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)

DISCLOSEABLE TRANSACTION REGARDING THE ACQUISITION OF ENTIRE ISSUED SHARE CAPITAL OF THE TARGET COMPANY INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER THE GENERAL MANDATE

THE ACQUISITION

The Board is pleased to announce that on 9 July 2026 (after trading hours of the Stock Exchange), the Vendor, the Company and the Purchaser, a direct wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement. Pursuant to the Sale and Purchase Agreement, the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell the entire issued share capital of the Target Company for the Consideration of HK$24,943,560, which will be satisfied on the Completion Date by way of allotting and issuing of the Consideration Shares at the Issue Price of HK$0.218 each, credited as fully paid, by the Company to the Vendor or her nominees at the Issue Price. Upon completion of the Acquisition, the Target Company will become an indirect wholly-owned subsidiary of the Company and its financial results will be consolidated into those of the Company.

An aggregate of 114,420,000 Shares will be allotted and issued as the Consideration Shares, representing (i) approximately 19.80% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.53% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares (assuming that there is no other change in the issued share capital of the Company between the date of this announcement and the Completion).

The Company will apply to the GEM Listing Committee for the listing of, and permission to deal in, the Consideration Shares. The Consideration Shares will be allotted and issued pursuant to the General Mandate and are not subject to the approval of the Shareholders.

IMPLICATIONS UNDER THE GEM LISTING RULES

As the highest applicable percentage ratio (as defined in Rule 19.07 of the GEM Listing Rules) in respect of the Acquisition is more than 5% but less than 25% and the Consideration will be satisfied by the allotment and issue of the Consideration Shares, the Acquisition constitutes a discloseable transaction and share transaction of the Company and is therefore subject to the reporting and announcement requirements but is exempt from the circular and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

THE ACQUISITION

On 9 July 2026 (after trading hours of the Stock Exchange), the Company entered into the Sale and Purchase Agreement with the Vendor and the Purchaser, pursuant to which the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the Sale Shares, representing the entire issued share capital of the Target Company.

THE SALE AND PURCHASE AGREEMENT

Principal terms of the Sale and Purchase Agreement are summarised as follows:

Date	:	9 July 2026 (after trading hours of the Stock Exchange)
Parties	:	(a) Bo Guanjun (薄官君) as the Vendor; (b) Genius Field Global Limited as the Purchaser; and (c) Creative China Holdings Limited (中國創意控股有限公司) To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, the Vendor is an Independent Third Party.

Subject Matter	:	Entire issued share capital of Mighty Smart Technology Limited (威俊科技有限公司), a limited liability company incorporated under the laws of Hong Kong. As at the date of this announcement, the Target Company is wholly and beneficially owned by the Vendor. For detailed information of the Target Company, please refer to the section headed "Information of the Parties" below.
Consideration	:	HK$24,943,560, which will be satisfied on the Completion Date by way of allotting and issuing of 114,420,000 Consideration Shares at the Issue Price of HK$0.218 each, credited as fully paid, by the Company to the Vendor or her nominees at the Issue Price.
Conditions Precedent	:	Completion is conditional upon the following Conditions Precedent being fulfilled or waived by the Purchaser in writing (as the case may be): (i) all necessary consents, confirmations, permits, approvals (including approval of the Acquisition by the Shareholders, if required) and authorisations under the GEM Listing Rules and other regulatory regime having been granted to and/or obtained by the Purchaser (collectively, the "**Necessary Approvals**"), and the Necessary Approvals having remained valid and effective, and not being threatened with any revocation, withdrawal, cancellation or suspension at any time prior to Completion; (ii) the GEM Listing Committee having approved the listing of and dealing in the Consideration Shares, and such approval shall not be threatened with any revocation, withdrawal or cancellation at any time prior to Completion; (iii) the Purchaser having completed due diligence exercise on the Target Company and reasonably being satisfied with the results thereof; (iv) the technical experts designated by the Purchaser having conducted technical verification on the source code, target code and technical documents of YOSO platform, and the Purchaser having issued the written technical acceptance confirmation letter;

(v) no events having occurred that would result in any material adverse effect on the Target Company up to the Completion Date; and

(vi) all the representations, warranties and undertakings given by the Vendor under the Sale and Purchase Agreement remaining true and accurate in all material aspects up to the Completion Date.

The Purchaser may waive any of the Conditions Precedent referred to in paragraphs (iii) to (vi) above at any time before the Completion by written notice to the Vendor. Save as aforesaid, none of the other Conditions Precedent above is capable of being waived.

Completion : Subject to the fulfilment or waiver (as the case may be) of all the Conditions Precedent, the Completion shall take place on the Completion Date.

Upon completion of the Acquisition, the Target Company will become an indirect wholly-owned subsidiary of the Company and its financial results will be consolidated into those of the Company.

Termination : If any of the above Conditions Precedent has not been fulfilled or waived at or before 5:00 p.m. Hong Kong time on the Long Stop Date, all rights and obligations of the Parties under the Sale and Purchase Agreement shall cease and terminate (save for the provisions on interpretation, rescission, confidentiality and restriction on announcements, costs and expenses, miscellaneous, notices and governing law and jurisdiction which shall remain in full force and effect), and no Party shall have any claim against the others save for claim (if any) in respect of such continuing provisions or any antecedent breach thereof.

CONSIDERATION AND ISSUE PRICE

The Consideration of HK$24,943,560 shall be satisfied by the allotment and issue of the Consideration Shares by the Company to the Vendor or her nominees at the Issue Price on the Completion Date.

The Consideration was arrived at after arm's length negotiation among the Parties having taken into account: (i) the valuation with the appraised value of the Target Company as at 31 May 2026 of HK$24,923,000 carried out by Valplus Consulting Limited (the "**Valuer**"), an independent and qualified valuer engaged by the Company; and (ii) other factors as set out in the paragraph headed "Reasons for and benefits of the Acquisition" in this announcement.

The Consideration Shares represent (i) approximately 19.80% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.53% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares (the "**Shareholding Ratio**") (assuming that there is no other change in the issued share capital of the Company between the date of this announcement and the Completion). Upon Completion, the Vendor shall become a substantial Shareholder of the Company.

The Consideration Shares will be allotted and issued under the General Mandate. The Consideration Shares, when allotted and issued, shall rank *pari passu* in all respects with all the other Shares in issue as of the date of allotment and issue of the Consideration Shares including the right to all dividends, distributions and other payments made or to be made, the record date for which falls on or after the date of such allotment and issue.

Further details on the effect of the Acquisition on the shareholding structure of the Company are set out in the section headed "Effect on the Shareholding Structure of the Company" below.

The Issue Price of HK$0.218 represents:

(i) a discount of approximately 0.91% to the closing price of HK$0.220 per Share as quoted on the Stock Exchange on the date of the Sale and Purchase Agreement; and

(ii) the average closing price of HK$0.218 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Sale and Purchase Agreement.

The Issue Price was determined by the Company and the Vendors after arm's length negotiations, with reference to, among others, (i) the financial position of the Company; (ii) the prevailing market price of the Shares; and (iii) the current market conditions.

Application for listing

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares.

THE VALUATION

The Company has engaged the Valuer to perform a valuation of 100% equity interest in the Target Company as at 31 May 2026 (the "**Valuation Date**"). Based on the valuation performed by the Valuer, the appraised value of the Target Company as at the Valuation Date was HK$24,923,000.

The Board has taken into account the Valuation, among other factors, in determining the Consideration for the Acquisition.

Valuation Methodology

In arriving at the appraised value of the Target Company, the Valuer considered the three generally accepted valuation approaches, namely the market approach, the income approach and the asset approach.

The Valuer adopted the asset approach, specifically the adjusted net asset value method (the "**Adjusted NAV**"), as the primary valuation methodology for valuing the equity interest in the Target Company. Under the Adjusted NAV method, the value of a company is determined by reference to the fair value of its identifiable assets less the fair value of its liabilities, including, where applicable, recorded and unrecorded assets and liabilities. In the present case, the principal asset of the Target Company is the YOSO platform and related intangible assets, and the cost approach was applied to estimate the amount that a market participant would reasonably incur to reproduce or replace such asset with one of comparable utility, functionality and service potential.

The Target Company is an early-stage technology company with a short operating history. Its principal asset is the YOSO platform, being a decentralised AI agent marketplace and application developed and owned by the Target Company. As at the Valuation Date, the Target Company had only recently launched its platform and had not yet established a sufficient historical financial track record to support a reliable income-based valuation. Accordingly, the Valuer considered that the income approach was not appropriate, as it would require the use of financial projections and assumptions that are inherently uncertain and cannot be reliably substantiated at this stage of development.

The Valuer also considered the market approach but did not adopt it, as the Valuer was not able to identify sufficient comparable companies or comparable transactions with similar business nature, development stage, functionality, operating model, scale and transaction terms. In particular, the Target Company's AI agent marketplace is at an early commercialisation stage, and its operating and financial metrics are not directly comparable with those of listed technology companies or mature software platform operators. The Valuer therefore considered that there were no sufficiently comparable market benchmarks that could provide a reliable basis for valuation.

In light of the above, the Valuer considered the asset approach to be the most appropriate valuation approach. Under the asset approach, the principal asset of the Target Company, being the YOSO platform and related intangible assets, was valued using the reproduction/replacement cost new less depreciation ("**RCNLD**") method under the cost approach.

Valuation of the Intangible Assets

The intangible assets represent the YOSO platform, including its underlying software, source code, platform architecture, technical framework, operating functions, development documentation and related development work owned by the Target Company as at the Valuation Date.

The Valuer adopted the RCNLD method to estimate the fair value of the intangible assets. Under this method, the value of the intangible assets is estimated by reference to the cost that a market participant would reasonably incur to reproduce or replace an asset with substantially the same utility, functionality and service capacity as the existing YOSO platform, after taking into account appropriate adjustments for depreciation and obsolescence.

In estimating the reproduction cost, the Valuer considered the development scope and functional components of the YOSO platform, including, among others, marketplace buyer and provider workflows, provider reputation and activity analytics, marketplace data normalisation and search functions, software development kit and runtime functions, job lifecycle management, billing and payment workflow integration, managed-agent activity tracking, agent request and workflow orchestration functions, user interface development, documentation and deployment-related work.

The Valuer also considered the cost information and supporting materials provided by the Target Company and the Vendor, together with external market references, including market participant labour cost benchmarks and employer-cost loading factors. The cost categories considered by the Valuer included, among others, software development labour costs, founder labour contribution, technical know-how, domain and hosting-related costs, data and infrastructure costs, commercial discovery costs, product design costs and other directly attributable development costs necessary to reproduce the YOSO platform in its present form and condition. The Valuer also considered that such cost inputs reflect the level of technical effort, personnel resources and time investment that a market participant would reasonably need to incur in order to recreate a platform with similar utility.

In applying the RCNLD method, the Valuer further considered appropriate adjustments, including developer's profit, entrepreneurial incentive and obsolescence. Developer's profit represents the return that a market participant developer would reasonably expect for undertaking the reproduction and development work. Entrepreneurial incentive represents the incentive required to compensate a market participant for the time, effort and risks associated with organising and completing the development of the platform.

The Valuer considered technological, functional and economic obsolescence in assessing the intangible assets. Technological obsolescence was considered by reference to the age and current technical condition of the YOSO platform. Functional obsolescence was considered by reference to the development stage, completeness of functions, documentation, testing, deployment readiness, maintainability and availability of independent technical verification. Economic obsolescence was considered by reference to market adoption risk, limited historical commercial traction, competitive intensity, platform and API dependency, regulatory uncertainty and other external factors affecting the economic utility of the YOSO platform.

Key Assumptions Used in the Valuation

The Valuation was prepared based on, among others, the following key assumptions:

- the Target Company has valid ownership or legal rights to use the YOSO platform, including the relevant software, source code, platform architecture, operating rights and related intellectual property rights, and there are no material encumbrances, disputes, claims, restrictions or third-party rights affecting the ownership, use or operation of the YOSO platform;

- the transfer of the underlying proprietary intellectual property rights, infrastructure architecture and operating rights of YOSO to the Target Company has been legally completed or will be completed in accordance with the relevant agreements prior to Completion;

- the audited and/or unaudited financial, operational, technical and cost information of the Target Company supplied to the Valuer has been prepared in a manner which truly and accurately reflects the financial position, operating condition and development status of the Target Company as at the relevant reference dates, and there are no material undisclosed facts which would materially affect the Valuation;

- the Target Company has no material contingent assets, contingent liabilities, off-balance sheet items or unrecorded obligations which should be recognised or valued, and any related tax adjustment for deferred tax assets or deferred tax liabilities arising from the revaluation of relevant assets and liabilities is assumed to be minimal;

- the Target Company will continue to operate as a going concern, will successfully carry out all necessary activities for the development and operation of its business, and will be able to retain or otherwise obtain key management, competent personnel and technical staff to support the ongoing operation, maintenance and development of the Target Company and the YOSO platform;

- the contractual parties to the relevant agreements will act in accordance with the terms and conditions of such agreements and understandings between the parties, and such agreements will be renewable upon expiry, where applicable;

- all relevant consents, business certificates, licences, permits and other legislative or administrative approvals from any governmental authority, regulatory authority, private entity or organisation required for the operation of the Target Company in the localities where it operates or intends to operate have been, or will be, officially obtained and will be renewable upon expiry, unless otherwise stated; and

- there will be no material adverse change in the business strategy, expected operating structure, technical architecture or intended use of the YOSO platform, nor any major change in market trends, interest rates, exchange rates, political, legal, regulatory, economic, financial or taxation conditions in the localities in which the Target Company operates or intends to operate, which would materially and adversely affect the operations, revenues, profits or value attributable to the Target Company.

The Board considers that the Valuation provides a relevant reference for determining the Consideration, having regard to the early-stage nature of the Target Company, the absence of a sufficient historical profit track record, and the fact that the principal value of the Target Company is represented by the YOSO platform and related intangible assets.

INFORMATION OF THE PARTIES

The Company

The Company was incorporated in the Cayman Islands with limited liability, with its Shares listed on GEM. The Group is principally engaged in the business of (i) serial program/film production and related services and film rights investment; (ii) concert and evert organization and related services; (iii) mobile application development and operation and related services; and (iv) artist management.

The Purchaser

The Purchaser is a direct wholly-owned subsidiary of the Company, which was incorporated in the British Virgin Islands. It is an investment holding company.

The Target Company

The Target Company is a company incorporated on 30 March 2026 in Hong Kong with limited liability and is principally engaged in the provision of information technology services. The Target Company owns and operates YOSO, an AI agent marketplace. YOSO was developed by the Vendor and her technical team commencing from February 2025 and officially launched in March 2026. The underlying proprietary intellectual property rights, infrastructure architecture, and operating rights of YOSO were transferred to the Target Company.

YOSO enables autonomous AI agents to offer digital services, execute computational tasks and engage in peer-to-peer transactions. Leveraging smart contract-based escrow mechanisms, the platform facilitates secure transaction execution and financial settlement.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, based on the management accounts of the Vendor, the unaudited financial information of the Target Company for the period ended 30 May 2026 is set out as follows:

	From incorporation to 31 May 2026
	HK$
Revenue	44,046
Net loss before taxation	(468,708)
Net loss after taxation	(468,708)

The unaudited net asset value of the Target Company as at 31 May 2026 was approximately HK$24,798,000.

The Vendor

Ms. Bo Guanjun is the sole ultimate beneficial owner of the Target Company, an entrepreneur with over 10 years experience in the business of internet and related services, software and investment in information technology services and development of e-commerce technologies.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, the Vendor is an Independent Third Party.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in the business of (i) serial program/film production and related services and film rights investment; (ii) concert and evert organization and related services; (iii) mobile application development and operation and related services; and (iv) artist management.

The Board considers that the Acquisition is beneficial to the Group for the following reasons:

1. **Strengthening the Group's mobile application development and digital services segment**

   The Group is currently operating a mobile application development business. YOSO directly complements this segment by adding a scalable software/IP asset, including: an AI agent marketplace, job lifecycle and payment workflow infrastructure, developer SDK and runtime and managed-agent service capabilities. This enhances the Group's technology portfolio and broadens its revenue-generating capabilities within digital services.

2. **Strategic expansion into a high-growth artificial intelligence market**

   The Target Company owns and operates YOSO, an AI agent marketplace and SDK/runtime platform. According to the World Economic Forum, the global agentic AI market is experiencing explosive growth, expanding from approximately USD 8.5 billion in 2026 to projected valuations of USD 45 billion by 2030. Acquiring YOSO enables the Group to enter one of the fastest-growing segments of the technology sector, positioning the Group to capture long-term structural growth.

3. **Acquisition of a fully developed, technically verified software platform**

   YOSO comprises a complete, functioning platform, including source code, architecture, documentation, and operational workflows. Therefore the Acquisition enables the Group to acquire a validated, ready-to-operate technology asset and monetisation channel with immediate user base rather than a conceptual or early-stage prototype.

4. **Strong competitive positioning in the agent-commerce ecosystem**

   Compared with comparable platforms such as Virtuals Protocol (ACP) and Agentic.Market, YOSO differentiates itself by focusing on paid work completion, not generic agent listings, owning more of the job lifecycle, including discovery, execution, delivery, payment, and reputation, as well as generating both marketplace fees and managed-agent revenue. This integrated model provides a competitive moat and supports future monetisation.

5. **Enhancing the Group's long-term digital transformation strategy**

   The Acquisition aligns with the Group's broader strategy to diversify beyond traditional entertainment and event-based revenue streams into technology-driven, recurring-revenue businesses. AI agent platforms have broad applicability across media, content production, marketing, and digital operations where the Group already has operational experience. In addition, the Acquisition is expected to generate meaningful cross-business synergies. YOSO's agent-commerce infrastructure can be deployed to support automated content creation and post-production workflows, digital marketing and promotional campaign automation, and event-related operational and administrative automation. These applications have the potential to reduce internal operating costs, enhance the efficiency of existing business units, and enable the Group to offer new, technology-enabled services to its current and future clients. The Board believes that integrating YOSO's capabilities into the Group's operations will accelerate the Group's digital transformation and strengthen its long term competitiveness.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Acquisition, including the consideration, are fair and reasonable, on normal commercial terms and are in the interests of the Company and its shareholders as a whole.

None of the Directors has any material interest in the Acquisition and no Director is required to abstain from voting on the board resolutions for the purpose of approving the Acquisition.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion assuming there will be no change in the total number of issued Shares between the date of this announcement and the Completion:

Name of shareholders	**Shareholding as of the date of this announcement**		**Shareholding immediately upon the Completion and allotment and issue of the Consideration Shares**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Youth Success Holdings Limited ("**Youth Success**") *(Notes 1 and 3)*	81,378,000	14.08%	81,378,000	11.76%
Guang Rui Investments Limited ("**Guang Rui**") *(Note 1)*	2,594,400	0.45%	2,594,400	0.37%
Goldbless International Limited ("**Goldbless**") *(Notes 1 and 2)*	76,500,000	13.24%	76,500,000	11.05%
Alpha Master Global Limited ("**Alpha Master**") *(Note 1)*	10,077,600	1.74%	10,077,600	1.46%
Qiao Tian Limited ("**Qiao Tian**") *(Note 1)*	5,418,000	0.94%	5,418,000	0.78%
Alpine Nova Limited ("**Alpine Nova**") *(Note 3)*	30,362,150	5.26%	30,362,150	4.39%
Mr. Tan Koon Aik ("**Mr. Tan**") *(Note 4)*	44,671,963	7.73%	44,671,963	6.45%
Mr. Ang Yu Yuan Shawn ("**Mr. Ang**") *(Note 5)*	35,990,566	6.23%	35,990,566	5.20%
Mr. Sia Wei Soon ("**Mr. Sia**") *(Note 6)*	19,188,679	3.32%	19,188,679	2.77%
The Vendor	–	–	114,420,000	16.53%
Other public shareholders	271,616,361	47.01%	271,616,361	39.24%
Total	577,797,719	100.00%	692,217,719	100.00%

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 14.08% and 0.45% 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 and 40% by 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, Youth Success is deemed to be interested in the Shares held by Alpha Master, Qiao Tian and Goldbless in aggregate under the SFO.

2. As at the date of this announcement, the entire issued share capital of Goldbless is owned by Mr. Wang Yong, an executive Director. Under the SFO, Mr. Wang Yong is deemed to be interested in all the Shares registered in the name of Goldbless.

3. The entire issued share capital of Alpine Nova is owned by Mr. Wang Xu (王旭). By virtue of the shareholders voting agreement entered into by and among Mr. Yang, Ms. Mou, Youth Success, Alpine Nova and Mr. Wang Xu on 22 May 2023, Youth Success shall be entitled to exercise voting rights attached to all the Shares held by Alpine Nova, and Youth Success is deemed to be interested in all the Shares held by Alpine Nova under the SFO.

4. By virtue of the shareholders voting agreement entered into by and among Mr. Yang, Ms. Mou, Youth Success and Mr. Tan on 18 September 2023, Youth Success shall be entitled to exercise voting rights attached to all the Shares held by Mr. Tan, and Youth Success is deemed to be interested in all the Shares held by Mr. Tan under the SFO.

5. By virtue of the shareholders voting agreement entered into by and among Mr. Yang, Ms. Mou, Youth Success and Mr. Ang on 27 December 2023, Youth Success shall be entitled to exercise voting rights attached to all the Shares held by Mr. Ang, and Youth Success is deemed to be interested in all the Shares held by Mr. Ang by virtue of the SFO.

6. By virtue of the shareholders voting agreement entered into by and among Mr. Yang, Ms. Mou, Youth Success and Mr. Sia on 27 December 2023, Youth Success shall be entitled to exercise voting rights attached to all the Shares held by Mr. Sia, and Youth Success is deemed to be interested in all the Shares held by Mr. Sia by virtue of the SFO.

GENERAL MANDATE

The Consideration Shares will be issued under the General Mandate. Under the General Mandate, the Directors are allowed to allot and issue up to 20% of the total number of the issued Shares on the date of passing such resolution on 12 June 2026 (i.e. up to 115,559,543 Shares). Up to the date of this announcement, no Share has been allotted or issued pursuant to the General Mandate. Accordingly, the allotment and issue of the Consideration Shares are not subject to any further approval of the Shareholders.

IMPLICATIONS UNDER THE GEM LISTING RULES

As the highest applicable percentage ratio (as defined in Rule 19.07 of the GEM Listing Rules) in respect of the Acquisition is more than 5% but less than 25% and a part of the Consideration will be satisfied by the allotment and issue of the Consideration Shares, the Acquisition constitutes a discloseable transaction and share transaction of the Company and is therefore subject to the reporting and announcement requirements but is exempt from the circular and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

Shareholders and potential investors of the Company should note that the completion of the Acquisition is subject to the fulfillment (or waiver, if applicable) of certain Conditions Precedent under the Sale and Purchase Agreement, and the Completion may or may not proceed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

"Acquisition"	the proposed acquisition of the entire issued share capital of the Target Company pursuant to the terms and conditions under the Sale and Purchase Agreement
"AI"	artificial intelligence
"Board"	the board of Directors
"Company"	Creative China Holdings Limited (中國創意控股有限公司), a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on GEM (stock code: 8368)
"Completion"	completion of the Sale and Purchase Agreement in accordance with the terms and condition of the Sale and Purchase Agreement
"Completion Date"	date of the Completion
"Conditions Precedent"	the conditions precedent to the Completion as set out in the paragraph headed "Conditions Precedent" under the section headed "The Sale and Purchase Agreement" in this announcement

"Consideration"	the sum of HK$24,943,560 payable by the Purchaser to the Vendor for the Acquisition
"Consideration Share(s)"	a total of 114,420,000 new Shares (subject to adjustment) to be allotted and issued by the Company at the Issue Price to the Vendor as part of the Consideration pursuant to the terms and conditions of the Sale and Purchase Agreement
"Directors"	directors of the Company
"GEM"	the GEM of the Stock Exchange
"GEM Listing Committee"	the listing committee of the GEM, has the meaning ascribed to it under the GEM Listing Rules
"GEM Listing Rules"	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange
"General Mandate"	the general mandate granted to the Directors to allot, issue and deal with not more than 115,559,543 new Shares (prior to the next annual general meeting of the Company) at the annual general meeting of the Company on 12 June 2026
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong Dollars, the lawful currency of Hong Kong
"Independent Third Party(ies)"	a party(ies) who is/are not connected person(s) (as defined in the GEM Listing Rules) of the Company and who together with its/their ultimate beneficial owner(s) are independent of the Company and of connected persons (as defined in the GEM Listing Rules) of the Company
"IP"	Intellectual Property
"Issue Price"	HK$0.218 per Consideration Share, subject to adjustment
"Long Stop Date"	30 September 2026 or such later date as the Parties may agree in writing

"Parties"	the parties to the Sale and Purchase Agreement, and "Party" means any one of them
"Purchaser"	Genius Field Global Limited, a company incorporated in British Virgin Islands and a direct wholly-owned subsidiary of the Company
"Sale and Purchase Agreement"	the agreement entered into by and among the Vendor, the Purchaser and the Company in relation to the sale and purchase of the Target Company dated 9 July 2026
"SDK"	Software Development Kit
"SFO"	the Securities and Futures Ordinance
"Share(s)"	ordinary share(s) of HK$0.05 each in the share capital of the Company
"Shareholders"	shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the GEM Listing Rules
"Target Company"	Mighty Smart Technology Limited (威俊科技有限公司), a limited liability company incorporated under the laws of Hong Kong
"USD"	United States dollar, the lawful currency of the United States of America
"Valuation"	the valuation of 100% equity interest in the Target Company as at 31 May 2026 by the Valuer
"Vendor"	Ms. Bo Guanjun (薄官君), an Independent Third Party
"%"	per cent.

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

Hong Kong, 9 July 2026

As at the date of this announcement, the Board of Directors of the Company 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 Stock Exchange of Hong Kong Limited's website at www.hkexnews.hk on the "Latest Listed Company Information" page for at least seven days from the date of its publication and will be published on the website of the Company at www.creativechinahk.com.