
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Creative Enterprise Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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

Creative Enterprise Holdings Limited

創毅控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3992)

**(1) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES,
(2) PROPOSED RE-ELECTION OF DIRECTORS,
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company (the “**AGM**”) to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 15 August 2019 (Thursday) at 2:30 p.m. is set out on pages 15 to 18 of this circular.

Whether or not you intend to attend the AGM in person, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which will be relocated to Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from Thursday, 11 July 2019) as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Hong Kong, 11 July 2019

CONTENTS

	<i>Page</i>	
DEFINITIONS	1	
 LETTER FROM THE BOARD		
Introduction	4	
Proposed Grant of Issuing Mandate, Repurchase Mandate and Extension Mandate	5	
Proposed Re-election of the retiring Directors	6	
AGM	6	
Voting by way of Poll	6	
Responsibility statement	6	
Recommendation	7	
General	7	
Miscellaneous	7	
 APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE		8
 APPENDIX II — PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM		13
NOTICE OF AGM	15	

DEFINITIONS

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

“Acting in Concert Confirmation”	the deed of acting in concert dated 5 November 2018 executed by Mr. Lee Siu Wah Albert, Mr. Poon Kin Leung, Mr. Wu Ka Chai, Mr. Lai Wai Man, Mr. Wong Wai Hung, Mr. Ho Io Tong, Mr. Lam Siu Hung Christopher, Mr. Tang Kin Sing, Mr. Wong King Cheung and Mr. Poon Sing Chit, in relation to their confirmation of the existence of certain acting in concert arrangements
“AGM”	the annual general meeting of the Company to be convened and held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 15 August 2019 (Thursday) at 2:30 p.m., or where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“business day(s)”	a day (other than a Saturday, a Sunday or a public holiday) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law of the Cayman Islands (as amended, supplemented or otherwise modified from time to time)
“Company”	Creative Enterprise Holdings Limited (創毅控股有限公司), an exempted company incorporated under the laws of the Cayman Islands on 16 May 2018 with limited liability with its Shares listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Creative Property”	Creative Property Services Consultants Limited (創毅物業服務顧問有限公司), a company incorporated under the laws of Hong Kong on 1 September 2000 with limited liability and an indirect wholly owned subsidiary of the Company
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issuing Mandate
“GGL”	Genesis Group Limited, a company incorporated in the BVI with limited liability on 3 May 2018 and owned as to 17.17%, 16.26%, 14.02%, 11.21%, 10.51%, 7.00%, 7.00%, 6.31%, 5.61% and 4.91% by Mr. Lee Siu Wah Albert, Mr. Poon Kin Leung, Mr. Wu Ka Chai, Mr. Lai Wai Man, Mr. Wong Wai Hung, Mr. Ho Io Tong, Mr. Lam Siu Hung Christopher, Mr. Tang Kin Sing, Mr. Wong King Cheung and Mr. Poon Sing Chit, respectively
“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 People’s Republic of China
“Housing Department”	the Hong Kong Housing Department of the government of Hong Kong, an executive arm of the Hong Kong Housing Authority which is responsible for the management of public housing in Hong Kong
“Issuing Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	5 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Date”	11 December 2018, on which dealings in the Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the total number of which shall not exceed 10% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by SFC, as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD

Creative Enterprise Holdings Limited
創毅控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3992)

Executive Directors:

Mr. Poon Kin Leung (*Chairman*)
Mr. Lee Siu Wah Albert (*Chief Executive Officer*)
Mr. Lam Siu Hung Christopher
Mr. Wong King Cheung
Mr. Lai Wai Man
Mr. Wu Ka Chai

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Independent Non-executive Directors:

Mr. Wong Chung Kin Quentin
Mr. Tang Yiu Ming
Mr. Wong Si Yuen

*Head office and principal place of
business in Hong Kong:*

Units E & F, 25/F, Block 2
Vigor Industrial Building
49–53 Ta Chuen Ping Street
Kwai Chung
New Territories
Hong Kong

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES,
(2) PROPOSED RE-ELECTION OF DIRECTORS,
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information on the resolutions to be proposed at the AGM regarding (a) the grant to the Directors of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by ordinary resolutions of the Shareholders passed on 15 November 2018; (b) the re-election of the retiring Directors; and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

LETTER FROM THE BOARD

PROPOSED GRANT OF ISSUING MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions of the Shareholders passed on 15 November 2018, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; and (b) a general and unconditional mandate to repurchase Shares with an aggregate number not exceeding 10% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the total number of the issued Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issuing Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the total number of the issued Shares of the Company on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the total number of the issued Shares of the Company on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issuing Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of the above resolutions is set out in the resolutions numbered 4 to 6 in the notice of the AGM contained on pages 15 to 18 of this circular.

Each of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to article 84 of the Articles of Association, at least one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring director shall be eligible for re-election. Accordingly, Mr. Poon Kin Leung, Mr. Lee Siu Wah Albert and Mr. Wu Ka Chai shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Particulars of each of the retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

AGM

A notice of the AGM is set out on pages 15 to 18 of this circular.

At the AGM, resolutions will be proposed to the Shareholders to be considered at the AGM, including: (a) the grant to the Directors of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by ordinary resolutions of the Shareholders passed on 15 November 2018; and (b) the re-election of the retiring Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM in person, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from Thursday, 11 July 2019) as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries,

LETTER FROM THE BOARD

confirm that to the best of their knowledge and belief the information contained in this circular 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 misleading.

RECOMMENDATION

The Board (including all independent non-executive Directors) consider that the proposed resolutions set out in the notice of the AGM including (a) the grant to the Directors of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by ordinary resolutions of the Shareholders passed on 15 November 2018; and (b) the re-election of the retiring Directors, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
Creative Enterprise Holdings Limited
POON Kin Leung
Chairman and Executive Director

Hong Kong, 11 July 2019

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the SFC subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 500,000,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the total number of the issued Shares of the Company on the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 50,000,000 Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which is expected to be convened on or before 30 September 2020.

FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands, which may include distributable profits of the Company.

REASONS FOR REPURCHASES

The Directors believe that the ability to repurchase Shares is in the interests of the Company and the Shareholders as a whole. Such repurchases may, depending on circumstances, result in an increase in the net assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has a present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a repurchase of Shares, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, the following shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Number of Shares held (L) (Note 1)	Capacity and nature of interest	Approximate percentage of shareholding in the Company	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
GGL (Note 2)	267,562,500	Beneficial owner	53.51%	59.46%
Mr. Lee Siu Wah Albert (Note 2)	267,562,500	Interest of a controlled corporation	53.51%	59.46%
Ms. Chiu Yuet Ying Jennifer (Note 3)	267,562,500	Interest of spouse	53.51%	59.46%
Mr. Poon Kin Leung (Note 2)	267,562,500	Interest of a controlled corporation	53.51%	59.46%
Ms. Poon Tang Hou Chi (Note 4)	267,562,500	Interest of spouse	53.51%	59.46%
Mr. Wu Ka Chai (Note 2)	267,562,500	Interest of a controlled corporation	53.51%	59.46%
Ms. Chiu Shuk Yi Lydia (Note 5)	267,562,500	Interest of spouse	53.51%	59.46%
Mr. Lai Wai Man (Note 2)	267,562,500	Interest of a controlled corporation	53.51%	59.46%
Ms. Wong Pui Yan (Note 6)	267,562,500	Interest of spouse	53.51%	59.46%
Mr. Wong Wai Hung (Note 2)	267,562,500	Interest of a controlled corporation	53.51%	59.46%
Ms. Lai Kam Ho Rose (Note 7)	267,562,500	Interest of spouse	53.51%	59.46%
Mr. Ho Io Tong (Note 2)	267,562,500	Interest of a controlled corporation	53.51%	59.46%
Ms. Cheng Shun Wa Esther (Note 8)	267,562,500	Interest of spouse	53.51%	59.46%
Mr. Lam Siu Hung Christopher (Note 2)	267,562,500	Interest of a controlled corporation	53.51%	59.46%
Ms. Kwok Kuen (Note 9)	267,562,500	Interest of spouse	53.51%	59.46%
Mr. Tang Kin Sing (Note 2)	267,562,500	Interest of a controlled corporation	53.51%	59.46%
Ms. Ma Wai Kwan (Note 10)	267,562,500	Interest of spouse	53.51%	59.46%
Mr. Wong King Cheung (Note 2)	267,562,500	Interest of a controlled corporation	53.51%	59.46%

Name	Number of Shares held (L) (Note 1)	Capacity and nature of interest	Approximate percentage of shareholding in the Company	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Ms. Lam Siu Fong (Note 11)	267,562,500	Interest of spouse	53.51%	59.46%
Mr. Poon Sing Chit (Note 2)	267,562,500	Interest of a controlled corporation	53.51%	59.46%
Ms. Chan Miu Hung (Note 12)	267,562,500	Interest of spouse	53.51%	59.46%
Ms. So Yee Nga, Eva	32,812,500	Beneficial owner	6.56%	7.29%

Notes:

- The letter "L" denotes long position in ordinary Shares in the Company.
- The issued shares of GGL are owned as to approximately 17.17%, 16.26%, 14.02%, 11.21%, 10.51%, 7.00%, 7.00%, 6.31%, 5.61% and 4.91% by Mr. Lee Siu Wah Albert, Mr. Poon Kin Leung, Mr. Wu Ka Chai, Mr. Lai Wai Man, Mr. Wong Wai Hung, Mr. Ho Io Tong, Mr. Lam Siu Hung Christopher, Mr. Tang Kin Sing, Mr. Wong King Cheung and Mr. Poon Sing Chit respectively. Pursuant to the Acting in Concert Confirmation, each of the said persons confirm their acting-in-concert agreement. Under the SFO, each of Mr. Lee Siu Wah Albert, Mr. Poon Kin Leung, Mr. Wu Ka Chai, Mr. Lai Wai Man, Mr. Wong Wai Hung, Mr. Ho Io Tong, Mr. Lam Siu Hung Christopher, Mr. Tang Kin Sing, Mr. Wong King Cheung and Mr. Poon Sing Chit is taken to be interested in the Shares beneficially owned by GGL.
- Ms. Chiu Yuet Ying Jennifer is the spouse of Mr. Lee Siu Wah Albert. Under the SFO, she is taken to be interested in the Shares in which Mr. Lee Siu Wah Albert is interested.
- Ms. Poon Tang Hou Chi is the spouse of Mr. Poon Kin Leung. Under the SFO, she is taken to be interested in the Shares in which Mr. Poon Kin Leung is interested.
- Ms. Chiu Shuk Yi Lydia is the spouse of Mr. Wu Ka Chai. Under the SFO, she is taken to be interested in the Shares in which Mr. Wu Ka Chai is interested.
- Ms. Wong Pui Yan is the spouse of Mr. Lai Wai Man. Under the SFO, she is taken to be interested in the Shares in which Mr. Lai Wai Man is interested.
- Ms. Lai Kam Ho Rose is the spouse of Mr. Wong Wai Hung. Under the SFO, she is taken to be interested in the Shares in which Mr. Wong Wai Hung is interested.
- Ms. Cheng Shun Wa Esther is the spouse of Mr. Ho Io Tong. Under the SFO, she is taken to be interested in the Shares in which Mr. Ho Io Tong is interested.
- Ms. Kwok Kuen is the spouse of Mr. Lam Siu Hung Christopher. Under the SFO, she is taken to be interested in the Shares in which Mr. Lam Siu Hung Christopher is interested.

10. Ms. Ma Wai Kwan is the spouse of Mr. Tang Kin Sing. Under the SFO, she is taken to be interested in the Shares in which Mr. Tang Kin Sing is interested.
11. Ms. Lam Siu Fong is the spouse of Mr. Wong King Cheung. Under the SFO, she is taken to be interested in the Shares in which Mr. Wong King Cheung is interested.
12. Ms. Chan Miu Hung is the spouse of Mr. Poon Sing Chit. Under the SFO, she is taken to be interested in the Shares in which Mr. Poon Sing Chit is interested.

On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Directors are not aware of any consequences of such repurchases of Shares that would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not repurchase the Shares if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

SHARE REPURCHASE MADE BY THE COMPANY

Saved as disclosed herein, the Company had not repurchased any Shares in the six months period preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the period from the Listing Date to the Latest Practicable Date are as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
December (from the Listing Date)	1.04	0.80
2019		
January	0.98	0.89
February	0.95	0.91
March	1.00	0.92
April	1.13	0.92
May	0.96	0.91
June	0.99	0.92
July (up to the Latest Practicable Date)	0.93	0.92

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

Executive Director

Mr. Poon Kin Leung (潘建良), aged 64, was appointed as a Director on 16 May 2018 and was designated as an executive Director and the chairman of the Board on 26 June 2018. Mr. Poon is also one of the controlling shareholders of the Company. He is responsible for strategic planning and the overall management and supervision of the Group.

Mr. Poon acted as one of the first directors of Creative Property on 11 September 2000. He has been further appointed as a managing director of Creative Property since July 2001. Prior to working in Creative Property, Mr. Poon worked in Sun Wui Ku-cheng Association Primary School as a teacher from September 1976 to February 1979. From February 1979 to October 2001, Mr. Poon worked in the Housing Department with the last position as an assistant housing manager.

Mr. Poon has around 40 years of experience in the property management and maintenance industries. He has been the chairman of the Hong Kong Association of Property Services Agents since June 2006.

Mr. Poon obtained a teacher's certificate of two-year full-time course from Northcote College of Education, Education Department, Hong Kong in July 1976. He completed the certificate course in housing management offered by the Department of Extra-mural Studies of The University of Hong Kong in August 1986. He was admitted as a member of the Institute of Housing in October 1988. Mr. Poon also obtained a master's degree in housing management from The University of Hong Kong in November 1996. Mr. Poon was registered as a professional housing manager of the Housing Managers Registration Board in September 2004.

Mr. Lee Siu Wah Albert (李兆華), aged 54, was appointed as a Director on 16 May 2018 and was designated as an executive Director on 26 June 2018. Mr. Lee is also one of the controlling shareholders of the Company. Mr. Lee is the chief executive officer of the Group and is responsible for corporate running, public and private property management, and supervision of the Group.

Mr. Lee acted as one of the first directors of Creative Property on 11 September 2000. He has been further appointed as the deputy managing director of Creative Property since November 2014 and has been responsible for overseeing corporate and private property management. Mr. Lee has around 22 years of experience in the property management industry. Prior to working in Creative Property, Mr. Lee worked in the Department of Health of the Government as a dental therapist from November 1989 to March 1996. He then worked in the Housing Department as a housing officer from March 1996 to November 2001.

Mr. Lee obtained a certificate of professional in dental therapist from the Government of Hong Kong Department of Health in March 1990. He obtained a bachelor's degree in social sciences from The Open Learning Institute of Hong Kong (currently known as The Open University of Hong Kong) in December 1995. Mr. Lee obtained a continuing education certificate in property management from the City University of Hong Kong in March 1999. Mr. Lee obtained a national certificate in property management from the Chartered Institute of Housing in March 2000. He obtained a diploma in housing management from the School of Professional and Continuing Education of The University of Hong Kong (HKU SPACE) in September 2003. He was admitted as a member of the Hong Kong Institute of Housing in August 2005.

Mr. Wu Ka Chai (胡家齊), aged 59, was appointed as a Director on 16 May 2018 and was designated as an executive Director on 26 June 2018. Mr. Wu is also one of the controlling shareholders of the Company. He is responsible for regional public property management and overall cleaning operations of the Group.

Mr. Wu acted as one of the first directors of Creative Property on 11 September 2000. He worked as the area manager of Creative Property from July 2007 to December 2009. He has been appointed as a senior area manager for management of Creative Property since January 2010. Mr. Wu has around 25 years of experience in the property management industry. Prior to working in Creative Property, Mr. Wu worked as a customs officer in the Customs and Excise Department of Hong Kong from June 1982 to August 1989. From August 1989 to October 1993, Mr. Wu worked as a clerical officer in the Government Secretariat. He worked as a housing officer in the Housing Department from October 1993 to June 2001.

Mr. Wu obtained a certificate in accountancy from the Vocational Training Council for completing a two-year part-time evening post-secondary 5 course in July 1991. He also obtained a continuing education certificate in property management from the City University of Hong Kong in June 1999. Mr. Wu obtained a diploma in housing management from the School of Professional and Continuing Education of The University of Hong Kong (HKU SPACE) in September 2002.

NOTICE OF AGM

Creative Enterprise Holdings Limited

創毅控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3992)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Creative Enterprise Holdings Limited (the “**Company**”) will be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, on 15 August 2019 (Thursday), at 2:30 p.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements together with the directors’ report and the independent auditor’s report of the Company for the year ended 31 March 2019.
2.
 - (a) To re-elect Mr. Poon Kin Leung as an executive director of the Company.
 - (b) To re-elect Mr. Lee Siu Wah Albert as an executive director of the Company.
 - (c) To re-elect Mr. Wu Ka Chai as an executive director of the Company.
 - (d) To authorise the board of directors of the Company (the “**Directors**”) to fix the Directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (iv) a specific authority granted by the shareholders of the Company (the “**Shareholders**”) in general meeting, shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or

NOTICE OF AGM

having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

6. **“THAT** conditional upon the ordinary resolutions set out in paragraphs 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 4 of the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general

NOTICE OF AGM

mandate of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.”

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

Hong Kong, 11 July 2019

Notes:

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) (the “AGM”) shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which will be relocated to Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from Thursday, 11 July 2019) not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from 12 August 2019 to 15 August 2019, both days inclusive, during which period no transfer of shares will be registered. In order to determine the eligibility of the Shareholders who are entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which will be relocated to Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from Thursday, 11 July 2019) not later than 4:30 p.m. on 9 August 2019.
4. According to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to the proposed resolutions numbered 2, 4 to 6 in this notice, a circular giving details of the re-election of Directors and the general mandates to issue and to repurchase shares of the Company will be despatched to the Shareholders. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
6. As at the date of this notice, 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; Mr. Wong Chung Kin Quentin, Mr. Tang Yiu Ming and Mr. Wong Si Yuen as independent non-executive Directors.