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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)

REQUISITION RECEIVED FROM THE NEW PURPORTED RECEIVERS IN RESPECT OF THE REQUEST FOR AN EXTRAORDINARY GENERAL MEETING

Reference is made to the announcement (“**Announcement**”) of the Company pursuant to Rule 3.7 of the Takeovers Code dated 8 April 2020. Unless otherwise specified, capitalized terms used herein shall have the same meanings as defined in the Announcement.

THE REQUISITION

The board of directors (the “**Board**”) of the Company announces that they have received a requisition dated 4 May 2020 (the “**Requisition**”) from the New Purported Receivers, namely Messrs. Ho Man Kit and Mok Kwan Leong. In the Requisition, the New Purported Receivers mentioned that they were the registered shareholder of 199,375,122 shares in the Company, and made a requisition pursuant to Article 58 of the Memorandum of Association and Articles of the Company and requested: (1) the Company to convene an extraordinary general meeting (the “**EGM**”) and (2) the Board to thereby give notice to convene the EGM before 25 May 2020, to consider and transact the following business:–

“1. To consider and pass an ordinary resolution to elect each of the following persons to a Director of the Board of the Company with immediate effect on the date of the Extraordinary General Meeting:–

(1). THAT Mr. Ho Man Kit be appointed as an Executive Director of the Company with immediate effect;

* For identification purposes only

- (2). *THAT Mr. Mok Kwan Leong be appointed as an Executive Director of the Company with immediate effect;*
- (3). *THAT Mr. Yu Chung Leung be appointed as an Independent Non-executive Director of the Company with immediate effect;*
- (4). *THAT Mr. Ho Wai Tai, Stephen be appointed as an Independent Non-executive Director of the Company with immediate effect;*
- (5). *THAT Mr. Kong Yook Seng be appointed as an Independent Non-executive Director of the Company with immediate effect;*
- (6). *THAT each of Mr. Woo Eddie, Mr. Suen Yick Lun Philip, Ms. Au Wai June, Mr. Chow Chi Wah Vincent, Ms. Chow Mun Yee and Ms. Ma Ka Ki be and are removed as directors of the Company with immediate effect in the event that any of them remains a director of Celebrate by the date of the EGM; and*
- (7). *THAT any directors of the Company that may be appointed on or after 4 May 2020 up to and including the time immediately before the EGM be and are removed as directors of Company with immediate effect in the event that any of them remains a director of Celebrate by the date of the EGM.*

(the “Proposed Resolution”)

PROVISIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Article 58 of the Articles of Association of the Company reads as follows:

“58.... Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”

ACTIONS TO BE TAKEN BY THE BOARD

The Board is now handling the aforesaid requests under the Requisition and has proceeded to convene an extraordinary general meeting to be held within two months from the date of the Requisition to deal with the Proposed Resolution. Circular of the Company in respect of the Requisition and the Proposed Resolution and the notice of the said extraordinary general meeting will be issued and despatched to shareholders of the Company in due course.

Should there be any material development, further announcement(s) will be made by the Company as and when appropriate and in accordance with the Rules Governing the Listing of Securities on GEM and other applicable regulatory requirements.

Dealing in the 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 extreme caution when dealing in the Shares of the Company and/or other securities of the Company.

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
Acting Chairman

Hong Kong, 22 May 2020

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

Executive Directors

Mr. Suen Yick Lun Philip (Acting Chairman)

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.