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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)

DISCLOSEABLE AND CONNECTED TRANSACTION

PROVISION OF FINANCIAL ASSISTANCE

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The Board is pleased to announce that on 13 October 2015 (after trading hours), the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower. Pursuant to the Loan Agreement, the Lender has agreed to grant the Loan Facility to the Borrower with a principal amount of HK\$5,000,000, bearing interest at a rate of 1% per month for a term of three months from the first drawdown under the Loan Facility.

GEM LISTING RULES IMPLICATIONS

Borrower is a director of Goldee Holdings Limited (“**Goldee**”) and Super Group Development Limited (“**SGDL**”). Goldee is an indirect subsidiary with its 51% equity interest held by the Group. The remaining 49% interest is held by a company controlled by the Borrower. SGDL is a wholly owned subsidiary of Goldee and therefore the effective equity interest held by the Group in SGDL is also 51%. Borrower is a connected person of the Company at the subsidiary level. The grant of the Loan Facility constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. As all the applicable percentage ratios (calculated based on Rule 19.07 of the GEM Listing Rules) in respect of the grant of the Loan Facility exceed 0.1% but all the applicable percentage ratios are less than 25% and the total value of the Loan Facility plus any monetary advantage to the connected person is less than HK\$10 million, the Loan Agreement is subject to the reporting and announcement requirements but is exempt from the circular (including independent financial advice) and independent shareholders’ approval requirements pursuant to Rule 20.74(2)(b) of the GEM Listing Rules.

As one of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the grant of the Loan Facility exceeds 5% but all the percentage ratios are less than 25%, the grant of the Loan Facility constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

As the amount of the financial assistance granted to the Borrower does not exceed 8% under the assets ratio as defined under Rule 17.15 of the GEM Listing Rules, the grant of the Loan Facility is not subject to the general disclosure obligations under Rule 17.17 of the GEM Listing Rules.

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The principal terms of the Loan Agreement are summarised as follows:

THE LOAN AGREEMENT

- Date : 13 October 2015 (after trading hours)
- Lender : Grand Faith Finance Limited, an indirect wholly-owned subsidiary of the Company and a licensed money lender in Hong Kong under the Money Lenders Ordinance
- Borrower : Mr. Ng Kwok Wing Michael
- Borrower is a director of Goldee and SGDL. Goldee is an indirect subsidiary with its 51% equity interest held by the Group. The remaining 49% interest is held by a company controlled by the Borrower. SGDL is a wholly owned subsidiary of Goldee and therefore the effective equity interest held by the Group in SGDL is also 51%. Borrower is a connected person of the Company at the subsidiary level.
- Principal : HK\$5,000,000 (drawdown in whole but not in part)
- Term (Final repayment date) : Three months from the first drawdown under the Loan Facility
- Interest : Fixed rate of 1% per month on the principal amount of the Loan Facility. Interest is payable monthly and the Borrower shall pay accrued interest on the Loan Facility in arrears on the 13th day of each calendar month
- Repayment : Upon expiration of the term, the Borrower must fully repay to the Lender the principal amount of the Loan Facility together with all interests as accrued thereof

FUNDING OF THE LOAN FACILITY

The Group will finance the Loan Facility with its internal resources.

INFORMATION OF THE GROUP AND THE LENDER

The Group engages in trading of food and beverage, money lending, securities investment and trading, provision of health care services and property investment.

The Lender is an indirect wholly-owned subsidiary of the Company and is licensed to conduct money lending business in Hong Kong through the provision of unsecured and secured loans to customers under the provisions of the Money Lenders Ordinance.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE FINANCIAL ASSISTANCE

The terms of the Loan Agreement were negotiated on an arm's length basis between the Lender and the Borrower. The Directors consider that the granting of the Loan Facility is a financial assistance provided by the Company within the meaning of the GEM Listing Rules. Taking into account the cash inflow and revenue to be generated from the expected interest income in connection with the Loan Facility, the independent non-executive Directors are of the view that the terms of the Loan Agreement were entered into on normal commercial terms based on the Group's credit policy and is in the ordinary and usual course of business of the Group which are fair and reasonable and in the interests of the Company and its Shareholders as a whole. As none of the Directors has material interest in the Loan Agreement and/or the transactions contemplated thereunder, no Director has abstained from voting on the relevant board resolutions of the Company.

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As one of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the grant of the Loan Facility exceeds 5% but all the percentage ratios are less than 25%, the grant of the Loan Facility constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

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DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Borrower”	Mr. Ng Kwok Wing Michael
“Company”	Celebrate International Holdings Limited (譽滿國際(控股)有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Lender”	Grand Faith Finance Limited, an indirect wholly-owned subsidiary of the Company, being the lender under the Loan Agreement

“Loan Agreement”	the loan agreement dated 13 October 2015 entered into between the Lender and the Borrower in respect of the Loan Facility
“Loan Facility”	a term loan facility of HK\$5,000,000 provided by the Lender to the Borrower pursuant to the terms of the Loan Agreement
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.02 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Hong Kong, 13 October 2015

As at the date of this announcement, the executive directors of the Company are Ms. Leung Wai Kuen, Cerene, Mr. Leung Wai Tung and Dr. Law Wai Ching and the independent non-executive directors of the Company are Ms. Wong Lai Na, Mr. Hau Chi Kit and 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>.