81% of the Company’s issued share capital immediately after completion of the Subscriptions, were allotted and issued to Mr. Ang at the subscription price of HK\$0.53 per Share under the AYY Specific Mandate; and
- (ii) all the conditions under the SWS Subscription Agreement have been fulfilled and completion of the SWS Subscription took place on 27 December 2023. A total of 19,188,679 Shares, representing approximately 3.63% of the Company’s issued share capital immediately after completion of the Subscriptions, were allotted and issued to Mr. Sia at the subscription price of HK\$0.53 per Share under the SWS Specific Mandate.

The aggregate net proceeds of the AYY Subscription and the SWS Subscription, having deducted the professional fees and other expenses, are approximately RMB15,955,000 (equivalent to approximately HK\$17,390,950) and RMB8,498,000 (equivalent to approximately HK\$9,262,820), respectively. The said net proceeds will be applied in the manner as respectively disclosed in the paragraphs headed “Reasons for the AYY Subscription and Use of Proceeds” and “Reasons for the SWS Subscription and Use of Proceeds” in the Circular.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the changes to the shareholding structure of the Company as a result of completion of the Subscriptions:

Name of Shareholders	Immediately before the AYY Subscription Completion and the SWS Subscription Completion		Immediately after the AYY Subscription Completion and the SWS Subscription Completion	
	Number of Shares	Approximate percentage	Number of Shares	Approximate percentage
<i>Non-public Shareholders:</i>				
Youth Success Holdings Limited (“ Youth Success ”) (Notes 1, 3, 4, 5, 6, 7 and 8)	81,378,000	17.20%	81,378,000	15.40%
Guang Rui Investments Limited (“ Guang Rui ”) (Note 1)	2,594,400	0.55%	2,594,400	0.49%
Goldbless International Limited (“ Goldbless ”) (Notes 1 and 2)	76,500,000	16.17%	76,500,000	14.48%
Alpha Master Global Limited (“ Alpha Master ”) (Note 1)	10,077,600	2.13%	10,077,600	1.91%
Qiao Tian Limited (“ Qiao Tian ”) (Note 1)	5,418,000	1.14%	5,418,000	1.03%
Mr. Liang Longfei (“ Mr. Liang ”) (Note 3)	36,000,000	7.61%	36,000,000	6.81%
Alpine Nova Limited (“ Alpine Nova ”) (Note 4)	30,362,150	6.42%	30,362,150	5.75%
Mr. Tan Koon Aik (Note 5)	44,671,963	9.44%	44,671,963	8.45%
Mr. Ang (Note 6)	–	–	35,990,566	6.81%
Mr. Sia (Note 7)	–	–	19,188,679	3.63%
Sub-total	<u>287,002,113</u>	<u>60.65%</u>	<u>342,181,358</u>	<u>64.76%</u>
<i>Public Shareholders:</i>				
Public Shareholders	<u>186,206,361</u>	<u>39.35%</u>	<u>186,206,361</u>	<u>35.24%</u>
Sub-total	<u>186,206,361</u>	<u>39.35%</u>	<u>186,206,361</u>	<u>35.24%</u>
Total	<u>473,208,474</u>	<u>100.00%</u>	<u>528,387,719</u>	<u>100.00%</u>

Notes:

1. As at the date of this announcement, Youth Success and Guang Rui own 81,378,000 Shares and 2,594,400 Shares respectively, representing approximately 15.40% and 0.49% of the issued share capital of the Company immediately after completion of the Subscriptions. The issued share capital of Youth Success is legally and beneficially owned as to 83.54% by Guang Rui. Under the SFO, Guang Rui is deemed to be interested in all the Shares registered in the name of Youth Success. The entire issued share capital of Guang Rui was legally and beneficially owned as to 60% by Mr. Yang Shaoqian (楊紹謙) (“**Mr. Yang**”) and 40% by Ms. Mou Sufang (牟素芳) (“**Ms. Mou**”). Ms. Mou is the spouse of Mr. Yang, therefore under the SFO she is deemed to be interested in all the Shares in which Mr. Yang is deemed to be interested, and vice versa. By virtue of the shareholders voting agreement entered into by Mr. Yang, Ms. Mou, Youth Success, Mr. Li Lin, Alpha Master, Ms. Yang Qi, Qiao Tian, Mr. Wang Yong and Goldbless on 8 November 2015 (the “**First Voting Agreement**”), Youth Success is deemed to be interested in the Shares held by Alpha Master, Qiao Tian and Goldbless in aggregate by virtue of the SFO.
2. As at the date of this announcement, the entire issued share capital of Goldbless is owned by Mr. Wang Yong, an executive Director. Under the SFO, Mr. Wang Yong is deemed to be interested in all the Shares registered in the name of Goldbless.
3. By virtue of the shareholders voting agreement entered into by and among Mr. Yang, Ms. Mou, Youth Success and Mr. Liang on 11 November 2021 (the “**Second Voting Agreement**”), Mr. Liang irrevocably agreed to delegate and authorize Youth Success to exercise voting rights attached to all of the Shares held by him, and Youth Success is deemed to be interested in all the Shares held by Mr. Liang in aggregate under the SFO.
4. The entire issued share capital of Alpine Nova is owned by Mr. Wang Xu (王旭). For the purpose of ensuring compliance with the undertakings dated 8 November 2015 (the “**Control Undertakings**”) executed by Mr. Yang and Ms. Mou in favour of the Company, pursuant to which Mr. Yang and Ms. Mou shall remain holding/controlling not less than 50% voting rights in the issued share capital of the Company or otherwise maintain control during the subsistence of the contractual arrangements as set out in the section headed “Contractual Arrangements” of the Company’s prospectus dated 12 November 2015, Mr. Yang, Ms. Mou, Youth Success, Alpine Nova and Mr. Wang Xu entered into a shareholders voting agreement on 22 May 2023 (the “**Third Voting Agreement**”). By virtue of the Third Voting Agreement, Youth Success shall be entitled to exercise voting rights attached to all the Shares held by Alpine Nova, and Youth Success is deemed to be interested in all the Shares held by Alpine Nova under the SFO.
5. For the purpose of ensuring compliance with the Control Undertakings, Mr. Yang, Ms. Mou, Youth Success and Mr. Tan Koon Aik entered into a shareholders voting agreement on 18 September 2023 (the “**Fourth Voting Agreement**”). By virtue of the Fourth Voting Agreement, Youth Success shall be entitled to exercise voting rights attached to all the Shares held by Mr. Tan Koon Aik, and Youth Success is deemed to be interested in all the Shares held by Mr. Tan Koon Aik under the SFO.
6. Pursuant to the AYY Subscription Agreement, Mr. Ang has executed and delivered to the Company a shareholders voting agreement on 27 December 2023 (the “**Fifth Voting Agreement**”) for the purpose of ensuring compliance with the Control Undertakings. By virtue of the Fifth Voting Agreement, Youth Success shall be entitled to exercise voting rights attached to all the Shares held by Mr. Ang, and Youth Success is deemed to be interested in all the Shares held by Mr. Ang by virtue of the SFO.
7. Pursuant to the SWS Subscription Agreement, Mr. Sia has executed and delivered to the Company a shareholders voting agreement on 27 December 2023 (the “**Sixth Voting Agreement**”) for the purpose of ensuring compliance with the Control Undertakings. By virtue of the Sixth Voting Agreement, Youth Success shall be entitled to exercise voting rights attached to all the Shares held by Mr. Sia, and Youth Success is deemed to be interested in all the Shares held by Mr. Sia by virtue of the SFO.

8. By virtue of the First Voting Agreement, Second Voting Agreement, Third Voting Agreement, Fourth Voting Agreement, Fifth Voting Agreement and Sixth Voting Agreement, Youth Success shall be entitled to exercise control over the voting rights attaching to an aggregate of 339,586,958 Shares, representing approximately 64.27% of the issued share capital of the Company as at the date of this announcement. For details of the voting agreements, please refer to the relevant paragraphs in the Circular.

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

Hong Kong, 27 December 2023

For the purpose of this announcement, unless otherwise indicated, conversion of RMB into HK\$ is calculated at the exchange rate of RMB1.00 to HK\$1.09.

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

This announcement, 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 announcement 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 announcement misleading.

This announcement 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.