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## **DISCLOSEABLE TRANSACTION**

### **ON-MARKET PURCHASES OF COSMOPOLITAN SHARES**

During the period from 26 June 2015 to 30 December 2015, the Regal Group purchased a total of 263,460,000 Cosmopolitan Shares on the Stock Exchange at a total consideration of approximately HK\$89.4 million.

As a result of the Acquisition, the interest of the Paliburg Group held in Cosmopolitan Shares increased from approximately 64.3% as at 25 June 2015 to approximately 70.5% as at 30 December 2015.

Regal Hotels is a listed subsidiary of the Company and Paliburg. Paliburg is a listed subsidiary of the Company. The Acquisition constitutes a discloseable transaction for the Company subject to reporting and announcement requirements under the Listing Rules.

### **THE ACQUISITION**

During the period from 26 June 2015 to 30 December 2015, the Regal Group purchased a total of 263,460,000 Cosmopolitan Shares on the Stock Exchange at a total consideration of approximately HK\$89.4 million.

The Acquisition took place on-market and the Company is not aware of the identities of the related sellers. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the sellers are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

### **INFORMATION ON COSMOPOLITAN SHARES**

As a result of the Acquisition, the interest of the Paliburg Group held in Cosmopolitan Shares increased from approximately 64.3% as at 25 June 2015 to approximately 70.5% as at 30 December 2015.

The Cosmopolitan Group is principally engaged in property development and investment, investment in financial assets and other investments.

The table below sets out the loss before and after tax of the Cosmopolitan Group for the six months ended 30 June 2015, the year ended 31 December 2014, the nine months ended 31 December 2013 and the year ended 31 March 2013, according to the 2015 interim report of Cosmopolitan, the 2014 annual report of Cosmopolitan and the 2013 annual report of Cosmopolitan:

	<b>For the six months ended 30 June 2015 HK\$' million (Unaudited)</b>	<b>For the year ended 31 December 2014 HK\$' million (Audited)</b>	<b>For the nine months ended 31 December 2013 HK\$' million (Audited)</b>	<b>For the year ended 31 March 2013 HK\$' million (Audited)</b>
Loss before tax	164.0	127.2	88.7	52.8
Loss after tax	164.0	127.4	88.2	52.8

According to the 2015 interim report of Cosmopolitan, the unaudited net assets of the Cosmopolitan Group amounted to approximately HK\$1,348.8 million as at 30 June 2015, representing approximately HK\$0.20 per share (based on approximately 4,250.5 million Cosmopolitan Shares and approximately 2,346.0 million convertible preference shares of Cosmopolitan in issue as at 30 June 2015).

#### **REASON FOR AND BENEFIT OF THE ACQUISITION**

The Company, through its subsidiaries, is principally engaged in property development and investment, construction and building related businesses, hotel ownership, hotel operation and management, asset management, aircraft ownership and leasing business and other investments including financial assets investments.

The Acquisition on-market provided an opportunity for the Group to further increase its interest in Cosmopolitan, through the Paliburg Group, at market prices. The Group anticipates that as the asset portfolio of the Cosmopolitan Group matures over time, the Group will benefit from the revenues and profits expected to be generated by Cosmopolitan Group. The Directors consider that the terms of the Acquisition are fair and reasonable and in the interests of the Company and its shareholders as a whole.

#### **LISTING RULES IMPLICATIONS**

Cosmopolitan is a listed subsidiary of P&R which is a subsidiary of Paliburg and a 50% joint venture of Regal Hotels. Regal Hotels is a listed subsidiary of the Company and Paliburg. Paliburg is a listed subsidiary of the Company.

As one applicable percentage ratio in respect of the Acquisition is more than 5% but all of the applicable percentage ratios are less than 25% for the Company, the Acquisition

constitutes a discloseable transaction for the Company subject to reporting and announcement requirements under the Listing Rules.

## **DEFINITIONS**

“Acquisition”	the purchase of a total of 263,460,000 Cosmopolitan Shares on the Stock Exchange during the period from 26 June 2015 to 30 December 2015
“Board”	the board of Directors
“Company”	Century City International Holdings Limited, a company incorporated in Bermuda and whose issued ordinary shares are listed on the Main Board of the Stock Exchange (Stock Code: 355)
“Cosmopolitan”	Cosmopolitan International Holdings Limited, a company incorporated in Cayman Islands and whose issued ordinary shares are listed on the Main Board of the Stock Exchange (Stock Code: 120)
“Cosmopolitan Group”	Cosmopolitan and its subsidiaries
“Cosmopolitan Share(s)”	ordinary share(s) of par value HK\$0.002 each in the capital of Cosmopolitan
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“P&R”	P&R Holdings Limited, a joint venture owned by a wholly-owned subsidiary of Paliburg and a wholly-owned subsidiary of Regal Hotels as to 50% each
“Paliburg”	Paliburg Holdings Limited, a company incorporated in Bermuda and whose issued ordinary shares are listed on the Main Board of the Stock Exchange (Stock Code: 617)
“Paliburg Group”	Paliburg and its subsidiaries

“percentage ratio(s)”	the percentage ratio(s) calculated based on the requirements under the Listing Rules
“Regal Group”	Regal Hotels and its subsidiaries
“Regal Hotels”	Regal Hotels International Holdings Limited, a company incorporated in Bermuda and whose issued ordinary shares are listed on the Main Board of the Stock Exchange (Stock Code: 78)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board  
**Century City International Holdings Limited**  
**Eliza Lam Sau Fun**  
Secretary

Hong Kong, 30 December 2015

As at the date of this announcement, the Board comprises the following members:

**Executive Directors:**

Mr. LO Yuk Sui  
*(Chairman and Chief Executive Officer)*  
Mr. Jimmy LO Chun To *(Vice Chairman)*  
Miss LO Po Man *(Vice Chairman)*  
Mr. Kenneth NG Kwai Kai  
*(Chief Operating Officer)*  
Mr. Donald FAN Tung  
Mr. Kelvin LEUNG So Po

**Independent non-executive Directors:**

Mr. Anthony CHUANG  
Mr. NG Siu Chan  
Mr. WONG Chi Keung