

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 is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

 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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 19 February 2024 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 49,410,012 Placing Shares to not less than six (6) Placées at the Placing Price of HK\$0.50 per Placing Share who and whose ultimate beneficial owners shall be Independent Third Parties. The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM. The allotment and issue of the Placing Shares is not subject to the approval of the Shareholders.

The Placing Shares represent (i) approximately 9.35% of the existing total number of issued Shares as at the date of this announcement; and (ii) approximately 8.55% of the total number of issued Shares as enlarged by the allotment and issue of the Placing Shares in full, assuming there will be no change in the issued share capital of the Company between the date of this announcement and the Placing Completion Date. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK\$2,470,500.60.

Assuming that all the Placing Shares are successfully placed by the Placing Agent, the maximum gross proceeds from the Placing are estimated to be approximately HK\$24.7 million, and the maximum net proceeds, after deducting the placing commission, professional fees and all related expenses which may be borne by the Company, from the Placing are estimated to be approximately HK\$23.3 million. The Company intends to apply the net proceeds for the purposes of replenishing the working capital of the Group and to finance the production of serial programs and films and related services, and film rights investment.

Completion of the Placing is subject to the fulfilment of the conditions precedent under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE PLACING AGREEMENT

The principal terms of the Placing Agreement are summarised below:

Date: 19 February 2024 (after trading hours of the Stock Exchange)

Parties: **Issuer:** The Company

Placing Agent: Space Securities Limited

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) is an Independent Third Party as at the date of this announcement.

Pursuant to the terms of the Placing Agreement, the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, a maximum of 49,410,012 Placing Shares to not less than six (6) Placees (who will be independent individual, corporate and/or other investors) and their ultimate beneficial owners will be Independent Third Parties. It is expected that no Placee will become a substantial Shareholder (as such term is defined in the GEM Listing Rules) immediately following completion of the Placing.

Placing Commission

The Placing Agent will charge the Company a placing commission of 4% of the aggregate amount equal to the Placing Price multiplied by the number of the Placing Shares being placed by the Placing Agent. The placing commission in respect of the Placing was negotiated on arm's length basis between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions, and the Directors are of the view that the placing commission is fair and reasonable.

Placees

The Placing Agent will, on a best efforts basis, place the Placing Shares to currently expected to be not less than six (6) Placees who and whose ultimate beneficial owner(s) (if applicable) shall be Independent Third Parties.

Number of Placing Shares

Assuming there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of Placing Shares under the Placing represent (i) approximately 9.35% of the existing issued share capital of the Company of 528,387,719 Shares as at the date of this announcement; and (ii) approximately 8.55% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK\$2,470,500.60.

Ranking of Placing Shares

The Placing Shares under the Placing, when issued and fully paid, shall rank *pari passu* in all respects with the existing Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK\$0.50 per Placing Share represents:

- (a) a discount of approximately 18.03% to the closing price of HK\$0.61 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and
- (b) a discount of approximately 18.03% to the average closing price of HK\$0.61 per Share as quoted on the Stock Exchange in the last five (5) consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Price of the Placing was determined with reference to the prevailing market prices of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the Placing Price are fair and reasonable based on the current market conditions. Subject to completion of the Placing, it is expected that the maximum gross proceeds and net proceeds (after deducting placing commission and other relevant costs and expenses) from the Placing will be approximately HK\$24.7 million and approximately HK\$23.3 million respectively. As a result, the net issue price will be approximately HK\$0.472 per Placing Share.

General Mandate to Allot and Issue of the Placing Shares

The Placing Shares will be allotted and issued pursuant to the General Mandate. Under the General Mandate, the Directors are allowed to allot and issue up to 20% of the total number of the issued Shares on the date of passing such resolution on 25 May 2023. The maximum number of Shares that can be issued under the General Mandate is 74,597,395 Shares. Up to the date of this announcement, the Company has allotted and issued 25,187,383 Shares under the General Mandate, and the remaining balance of the General Mandate is 49,410,012 Shares. Accordingly, the General Mandate is sufficient for the allotment and issue of the Placing Shares, and the allotment and issue of the Placing Shares are not subject to any further approval of the Shareholders. The General Mandate will be fully utilised upon the allotment and issue of all the Placing Shares.

Application for Listing of Placing Shares

Application will be made by the Company to the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

Conditions of the Placing

Completion of the Placing is conditional upon fulfilment of the following:

- (i) there shall not have occurred any material breach or any event rendering materially untrue or inaccurate, any of the representations, warranties or undertakings by the Company under the Placing Agreement;
- (ii) the granting by the Listing Committee of listing of, and permission to deal in, all of the Placing Shares being obtained and not being subsequently revoked; and
- (iii) the Placing Agreement not being terminated by the Placing Agent pursuant to the terms of the Placing Agreement.

In the event that any of the above conditions is not fulfilled on or before 18 March 2024 (or such later date as may be agreed between the parties to the Placing Agreement in writing), the Placing Agreement shall terminate and none of the parties to the Placing Agreement shall have any claim against the other for any costs or losses.

Completion of the Placing

The Completion of the Placing will take place within three (3) Business Days after the fulfilment of the conditions set out above are satisfied (or such later date as may be agreed between the parties to the Placing Agreement in writing).

Termination

If at any time between the execution of the Placing Agreement and at 8:00 a.m. on the Completion Date, there occurs:

- (i) any new law or regulation or any change or development involving a prospective change in existing laws or regulations (or the judicial interpretation thereof) which is or is likely to be materially adverse to the financial position, business affairs, prospects, profits, losses or the financial or trading position or performance of any member of the Group and the success of the Placing, or makes or is likely to make it impracticable to proceed therewith; or
- (ii) any event, or series of events in the nature of force majeure (including, without limitation, any calamity, act of government, strike, labour dispute, lock-out, fire, explosion, flooding, earthquake, civil commotion, economic sanctions, epidemic, pandemic, outbreak of infectious disease, outbreak or escalation of hostilities, act of terrorism and act of God) involving Hong Kong, PRC, the United Kingdom, the European Union or the United States, or the declaration by Hong Kong, PRC, the United Kingdom, the European Union or the United States of war or a state of emergency or calamity or crisis; or
- (iii) any change or development in local, national or international financial, political, military, industrial, fiscal, regulatory, currency or market conditions (including, without limitation, conditions in the stock and bond markets, money and foreign exchange markets, interbank markets and credit markets) which is or is likely to be materially adverse to the success of the Placing, or makes or is likely to make it impracticable to proceed therewith; or
- (iv) any moratorium, suspension or material restriction on trading in shares or securities generally on the Stock Exchange due to exceptional financial circumstances or otherwise at any time prior to the Completion Date; or
- (v) any temporary suspension of the Shares on the Stock Exchange (but excluding any suspension pending the approval of the Press Announcement or any other announcement relating to the transactions contemplated by the Placing Agreement) before the Completion Date; or

there has come to the notice of the Placing Agent:

- (vi) any material breach of the representations, warranties and undertakings set out in the Placing Agreement by the Company (or, in the case of any such representations, warranties and undertakings which are not qualified by materiality, any breach of any of such representations, warranties and undertakings in any material respect); or
- (vii) any material breach of the obligations imposed upon the Company; or

- (viii) any of the representations, warranties and undertakings set out in the Placing Agreement would be untrue or inaccurate or misleading in any material respect if given at that time; or
- (ix) any material adverse change in the business or in the financial or trading position or prospects of any member of the Group taken as a whole which is material in the context of the Placing;

then and in any such case, the Placing Agent may terminate the Placing Agreement without liability to the Company by giving notice in writing to the Company, which notice may be given at any time prior to 8:00 a.m. (Hong Kong time) on the Completion Date.

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in (i) serial program/film production and related services and film rights investment; (ii) concert and event organisation and related services; (iii) mobile application development and operation and related services; and (iv) artist management.

In view of the current market conditions, the Directors consider that the Placing represents an opportunity to raise additional capital for the production of serial programs and films, provision of related services and film rights investment. It will maintain the Group's working capital and business operation, enlarge the shareholders and capital base of the Company and strengthen the financial position of the Group.

Subject to completion of the Placing, it is expected that the maximum the gross proceeds and net proceeds (after deduction of placing commission and other expenses of the Placing) from the Placing will be approximately HK\$24.7 million and HK\$23.3 million respectively. The Company intends to apply the net proceeds from the Placing for serial program/film production and related services and film rights investment.

The Directors consider that the Placing Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market conditions and the recent trading performance of the Shares and the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

EQUITY FUND-RAISING ACTIVITIES OF THE COMPANY DURING THE PAST TWELVE MONTHS

The following are details of the equity fund-raising activities of the Company (the “**Fundraising**”) conducted in the past twelve months immediately preceding the date of this announcement. As at the date of this announcement, the following transaction contemplated under the Fundraisings are completed.

Date of announcement	Fund raising activity	Net proceeds expected to be raised	Intended use of the net proceeds	Actual use of proceeds as at the Latest Practicable Date
10 November 2023	Issue an aggregate of 35,990,566 new Shares to Mr. Ang Yu Yuan Shawn under a specific mandate (<i>Note 1</i>) Completion took place on 27 December 2023	HK\$17,390,950 (equivalent to approximately RMB15,955,000) (<i>Note 5</i>)	(i) 70.00% of the net proceeds, or approximately HK\$12,173,665 (equivalent to approximately RMB11,168,500), for the production of serial programs and films and related services, and film rights investment; and (ii) 30.00% of the net proceeds, or approximately HK\$5,217,285 (equivalent to approximately RMB4,786,500), will be used for the general working capital of the Group.	(i) approximately HK\$12,173,665 (equivalent to RMB11,168,500) has been utilised to finance the production of serial programs and films and related services, and film rights investment; and (ii) approximately HK\$5,217,285 (equivalent to RMB4,786,500) has been utilised for the general working capital of the Group.
10 November 2023	Issue an aggregate of 19,188,679 new Shares to Mr. Sia Wei Soon under a specific mandate (<i>Note 1</i>) Completion took place on 27 December 2023	HK\$9,262,820 (equivalent to approximately RMB8,498,000) (<i>Note 5</i>)	(i) 70.00% of the net proceeds, or approximately HK\$6,483,974 (equivalent to approximately RMB5,948,600), for the production of serial programs and films and related services, and film rights investment; and	(i) approximately HK\$6,483,974 (equivalent to RMB5,948,600) has been utilised to finance the production of serial programs and films and related services, and film rights investment; and

Date of announcement	Fund raising activity	Net proceeds expected to be raised	Intended use of the net proceeds	Actual use of proceeds as at the Latest Practicable Date
			(ii) 30.00% of the net proceeds, or approximately HK\$2,778,846 (equivalent to approximately RMB2,549,400), will be used for the general working capital of the Group.	(ii) approximately HK\$2,778,846 (equivalent to RMB2,549,400) has been utilised for the general working capital of the Group.
19 June 2023	Issue an aggregate of 25,187,383 new Shares to Mr. Tan Yew Jing under a general mandate (Note 2) Completion took place on 28 August 2023	HK\$5,036,942 (equivalent to RMB4,457,471) (Note 6)	(i) approximately 70.00% of the net proceeds, or approximately HK\$3,525,859 (equivalent to RMB3,120,230) to mobile application development and operation and related services; and (ii) approximately 30.00% of the net proceeds, or approximately HK\$1,511,083 (equivalent to RMB1,337,241), will be used for the general working capital of the Group.	(i) approximately HK\$728,029 (equivalent to RMB644,273) has been utilised to finance mobile application development and operation and related services; and (ii) approximately HK\$1,511,083 (equivalent to RMB1,337,241) has been utilised for the general working capital of the Group.
19 June 2023	Issue an aggregate of 44,671,963 new Shares to Mr. Tan Koon Aik under a specific mandate (Note 3) Completion took place on 18 September 2023	HK\$8,911,790 (equivalent to RMB7,886,540) (Note 6)	(i) approximately 70.54% of the net proceeds, or approximately HK\$6,286,367 (equivalent to RMB5,563,157), to mobile application development and operation and related services; and (ii) approximately 29.46% of the net proceeds, or approximately HK\$2,625,423 (equivalent to RMB2,323,383), will be used for the general working capital of the Group.	(i) approximately HK\$297,367 (equivalent to RMB263,157) has been utilised to finance mobile application development and operation and related services; and (ii) approximately HK\$2,625,423 (equivalent to RMB2,323,383) has been utilised for the general working capital of the Group.

Date of announcement	Fund raising activity	Net proceeds expected to be raised	Intended use of the net proceeds	Actual use of proceeds as at the Latest Practicable Date
19 June 2023	Issue the convertible bonds in the principal amount of RMB9,000,000 to Mr. Nian Binbin (念彬彬)	HK\$9,502,170 (equivalent to RMB8,409,000) (Note 6)	(i) approximately 70.51% of the net proceeds, or approximately HK\$6,699,770 (equivalent to RMB5,929,000), will be used for mobile application development and operation; and	Not applicable
	As disclosed in the Company's announcement dated 10 November 2023, the transaction was terminated on 10 November 2023		(ii) approximately 29.49% of the net proceeds, or approximately HK\$2,802,400 (equivalent to RMB2,480,000), will be used for the general working capital of the Group.	Not applicable
22 May 2023	Issue an aggregate of 30,362,150 new Shares to Alpine Nova Limited under a specific mandate (Note 4)	HK\$5,664,487 (equivalent to RMB5,012,820) (Note 6)	(i) approximately 70.17% of the net proceeds, or approximately HK\$3,974,604 (equivalent to RMB3,517,349), to mobile application development and operation and related services; and	(i) approximately HK\$3,974,604 (equivalent to RMB3,517,349) has been utilised to finance mobile application development and operation and related services; and
	Completion took place on 28 August 2023		(ii) approximately 29.83% of the net proceeds, or approximately HK\$1,689,883 (equivalent to RMB1,495,471), will be used for the general working capital of the Group.	(ii) approximately HK\$1,689,883 (equivalent to RMB1,495,471) has been utilised for the general working capital of the Group.

Date of announcement	Fund raising activity	Net proceeds expected to be raised	Intended use of the net proceeds	Actual use of proceeds as at the Latest Practicable Date
22 May 2023	Issue the convertible bonds in the principal amount of RMB17,500,000 to Ms. Li Wen (李雯)	HK\$17,630,260 (equivalent to RMB15,602,000) (Note 6)	(i) approximately 38.45% of the net proceeds, or approximately HK\$6,780,000 (equivalent to RMB6,000,000), will be used for serial program/ film production and related services and film rights investment;	Not applicable
	As disclosed in the Company's announcement dated 10 November 2023, the transaction was terminated on 10 November 2023		(ii) approximately 31.55% of the net proceeds, or approximately HK\$5,561,860 (equivalent to RMB4,922,000), will be used for mobile application development and operation; and	Not applicable
			(iii) approximately 30.00% of the net proceeds, or approximately HK\$5,288,400 (equivalent to RMB4,680,000), will be used for the general working capital of the Group.	Not applicable

Notes:

1. The specific mandate was granted to the Directors at the extraordinary general meeting of the Company held on 20 December 2023.
2. The general mandate was granted to the Directors at the annual general meeting of the Company held on 25 May 2023.
3. The specific mandate was granted to the Directors at the extraordinary general meeting of the Company held on 11 August 2023.
4. The specific mandate was granted to the Directors at the extraordinary general meeting of the Company held on 18 July 2023.
5. Conversion of RMB into HK\$ is calculated at the exchange rate of RMB1.00 to HK\$1.09.
6. Conversion of RMB into HK\$ is calculated at the exchange rate of RMB1.00 to HK\$1.13.

Save as disclosed above, the Company had not conducted any other Fundraisings during the twelve months immediately preceding the Latest Practicable Date.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after completion of the Placing, assuming there will be no change in the total number of issued Shares between the date of this announcement and the Completion.

Name of shareholders	As at the date of this announcement		Immediately upon completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Non-public shareholders:				
Youth Success Holdings Limited (“ Youth Success ”) (Notes 1 and 3)	81,378,000	15.40%	81,378,000	14.08%
Guang Rui Investments Limited (“ Guang Rui ”) (Note 1)	2,594,400	0.49%	2,594,400	0.45%
Goldbless International Limited (“ Goldbless ”) (Notes 1 and 2)	76,500,000	14.48%	76,500,000	13.24%
Alpha Master Global Limited (“ Alpha Master ”) (Note 1)	10,077,600	1.91%	10,077,600	1.74%
Qiao Tian Limited (“ Qiao Tian ”) (Note 1)	5,418,000	1.03%	5,418,000	0.94%
Mr. Liang Longfei (“ Mr. Liang ”) (Note 3)	36,000,000	6.81%	36,000,000	6.23%
Alpine Nova Limited (“ Alpine Nova ”) (Note 4)	30,362,150	5.75%	30,362,150	5.25%
Mr. Tan Koon Aik (“ Mr. Tan ”) (Note 5)	44,671,963	8.45%	44,671,963	7.73%
Mr. Ang Yu Yuan Shawn (“ Mr. Ang ”) (Note 6)	35,990,566	6.81%	35,990,566	6.23%
Mr. Sia Wei Soon (“ Mr. Sia ”) (Note 7)	19,188,679	3.63%	19,188,679	3.32%
Sub-total	<u>342,181,358</u>	<u>64.76%</u>	<u>342,181,358</u>	<u>59.22%</u>
Public Shareholders:				
Places	–	–	49,410,012	8.55%
Public Shareholders	<u>186,206,361</u>	<u>35.24%</u>	<u>186,206,361</u>	<u>32.23%</u>
Sub-total	<u>186,206,361</u>	<u>35.24%</u>	<u>235,616,373</u>	<u>40.78%</u>
Total	<u><u>528,387,719</u></u>	<u><u>100.00%</u></u>	<u><u>577,797,731</u></u>	<u><u>100.00%</u></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. 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 and 40% by 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, Youth Success is deemed to be interested in the Shares held by Alpha Master, Qiao Tian and Goldbless in aggregate under 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, 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). By virtue of the shareholders voting agreement entered into by and among Mr. Yang, Ms. Mou, Youth Success, Alpine Nova and Mr. Wang Xu on 22 May 2023, 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. By virtue of the shareholders voting agreement entered into by and among Mr. Yang, Ms. Mou, Youth Success and Mr. Tan on 18 September 2023, Youth Success shall be entitled to exercise voting rights attached to all the Shares held by Mr. Tan, and Youth Success is deemed to be interested in all the Shares held by Mr. Tan under the SFO.
6. By virtue of the shareholders voting agreement entered into by and among Mr. Yang, Ms. Mou, Youth Success and Mr. Ang on 27 December 2023, 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. By virtue of the shareholders voting agreement entered into by and among Mr. Yang, Ms. Mou, Youth Success and Mr. Sia on 27 December 2023, 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.

Shareholders and potential investors of the Company shall be aware that the Placing is on a best effort basis and Completion is subject to fulfillment of the conditions set out in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

Unless the context requires otherwise, the following terms have the following meanings in this announcement:

“AGM”	the annual general meeting of the Company held on 25 May 2023
“Board”	the board of Directors
“Business Day(s)”	any day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business in Hong Kong
“Company”	Creative China Holdings Limited (中國創意控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM (Stock Code: 8368)
“Completion Date”	the date of Completion, three (3) Business Days after the date on which the conditions of the Placing are fulfilled (but in any event no later than 18 March 2024) or such other date as the Company and the Placing Agent may agree in writing
“Director(s)”	the director(s) of the Company from time to time
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the AGM, pursuant to which the Directors are authorised to allot, issue and deal in not more than 74,597,395 new Shares, representing 20% of the issued share capital of the Company as at the date of the AGM
“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

“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the GEM Listing Rules) any of the directors, chief executives or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates
“Latest Practicable Date”	19 February 2024, being the latest practicable date prior to the date of this announcement for the purpose of ascertaining certain information for inclusion in this announcement
“Placee(s)”	any person or entity procured by the Placing Agent or its agent(s) to subscribe for any Placing Share
“Placing”	the placing of the Placing Shares on and subject to the terms and condition set out in the Placing Agreement
“Placing Agent”	Space Securities Limited, a licensed corporation to carry out Type 1 (dealing in securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the agreement entered into between the Company and the Placing Agent dated 19 February 2024 in respect of the Placing
“Placing Price”	HK\$0.50 per Placing Share (exclusive of any brokerage, SFC transaction levy and Stock Exchange trading fee as may be payable)
“Placing Share(s)”	up to 49,410,012 new Shares to be placed pursuant to the Placing Agreement
“PRC”	the People’s Republic of China, and for the purpose of this announcement only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	the ordinary shares of HK\$0.05 each in the share capital of the Company

“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 19 February 2024

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.