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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 ANNOUNCEMENT

COMPLETION OF THE SHARE SUBSCRIPTION AGREEMENT ENTERED WITH TAN KOON AIK DATED 19 JUNE 2023

References are made to the announcements of Creative China Holdings Limited (the “**Company**”) dated 19 June 2023 and 11 August 2023 and the circular of the Company dated 24 July 2023 (the “**Circular**”) in relation to, among other things, the share subscription agreement (the “**TKA Share Subscription Agreement**”) entered into between the Company and TAN KOON AIK dated 19 June 2023 (the “**TKA Share Subscription**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that all the conditions under the TKA Share Subscription Agreement have been fulfilled and completion of the TKA Share Subscription took place on 18 September 2023. A total of 44,671,963 Shares, representing approximately 9.44% of the Company’s issued share capital immediately after completion of the TKA Share Subscription, were allotted and issued to TAN KOON AIK at the subscription price of HK\$0.214 per Share under the Specific Mandate.

The net proceeds from the ANL Share Subscription of approximately HK\$8,937,170 will be applied in the manner as disclosed in the paragraph headed “Reasons for the Subscription and Use of Proceeds” in the Circular.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the changes to the shareholding structure of the Company as a result of completion of the TKA Share Subscription:

Name of shareholders	Immediately before completion of the TKA Share Subscription		Immediately after completion of the TKA Share Subscription	
	Number of Shares	Approximate percentage	Number of Shares	Approximate percentage
<i>Non-public shareholders:</i>				
Youth Success Holdings Limited ("Youth Success") (Notes 1, 3 and 6)	81,378,000	18.99%	81,378,000	17.20%
Guang Rui Investments Limited ("Guang Rui") (Note 1)	2,594,400	0.61%	2,594,400	0.55%
Goldbless International Limited ("Goldbless") (Notes 1 and 2)	76,500,000	17.85%	76,500,000	16.17%
Alpha Master Global Limited ("Alpha Master") (Note 1)	10,077,600	2.35%	10,077,600	2.13%
Qiao Tian Limited ("Qiao Tian") (Note 1)	5,418,000	1.26%	5,418,000	1.14%
Mr. Liang Longfei ("Mr. Liang") (Note 3)	36,000,000	8.40%	36,000,000	7.61%
ALPINE NOVA LIMITED (Note 4)	30,362,150	7.09%	30,362,150	6.41%
TAN KOON AIK (Note 5)	–	–	44,671,963	9.44%
Sub-total	<u>242,330,150</u>	<u>56.55%</u>	<u>287,002,113</u>	<u>60.65%</u>
<i>Public Shareholders:</i>				
Public Shareholders	<u>186,206,361</u>	<u>43.45%</u>	<u>186,206,361</u>	<u>39.35%</u>
Sub-total	<u>186,206,361</u>	<u>43.45%</u>	<u>186,206,361</u>	<u>39.35%</u>
Total	<u><u>428,536,511</u></u>	<u><u>100.00%</u></u>	<u><u>473,208,474</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 17.20% and 0.54% 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 Shaoqian (楊紹謙) (“**Mr. Yang**”) and 40% by Ms. Mou Sufang (牟素芳) (“**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 2015 (the “**First Voting Agreement**”), Youth Success is deemed to be interested in the Shares held by Alpha Master, Qiao Tian and Goldbless in aggregate by virtue of the SFO. For details of the First Voting Agreement, please refer to the paragraph headed “First Voting Agreement” in the Circular.
2. As at the date of this announcement, the entire issued share capital of Goldbless is owned by Mr. Wang Yong, the non-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 (the “**Second Voting Agreement**”), Mr. Liang irrevocably agrees 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 the Shares held by Mr. Liang in aggregate by virtue of the SFO.
4. Pursuant to the ANL Share Subscription Agreement, ALPINE NOVA LIMITED has executed and delivered to the Company a shareholders voting agreement on 22 May 2023 (the “**Third Voting Agreement**”) for the purpose of ensuring compliance with the undertakings dated 8 November 2015 (the “**Control Undertakings**”) executed by Mr. Yang and Ms. Mou in favour of the Company, pursuant to which Mr. Yang and Ms. Mou shall remain holding/controlling not less than 50% voting rights in the issued share capital of the Company or otherwise maintain control during the subsistence of the Contractual Arrangements (details of the Contractual Arrangements are set out in the paragraph headed “Contractual Arrangements” in the Circular). By virtue of the Third Voting Agreement, Youth Success shall be entitled to exercise voting rights attached to all the Shares held by ALPINE NOVA LIMITED. As such, Youth Success is deemed to be interested in all the Shares held by ALPINE NOVA LIMITED by virtue of the SFO.
5. Pursuant to the TKA Share Subscription Agreement, TAN KOON AIK has executed and delivered to the Company a shareholders voting agreement on 18 September 2023 (the “**Fourth Voting Agreement**”) for the purpose of ensuring compliance with the Control Undertakings executed by Mr. Yang and Ms. Mou in favour of the Company, pursuant to which Mr. Yang and Ms. Mou shall remain holding/controlling not less than 50% voting rights in the issued share capital of the Company or otherwise maintain control during the subsistence of the Contractual Arrangements (details of the Contractual Arrangements are set out in the paragraph headed “Contractual Arrangements” in the Circular). By virtue of the Fourth Voting Agreement, Youth Success shall be entitled to exercise voting rights attached to all the Shares held by TAN KOON AIK. As such, Youth Success is deemed to be interested in all the Shares held by TAN KOON AIK by virtue of the SFO.

6. By virtue of the First Voting Agreement, Second Voting Agreement, Third Voting Agreement and Fourth Voting Agreement, Youth Success shall be entitled to exercise control over the voting rights attaching to an aggregate of 284,407,713 Shares, representing approximately 60.10% of the issued share capital of the Company as at the date of this announcement.

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

Hong Kong, 18 September 2023

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.