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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)**

### **CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcements published by the Company on 10 January 2020 in respect of the purported appointment of the joint and several receivers over certain shares of the Company, on 30 January 2020 pursuant to Rules 3.7 and 3.8 of the Takeovers Code, and on 28 February 2020, 30 March 2020 and 8 April 2020 pursuant to Rules 3.7 of the Takeovers Code, respectively (the “**Announcements**”). In particular, the Company in its 30 January 2020 announcement, stated that the appointment of the Purported Receivers may result in the sale of the Subject Shares to other third-party purchasers, which may in turn trigger a mandatory general offer (the “**Possible Mandatory General Offer**”) and that for the purpose of the Takeovers Code, the offer period is deemed to commence on 10 January 2020 (the “**Offer Period**”). Unless otherwise specified, capitalized terms used herein shall have the same meanings as defined in the Announcements.

Reference is also made to announcement of the Company dated 9 April 2020 (the “**Profit Warning Announcement**”) in relation to the estimated loss for the nine months ended 31 March 2020 (the “**Period**”) as compared to the loss for the nine months ended 31 March 2019. This clarification announcement is published for the purpose of complying with Practice Note 2 to the Takeovers Code.

The Board would like to clarify that as the Profit Warning Announcement was issued during the Offer Period, the Profit Warning Announcement constitutes a profit forecast under Rule 10 of the Takeovers Code and would need to be reported on by the Company’s financial adviser and its accountants or auditors in accordance with Rule 10 of the Takeovers Code. Since the Profit Warning Announcement is required to be made pursuant to Rule 17.10 of the GEM Listing Rules, which require the Company to issue the Profit Warning Announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code.

\* For identification purposes only

**The Company would like to draw the attention of the Shareholders and potential investors to that the Profit Warning Announcement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on such forecasts in assessing the merits and demerits of the Possible Mandatory General Offer.**

As the Profit Warning Announcement has been published, pursuant to Rule 10.4 of the Takeovers Code and Practice Note 2 of the Takeovers Code, the reports from the Company's financial adviser and its accountants or auditors on the estimated loss for the Period (the "**Relevant Reports**") are required to be included in the next document to be sent to the Shareholders by the Company in connection with the Possible Mandatory General Offer (the "**Circular**").

It is expected that the third quarterly results announcement (the "**Quarterly Results**") for the Period will be published in early May 2020 and prior to the despatch of the Circular. If this is the case, the requirement under Rule 10 of the Takeovers Code to report on the Profit Warning Announcement will be superseded by the publication of the Quarterly Results for the Period, otherwise the Profit Warning Announcement shall be reported on in accordance with Rule 10 of the Takeovers Code and the Relevant Reports will be included in the Circular to be sent to the Shareholders.

Save for the clarification stated in this announcement, all information in the Profit Warning Announcement remains unchanged.

**Shareholders and potential investors shall be aware that the possible sale of the Subject Shares mentioned in the Announcements may or may not materialize and the Possible Mandatory General Offer may or may not proceed. Shareholders and potential investors are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.**

**Dealing in the Shares 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 are advised to exercise caution when dealing in the Shares.**

**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, 16 April 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.*