

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.

CELEBRATE INTERNATIONAL HOLDINGS LIMITED

譽滿國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8212)

COMPLETION OF VERY SUBSTANTIAL ACQUISITION AND ISSUE OF PROMISSORY NOTE

Reference is made to the announcement issued by Celebrate International Holdings Limited (the “**Company**”) dated 18 March 2015 and the circular of the Company dated 26 May 2015 (the “**Circular**”) in relation to, among other things, the Acquisition. Terms defined in the Circular shall have the same meanings when used herein, unless the context requires otherwise.

The Board is pleased to announce that all conditions precedent under the Conditional Agreements for Sale and Purchase have been fulfilled and that the Completion took place on 17 June 2015. On the same date, the Company issued the Promissory Note in the principal amount of HK\$140,650,000 to satisfy the remaining balance of the Consideration to the Vendor’s nominee.

According to the Company’s current intention, the Promissory Note will then be repaid in full by part of the net proceeds from the Open Offer when the Open Offer is completed.

Upon Completion, the Target Company becomes an indirect non-wholly owned subsidiary of the Company and the financial results of the Target Group will be consolidated into the financial statements of the Group.

As completion of the Open Offer is conditional upon satisfaction of the conditions precedent as set out under the Underwriting Agreement, the Open Offer may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

By Order of the Board of
Celebrate International Holdings Limited
Leung Wai Kuen, Cerene
Executive Director

Hong Kong, 17 June 2015

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

Executive Directors

Mr. Leung Wai Kuen, Cerene

Mr. Leung Wai Tung

Independent Non-executive Directors

Ms. Chan Wan Yee

Mr. Hau Chi Kit

Mr. Sit Bun

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 GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its posting and on the website of the Company at <http://www.ciholdings.com.hk>.