

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*

*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor shall there be any sale, purchase or subscription for securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.*



**Sinotrans Shipping Limited**

中外運航運有限公司

*(Incorporated in Hong Kong with limited liability)*

**Creative Enterprise Holdings Limited**

創毅控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3992)**

## **JOINT ANNOUNCEMENT**

**(1) DESPATCH OF COMPOSITE DOCUMENT  
IN RELATION TO  
MANDATORY UNCONDITIONAL CASH OFFER BY CHINA  
MERCHANTS SECURITIES (HK) CO., LIMITED FOR AND ON BEHALF  
OF SINOTRANS SHIPPING LIMITED TO ACQUIRE ALL THE ISSUED  
SHARES OF CREATIVE ENTERPRISE HOLDINGS LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR  
AGREED TO BE ACQUIRED BY SINOTRANS SHIPPING LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT)  
(BEING THE DISINTERESTED SHARES)  
AND  
(2) CLARIFICATION ANNOUNCEMENT**

**Financial Adviser to the Offeror**

**CMS**  **招商證券國際**

**Financial Adviser to the Company**

 **瓏盛資本有限公司**  
**Draco Capital Limited**

**Independent Financial Adviser to the Independent Board Committee**

 **川盟融資有限公司**  
**Chanceton Capital Partners Limited**

References are made to (i) the announcement jointly issued by Sinotrans Shipping Limited (the “**Offeror**”) and Creative Enterprise Holdings Limited (the “**Company**”) dated 8 March 2021 in relation to, among other things, the sale and purchase of the Sale Shares and the Offer; and (ii) the composite offer and response document dated 16 July 2021 jointly issued by the Offeror and the Company in relation to, among other things, the Offer (the “**Composite Document**”). Unless otherwise defined herein, terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

**DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document containing, among other things, (i) the Offer, (ii) the expected timetable of the Offer, (iii) the letter from CMSHK setting out the terms of the Offer, (iv) the letter from the Board containing information on the Group, (v) the letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in respect of the Offer, (vi) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee on whether the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned and on acceptance in respect of the Offer, together with the Form of Acceptance, have been despatched to the Independent Shareholders on Friday, 16 July 2021 in accordance with the Takeovers Code.

**EXPECTED TIMETABLE**

The Offer will be opened for acceptance on and from Friday, 16 July 2021 and the latest time and date for acceptance of the Offer is 4:00 p.m. on Friday, 6 August 2021.

The timetable set out below, as reproduced from the Composite Document, is indicative only and may be subject to changes. Any changes to the timetable will be announced by the Offeror and the Company as and when appropriate. Unless otherwise specified, all time and date references contained in this joint announcement refer to Hong Kong local time and dates.

<b>Event</b>	<b>Hong Kong Time</b>
Despatch date of the Composite Document and the accompanying Form of Acceptance and commencement date of the Offer ( <i>Note 1</i> ).....	Friday, 16 July 2021
Latest time and date for acceptance of the Offer ( <i>Notes 2, 3 and 5</i> ).....	4:00 p.m. on Friday, 6 August 2021
Closing Date ( <i>Notes 2 and 3</i> ).....	Friday, 6 August 2021

**Event****Hong Kong Time**

Announcement of the results of the Offer

(or its extension or revision, if any)

on the website of the Stock Exchange (*Note 2*) ..... no later than 7:00 p.m. on  
Friday, 6 August 2021

Latest date for posting of remittances for

the amounts due in respect of valid

acceptances received under the Offer (*Notes 4 and 5*)..... Tuesday, 17 August 2021*Notes:*

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in the section headed “6. Right of withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offer will be closed for acceptances on the Closing Date. The latest time and date for acceptance of the Offer will be at 4:00 p.m. on Friday, 6 August 2021 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange no later than 7:00 p.m. on Friday, 6 August 2021, stating whether the Offer has been extended, revised or has closed for acceptance. In the event that the Offeror decides to extend or revise the Offer and the announcement does not specify the next closing date, at least 14 days’ notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
3. Beneficial owners of the Disinterested Shares who hold their Disinterested Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
4. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty arising therefrom) payable for the Disinterested Shares tendered under the Offer will be made to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven Business Days following the date of receipt by the Registrar of the duly completed Form of Acceptance together with all the valid requisite documents from the Independent Shareholders accepting the Offer.

5. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day and the latest date for the posting of remittances will remain on the same Business Day; or
  - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. and the posting of remittances will be next following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

## **CLARIFICATION OF PROPOSED CHANGE OF BOARD COMPOSITION OF THE COMPANY**

Reference is made to (i) the paragraph headed “PROPOSED CHANGE OF BOARD COMPOSITION OF THE COMPANY” in the Letter from CSMHK and the Letter from the Board and (ii) the paragraph headed “3. Intentions of the Offeror in relation to the Group and proposed change of Board composition” in the Letter from the Independent Financial Adviser, contained in the Composite Document.

The Offeror and the Company wish to jointly inform the Shareholders that the appointment of Dr. Deng Wei Dong, Mr. Zhong Tao, Mr. Wong For Yam and Dr. Jing Tao as non-executive Directors and the designation of Dr. Deng Wei Dong as the chairman of the Board (the “**Appointment**”) will be effective on a later date subsequent to the posting of the Composite Document in accordance with the Takeovers Code. Further announcement(s) regarding the Appointment will be made in accordance with the Takeovers Code and Listing Rules as and when appropriate.

Save as disclosed above, all information set out in the Composite Document remains unchanged.

## **IMPORTANT**

**Independent Shareholders are strongly advised to read the Composite Document and Form of Acceptance carefully, including the recommendations of the Independent Board Committee to the Independent Shareholders and the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, in respect of the Offer, before deciding whether or not to accept the Offer.**

**Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the Shares. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.**

**Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

By Order of the board of  
**Sinotrans Shipping Limited**  
**Deng Wei Dong and Zhang Yi**  
*Directors*

By Order of the Board  
**Creative Enterprise Holdings Limited**  
**Poon Kin Leung**  
*Chairman and Executive Director*

Hong Kong, 16 July 2021

*As at the date of this joint announcement, the Board comprises Mr. Poon Kin Leung, Mr. Lee Siu Wah Albert, Mr. Lam Siu Hung Christopher, Mr. Wong King Cheung, Mr. Lai Wai Man and Mr. Wu Ka Chai as executive Directors; and Mr. Wong Chung Kin Quentin, Mr. Tang Yiu Ming and Mr. Wong Si Yuen as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Offeror and the parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of the Offeror comprise Dr. Deng Wei Dong and Mr. Zhang Yi.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Directors, Genesis Group and the Guarantors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*