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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 OF PLACING OF NEW SHARES
UNDER GENERAL MANDATE**

Placing Agent



Reference is made to the announcement of Creative China Holdings Limited (the “**Company**”) dated 19 February 2024 in relation to the placing of new shares under the general mandate (the “**Placing Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Placing Announcement unless otherwise specified.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 8 March 2024. A total of 49,410,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at Placing Price of HK\$0.50 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 9.35% of the issued share capital of the Company immediately before completion of the Placing and approximately 8.55% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon completion of the Placing.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, (i) each of the Placees and their respective ultimate beneficial owner (if any) is Independent Third Parties of the Company and its connected persons; and (ii) none of the Placees has become a substantial Shareholder (as defined under the GEM Listing Rules) upon completion of the Placing.

The net proceeds (after deducting the placing fee and other related expenses incurred in the Placing) from the Placing are approximately HK\$23,310,000. The Company intends to use such net proceeds for the production of serial programs and films and related services, and film rights investment.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and upon completion of the Placing is as follows:

Name of shareholders	Immediately before completion of the Placing		Immediately upon completion of the Placing and as at date of the announcement	
	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	5.26%
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:				
Placees	–	–	49,410,000	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>658,601,077</u>	<u>35.24%</u>	<u>235,616,361</u>	<u>40.78%</u>
Total	<u><u>528,387,719</u></u>	<u><u>100.00%</u></u>	<u><u>577,797,719</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.

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

Hong Kong, 8 March 2024

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.