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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)

ANNOUNCEMENT PURSUANT TO RULES 3.7 AND 3.8 OF THE TAKEOVERS CODE

This announcement is made by Celebrate International Holdings Limited (the “**Company**”) pursuant to Rules 3.2, 3.7 and 3.8 of the Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcement published by the Company on 10 January 2020 (the “**Announcement**”) in relation to the Purported Receivers. Unless otherwise specified, capitalized terms used herein shall have the same meanings as defined in the Announcement.

Possible Mandatory General Offer

As set out in the Announcement, the Purported Receivers alleged that they have been appointed as the joint and several receivers over the Subject Shares. The appointment may result in the sale of the subject shares to other third-party purchasers, which may in turn trigger a mandatory general offer. Such an alleged appointment may or may not lead to an offer.

Further announcement(s) will be made by the Company on a monthly basis in compliance with Rule 3.7 of the Takeovers Code to keep the shareholders of the Company and potential investors updated on this matter. This obligation continues (and the announcements will be required monthly) until announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or a decision not to proceed with an offer is made. The Company will make further announcement as and when required under the Rules Governing the Listing of Securities on GEM and/or the Takeovers Code in case any update information obtained on this matter.

Rule 3.8 of the Takeovers Code

In compliance with Rule 3.8 of the Takeovers Code, the Board hereby announces that the relevant securities of the Company in issue as at the date of this announcement are 1,533,654,788 ordinary shares. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

* *For identification purposes only*

The associates (within the meaning ascribed thereto under the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities of the Company) of the Company are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

For the purpose of the Takeovers Code, the offer period is deemed to commence on the date of the Announcement, which is 10 January 2020.

Other Matters

Whilst the Company is unable, at this stage, to announce and provide further information regarding the validity of the alleged appointment of the joint and several receivers of the Subject Shares, it has come to the Company’s attention that the alleged appointment of the Purported Receivers involved a transfer of the Subject Shares (amounting to 991,689,459 shares) from Nieumarkt Investments Ltd to the Purported Receivers as an alleged result of enforcement of security.

Shareholders and potential investors of the Company shall be aware that the possible sale of the Subject Shares mentioned in this announcement may or may not materialize and the aforesaid general offer may or may proceed. Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the shares and/or other securities of the Company.

Dealing in the shares (“Shares”) of the Company on The Stock Exchange of Hong Kong Limited has been suspended since 6 June 2019 and will remain suspended until further notice. There is no guarantee that the resumption of trading in the Shares will take place. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares of the Company.

All directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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

By Order of the Board
Celebrate International Holdings Limited
譽滿國際(控股)有限公司
(Receiver Appointed)
Suen Yick Lun Philip
Executive Director

Hong Kong, 30 January 2020

As at the date of this announcement, the Directors of the Company are:

Executive Directors

Mr. Woo Eddie (Chairman)

Mr. Suen Yick Lun Philip

Mr. Au Wai June

Independent Non-executive Directors

Mr. Chow Chi Wah Vincent

Ms. Chow Mun Yee

Mr. Ma Ka Ki

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 “Latest Company Announcements” page of the GEM website for 7 days from the date of its publication and on the Company’s website at <http://www.ciholdings.com.hk>.

The English text of this announcement shall prevail over its Chinese text.