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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Celebrate International Holdings Limited (In Receivership) (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

CELEBRATE INTERNATIONAL HOLDINGS LIMITED**譽滿國際（控股）有限公司***(In Receivership)**(Incorporated in the Cayman Islands with limited liability)***(Stock code: 8212)****PROPOSED GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at 11:00 a.m. on Friday, 17 January 2020 at Function V34, 1/F, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong (MTR Fortress Hill Station, Exit B) is set out on pages AGM-1 to AGM-5 of this circular. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, **Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong** as soon as possible but in any event not less than 48 hours before the time scheduled for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the AGM or any adjourned meeting thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at <http://www.ciholdings.com.hk>.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

“2019 Annual Report”	the audited consolidated financial statements of the Company and its subsidiaries, the reports of the Directors and the independent auditors of the Company for the year ended 30 June 2019
“AGM”	an annual general meeting of the Company to be held at 11:00 a.m. on Friday, 17 January 2020 at Function V34, 1/F, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong (MTR Fortress Hill Station, Exit B)
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Celebrate International Holdings Limited(譽滿國際(控股) 有限公司) (In Receivership), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 December 2019, being the latest practicable date before the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“New Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of aggregate number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.0001 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial Shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

CELEBRATE INTERNATIONAL HOLDINGS LIMITED

譽滿國際（控股）有限公司

(In Receivership)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8212)

Executive Directors:

Mr. Woo Eddie (*Chairman*)

Mr. Suen Yick Lun, Philip

Mr. Au Wai June

Registered office:

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Chow Chi Wah, Vincent

Ms. Chow Mun Yee

Mr. Ma Ka Ki

*Head office and principal place of
business in Hong Kong:*

Room 1503-1511, 15/F,

China United Centre,

28 Marble Road,

North Point, Hong Kong

13 December 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the purpose of, among other things, approving (i) the proposed New Issue Mandate to issue and allot Shares, (ii) the proposed Repurchase Mandate to repurchase Shares, (iii) re-election of Directors.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to allot and issue further Shares representing up to 20% of the aggregate number of Shares in issue at the date of passing the resolution. In addition, if the resolution for the granting of the Repurchase Mandate is passed, a resolution will be proposed to authorise the Directors to allot and issue Shares up to an amount equal to the aggregate number of the Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,533,654,788 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the New Issue Mandate, the maximum number of shares which may be issued pursuant to the New Issue Mandate will be 306,730,957 Shares.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

Another ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the resolution approving the Repurchase Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,533,654,788 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of shares which may be repurchased pursuant to the Repurchase Mandate will be 153,365,478 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing information relating to the Repurchase Mandate, as required by Rule 13.08 of the GEM Listing Rules, is set out in the Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

In accordance with Article 86 (3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy of the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, each of Mr. Woo Eddie and Mr. Au Wai June appointed by the Board to fill a casual vacancy shall hold office only until the AGM and be eligible for re-election.

A brief biographical details of the Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM is set out on pages AGM-1 to AGM-5 of this circular.

The resolutions for the New Issue Mandate, the Repurchase Mandate, and the re-election of Directors will be proposed at the AGM for your consideration and approval. All resolutions proposed at the AGM will be voted on by poll. A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are advised to complete the form of proxy and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM and contained in the notice of the AGM will be voted by way of a poll by the Shareholders.

RECOMMENDATION

The Directors consider that the granting of the New Issue Mandate, the Repurchase Mandate, and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

Yours faithfully,

For and on behalf of
Celebrate International Holdings Limited
譽滿國際(控股)有限公司
(Receiver Appointed)
Tang Shing Tung
Receiver

On behalf of the Board
Celebrate International Holdings Limited
譽滿國際(控股)有限公司
(Receiver Appointed)
Woo Eddie
Chairman

The following is the explanatory statement required to be sent to Shareholders pursuant to Rule 13.08 of the GEM Listing Rules in connection with the proposed Repurchase Mandate which, if approved, would authorize the Directors to repurchase the Shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,533,654,788 Shares.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 153,365,478 Shares during the course of the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders general meeting, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or the gearing position of the Company (as compared with the position disclosed in the 2019 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company and/or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate to the Company.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquires, any of their respective close associates (as defined in the GEM Listing Rules) has notified the Company of any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the GEM during each of the calendar months since December 2018 were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
December	0.198	0.100
2019		
January	0.117	0.091
February	0.147	0.086
March	0.125	0.090
April	0.098	0.074
May	0.085	0.020
June	0.025	0.016
July	N/A	N/A
August	N/A	N/A
September	N/A	N/A
October	N/A	N/A
November	N/A	N/A
December (up to the Latest Practicable Date)	N/A	N/A

Trading in the Shares has been suspended since 6 June 2019 and will continue to be suspended until further notice.

7. SHARES PURCHASE MADE BY THE COMPANY

No purchases of Shares have been made by the Company (whether on the GEM or otherwise) during the six (6) months preceding the Latest Practicable Date.

8. THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the following are Shareholders interested in 5% or more of the issued Share capital of the Company set out below:

Name of Shareholders	Capacity in which interest are held	Number of ordinary shares held	Approximate percentage of Shareholding
Nieumarkt Investments Ltd ("Nieumarkt") (Note 1)	Beneficial owner	991,689,459(L) (Note 2)	64.66%
Ng Kwok Wing Michael	Interest of controlled corporation	991,689,459	64.66%

Note:

- 1 The entire issued share capital of Nieumarkt is wholly-owned by Mr. Ng Kwok Wing, Michael ("Mr. Ng"). By virtue of the SFO, Mr. Ng is deemed to be interested in 991,689,459 Shares held through Nieumarkt.
- 2 The letter "L" denotes the person's long position in such Shares.

Save as disclosed above, no other interest or short position in the Shares of the Company are recorded in the register required to be kept under Section 336 of Part XV of the SFO as at the Latest Practicable Date.

Currently, the Directors have no intention to exercise the powers of the Company to make any repurchases of the shares of the Company. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will result in the amount of Shares held by the public being reduced to less than 25%, the minimum prescribed percentage for the Shares to be held by the public after listing of the Shares on the GEM.

9. CORE CONNECTED PERSON

No core connected person has notified the Company that it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Woo Eddie (“**Mr. Woo**”), aged 48, was appointed the executive director on 24 May 2019 and re-designated as the Chairman on 28 May 2019. He received his master of Business Administration from the University of San Francisco and his bachelor of Arts from the University of California, Santa Cruz. Mr. Woo has extensive corporate finance and direct investment experience in the Greater China region. He was previously an executive director in the Asia investment banking group of Oppenheimer & Co. Inc., a North American investment bank with extensive operations and experience in the Greater China region, and its predecessor, CIBC World Markets. His responsibilities included significant financing activities for Chinese companies including initial public offerings, mergers and acquisitions, private placements and other related advisory work. Mr. Woo joined CIBC World Markets in 2000 as a research analyst. In 2003, Mr. Woo helped start Mekong Airlines in Cambodia, serving as a board director and chief financial officer before returning to CIBC World Markets during early 2004 as a director within the equity research group.

Mr. Woo has not entered into any service contract in relation to his directorship with the Company, nor been appointed for specific terms, but will be subject to retirement by rotation and re-election under the provisions of the Articles of Association and GEM Listing Rules. Mr. Woo was entitled to an annual emoluments of HK\$1,200,000, which was determined by the Board or its delegated committee, with reference to his experience, duties and responsibilities to the Company and the prevailing market conditions.

As at the Latest Practicable Date and save as disclosed above, Mr. Woo (i) has not held any other major appointments and qualifications or directorships in other listed company, the shares of which are listed on any securities market in Hong Kong or overseas, in the last three years; (ii) does not hold any positions with the Company or other members of the Group; (iii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them in the GEM Listing Rules) of the Company; and (iv) does not have any interest or short position (both within the meaning of Part XV of the SFO) in the shares, underlying shares or debentures of the Company or any of its associated corporations (as defined under Part XV of the SFO).

Save as disclosed above, there is no other information that should be disclosed pursuant to Rule 17.50 (2) (h) to Rule 17.50 (2) (v) of the GEM Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Woo.

Mr. Au Wai June (“**Mr. Au**”), aged 55, was appointed as the executive director on 24 May 2019. Mr. Au received his Bachelor degree in Arts in Major from University of Windsor, Canada. He was the managing director of a telecommunication equipment manufacturing and trading company with more than 16 years of experience and extensive knowledge in product development, purchasing, production, business administration and merchandising of both The People’s Republic of China and overseas market. Mr. Au was an executive director of Life Healthcare Group Limited, a company listed on the Stock Exchange (Stock Code:928) (“**Life Healthcare**”) for the period from 15 August 2011 to 6 September 2013. Prior to joining the Group, Mr. Au focused on his family’s business after his resignation as an executive director of Life Healthcare.

Mr. Au has not entered into any service contract in relation to his directorship with the Company, nor been appointed for specific terms, but will be subject to retirement by rotation and re-election under the provisions of the Articles of Association and the GEM Listing Rules. Mr. Au was entitled to an annual emoluments of HK\$600,000, which was determined by the Board or its delegated committee, with reference to his experience, duties and responsibilities to the Company and the prevailing market conditions.

As at the Latest Practicable Date and save as disclosed above, Mr. Au (i) has not held any other major appointments and qualifications or directorships in other listed company, the shares of which are listed on any securities market in Hong Kong or overseas, in the last three years; (ii) does not hold any positions with the Company or other members of the Group; (iii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them in the GEM Listing Rules) of the Company; and (iv) does not have any interest or short position (both within the meaning of Part XV of the SFO) in the shares, underlying shares or debentures of the Company or any of its associated corporations (as defined under Part XV of the SFO).

Save as disclosed above, there is no other information that should be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(v) of the GEM Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Au.

NOTICE OF AGM

CELEBRATE INTERNATIONAL HOLDINGS LIMITED

譽滿國際（控股）有限公司

(In Receivership)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8212)

NOTICE IS HEREBY GIVEN that an annual general meeting of Celebrate International Holdings Limited (In Receivership) (the “**Company**”) will be held at 11:00 a.m. on Friday, 17 January 2020 at Function V34, 1/F, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong (MTR Fortress Hill Station, Exit B) for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolution:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors and the independent auditor of the Company for the year ended 30 June 2019;
2. (A) To re-elect Mr. Woo Eddie as an executive director of the Company.

(B) To re-elect Mr. Au Wai June as an executive director of the Company.

(C) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Elite Partners CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF AGM

AS SPECIAL BUSINESS

4. To consider and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into Shares; (iii) the exercise of options granted under the share option schemes of the Company adopted from time to time in accordance with the Rules Governing the Listing Securities on GEM; or (iv) an issue of shares of the Company in lieu of whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company (the “**Articles of Association**”), shall not exceed 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (3) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF AGM

“Rights Issue” means an offer of shares open for a period fixed by the Company or the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong)”;

5. To consider and, if thought fit, pass with or without amendment, the following resolutions as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase its shares on GEM or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of Cayman Islands, to be held; and
 - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution”;

NOTICE OF AGM

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions nos. 4 and 5 set out in the notice convening this meeting being duly passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot and issue shares pursuant to resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such an amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution.”

For and on behalf of
Celebrate International Holdings Limited
譽滿國際(控股)有限公司
(Receiver Appointed)
Tang Shing Tung
Receiver

On behalf of the Board
Celebrate International Holdings Limited
譽滿國際(控股)有限公司
(Receiver Appointed)
Woo Eddie
Chairman

Hong Kong, 13 December 2019

As at the date of this notice, the Board comprises the following members:

Executive Directors

Mr. Woo Eddie (*Chairman*)
Mr. Suen Yick Lun, Philip
Mr. Au Wai June

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Independent Non-executive Directors

Mr. Chow Chi Wah, Vincent
Ms. Chow Mun Yee
Mr. Ma Ka Ki

***Head office and principal place of
business in Hong Kong:***

Room 1503-1511, 15/F,
China United Centre,
28 Marble Road,
North Point, Hong Kong

NOTICE OF AGM

Notes:

1. Any shareholder entitled to attend and vote at the annual general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the annual general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the annual general meeting and in such event, the instrument appoint a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the annual general 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 of the Company.
5. A form of proxy for use at the annual general meeting is attached herewith.
6. Any voting at the annual general meeting shall be taken by poll.
7. The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
8. Record Date (being the last date for registration of any share transfer given there will be no book closure) for determine the entitlement to attend and vote at the annual general meeting, all share transfers accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 13 January 2020 for such purpose.