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*Reference is made to the prospectus of Creative China Holdings Limited (the “**Company**”) dated 12 November 2015 (the “**Prospectus**”). Unless the context otherwise requires, terms and expressions used herein shall have the same meanings as defined in the Prospectus.*

*This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.*

 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)*

**LISTING ON THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED  
BY WAY OF PLACING**

<b>Number of Placing Shares</b>	<b>:</b>	<b>300,000,000 new Shares</b>
<b>Placing Price</b>	<b>:</b>	<b>HK\$0.39 per Placing Share (payable in full upon application and subject to refund, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)</b>
<b>Nominal Value</b>	<b>:</b>	<b>HK\$0.01 per Share</b>
<b>Stock Code</b>	<b>:</b>	<b>8368</b>

**Sole Sponsor**



**Lead Manager and Underwriter**



- The Placing Price is HK\$0.39 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$0.39 per Placing Share, the net proceeds to be received by the Company from the Placing (after deducting underwriting fees and other expenses in connection with the Placing) are estimated to be approximately HK\$101.22 million. The Company intends to apply such net proceeds from the Placing in a manner set out in the paragraph headed “Placing Price and use of proceeds” below.
- The 300,000,000 Placing Shares offered by the Company under the Placing have been moderately oversubscribed and have been conditionally allocated to a total of 118 institutional, professional and other investors in Hong Kong.
- Based on the offer price of HK\$0.39 per Placing Share and pursuant to the Cornerstone Investment Agreements entered into with two Cornerstone Investors on 10 November 2015 respectively, as referred to the section headed “The Cornerstone Placing” in the Prospectus, the number of the Placing Shares subscribed for by the Cornerstone Investors has now been determined as set out below:

	<b>Number of the Placing Shares subscribed</b>	<b>Approximate percentage of the total number of the Placing Shares</b>	<b>Approximate percentage of shareholdings over the enlarged issued share capital of the Company immediately upon completion of the Capitalisation Issue and the Placing</b>
Mr. YU Feng (虞鋒)	54,000,000	18%	4.5%
Ms. ZHAO Wei (趙薇)	54,000,000	18%	4.5%
	<u>108,000,000</u>	<u>36%</u>	<u>9.0%</u>

- The offer of Placing Shares to the Cornerstone Investors forms part of the Placing. The Cornerstone Investors have not subscribed for any Placing Shares under the Placing other than pursuant to the relevant Cornerstone Investment Agreements. None of the Cornerstone Investors will have any board representation in the Company, nor will any of them become a substantial shareholder of the Company immediately after completion of the Capitalisation Issue and the Placing. The shareholdings of the Cornerstone Investors will be counted towards the public float of the Shares. Each of the Cornerstone Investors will be subject to restrictions on disposals of their Placing Shares during the period of six months following the Listing Date.

- The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing, including the Cornerstone Investors, are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (each as defined under the GEM Listing Rules) or existing Shareholders of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Shares subscribed by the placees has been financed directly or indirectly by a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them, and none of the placees is accustomed to taking instructions from a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors also confirm that there will not be any new substantial shareholder of the Company within the meaning of the GEM Listing Rules immediately after completion of the Capitalisation Issue and the Placing.
- The Directors further confirm that, immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be 26.69% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Wednesday, 18 November 2015. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8368.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **PLACING PRICE AND USE OF PROCEEDS**

The Placing Price is HK\$0.39 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing (after deducting underwriting fees and other expenses in connection with the Placing) are estimated to be approximately HK\$101.22 million. The Company intends to apply the net proceeds from the Placing as follows:

- approximately 50% of the net proceeds, representing approximately HK\$50.61 million, will be used for expanding the spectrums of video categories to be broadcasted online and related services of the Group;
- approximately 25% of the net proceeds, representing approximately HK\$25.31 million, will be used for exploring additional and diversified revenue streams to share the advertising profits of customers generated from the television and online programs produced by the Group in addition to charging a fixed production fee;
- approximately 15% of the net proceeds, representing approximately HK\$15.18 million, will be used for setting up a studio for shooting programs, holding promotional events for brand owners and other related uses of the Group; and
- approximately 10% of the net proceeds, representing approximately HK\$10.12 million, will be used for expanding businesses in program production and event organisation and related services, and as general working capital of the Group.

Further details are set out in the section headed “Future plans and use of proceeds” in the Prospectus.

## **LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING**

The 300,000,000 Placing Shares offered by the Company under the Placing have been moderately oversubscribed.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 300,000,000 Placing Shares have been conditionally allocated to a total of 118 institutional, professional and other investors in Hong Kong. The distribution of the Placing Shares is set out as follows:

	<b>Aggregate number of the Placing Shares allocated</b>	<b>Approximate percentage of the total number of the Placing Shares allocated</b>	<b>Approximate percentage of shareholdings over the enlarged issued share capital of the Company immediately upon completion of the Capitalisation Issue and the Placing</b>
Top placee	54,000,000	18.00%	4.5%
Top 5 placees	198,000,000	66.00%	16.5%
Top 10 placees	266,450,000	88.82%	22.05%
Top 25 placees	298,280,000	99.43%	24.86%

### **Number of the Placing Shares allocated**

### **Number of placees**

10,000 to 100,000	90
100,001 to 1,000,000	8
1,000,001 to 5,000,000	9
5,000,001 to 10,000,000	4
10,000,001 to 20,000,000	1
20,000,001 and above	6

<b>Total</b>	<b>118</b>
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The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (each as defined under the GEM Listing Rules) or existing Shareholders of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Shares subscribed by the placees has been financed directly or indirectly by a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them, and none of the placees is accustomed to taking instructions from a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any

of its subsidiaries or a close associate of any of them in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors also confirm that there will not be any new substantial shareholder of the Company within the meaning of the GEM Listing Rules immediately after completion of the Capitalisation Issue and the Placing.

## THE CORNERSTONE PLACING

Based on the offer price of HK\$0.39 per Placing Share and pursuant to the Cornerstone Investment Agreements entered into with the two Cornerstone Investors on 10 November 2015 respectively, as referred to the section headed “The Cornerstone Placing” in the Prospectus, the number of the Placing Shares subscribed for by the Cornerstone Investors has now been determined as set out below:

	<b>Number of the Placing Shares subscribed</b>	<b>Approximate percentage of the total number of the Placing Shares</b>	<b>Approximate percentage of shareholdings over the enlarged issued share capital of the Company immediately upon completion of the Capitalisation Issue and the Placing</b>
Mr. YU Feng (虞鋒)	54,000,000	18%	4.5%
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	<u>108,000,000</u>	<u>36%</u>	<u>9.0%</u>

To the best of the Directors’ knowledge, information and belief having made all reasonable enquires, each of the Cornerstone Investors is an Independent Third Party, independent of each other, not a connected person, and not an existing Shareholder or close associate (as defined under the GEM Listing Rules) of the Company.

The offer of Placing Shares to the Cornerstone Investors forms part of the Placing. The Cornerstone Investors have not subscribed for any Placing Shares under the Placing other than pursuant to the relevant Cornerstone Investment Agreements. None of the Cornerstone Investors will have any board representation in the Company, nor will any of them become a substantial shareholder of the Company immediately after completion of the Capitalisation Issue and the Placing. The shareholdings of the Cornerstone Investors will be counted towards the public float of the Shares. Each of the Cornerstone Investors will be subject to restrictions on disposals of their Placing Shares during the period of six months following the Listing Date.

Please refer to the section headed “The Cornerstone Placing” in the Prospectus for further details relating to the Cornerstone Investors.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

### **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of at least 25% of its total issued share capital at the time of the Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of Listing shall be beneficially owned by the three largest public Shareholders. The Directors confirm that, immediately after the completion of the Capitalisation Issue and the Placing, the public float of the Company will be 26.69% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

### **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares on the GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. Wednesday, 18 November 2015) or any other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

**No receipt will be issued for subscription monies for the Placing Shares. No temporary documents or evidence of title will be issued by the Company.**

The share certificates issued in respect of the Placing Shares are expected to be deposited into CCASS on or before Tuesday, 17 November 2015 for credit to the respective CCASS participants’ stock accounts or CCASS investor participants’ stock accounts of the Underwriter, the placing agents, the placees or their agents, as the case may be.

Prospective investors of the Placing Shares should note that the Underwriter is entitled to terminate the Underwriting Agreement by notice in writing to the Company given by the Lead Manager (for itself and on behalf of the Underwriter), upon the occurrence of any of the events set forth in the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Wednesday, 18 November 2015. In the event that conditions of the Placing as mentioned therein are not fulfilled (or, where applicable, not waived) pursuant to the terms of the Underwriting Agreement prior to the date specified in the Prospectus, the



Placing will lapse, the subscription monies will be returned to the placees or the Underwriter without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.ntmediabj.com](http://www.ntmediabj.com) immediately following such lapse.

All share certificates for the Placing Shares will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (i.e. Wednesday, 18 November 2015).

## **COMMENCEMENT OF DEALINGS**

Dealings in the Shares on the GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Wednesday, 18 November 2015. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.ntmediabj.com](http://www.ntmediabj.com) accordingly. The Shares will be traded in board lots of 10,000 Shares each. The stock code for the Shares is 8368.

By order of the Board of  
**Creative China Holdings Limited**  
**Philip Jian Yang**  
*Chairman*

Hong Kong, 17 November 2015

*As at the date of this announcement, the executive Directors are Mr. Philip Jian Yang, Mr. Li Lin, Mr. Yang Shiyuan and Mr. Sun Rui, the non-executive Directors are Mr. Ge Xuyu and Mr. Wang Yong and the independent non-executive Directors are Mr. Tan Song Kwang, Mr. Li Fei and Mr. Law Kin Ho.*

*This announcement, for which all 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 matters the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the "Latest Company Announcements" page of the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the day of its posting. This announcement will also be published on the Company's website at [www.ntmediabj.com](http://www.ntmediabj.com).*