

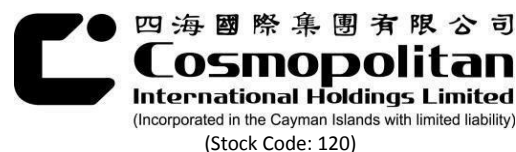
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DISCLOSEABLE TRANSACTION



DISCLOSEABLE TRANSACTION



MAJOR TRANSACTION

RH International Finance Limited

(Incorporated in the British Virgin Islands with limited liability)
(Stock Code: 5425 & 5687)

AMENDMENT TO TERMS OF LOAN AGREEMENT

On 30 September 2018, the Lender, a wholly-owned subsidiary of Cosmopolitan, and the Borrower entered into the Loan Facility Amendment Agreement, pursuant to which the Lender and the Borrower agreed to amend the repayment date of the Loan Facility in the principal amount of RMB100,000,000 from 30 September 2018 to 20 November 2018. All other terms of the Loan Agreement remain unchanged. The Loan Facility (as extended) bears interest at a rate of 18% per year. The outstanding loan and interest accrued under the Loan Agreement (as amended by the Loan Facility Amendment Agreement) will be repayable by the Borrower on 20 November 2018.

The Lender, also referred to as “Cosmopolitan Subsidiary” in the Previous Announcements, is a party to the Possible JV Investment under the Deposit Agreement and the Deposit (Supplemental) Agreement. The Borrower, also referred to as the “Target Company” in the Previous Announcements, is controlled by the Potential JV Partner. It is also a party to the Possible JV Investment under the Deposit Agreement and the Deposit (Supplemental) Agreement. A total sum of RMB170,000,000 has been paid by the Lender as deposit to the Target Company in respect of the Possible JV Investment. Moreover, the

Lender has granted the Loan Facility in a principal amount of RMB100,000,000 (the repayment date of which has been extended by the Loan Facility Amendment Agreement) and the Second Loan Facility in a principal amount of RMB50,000,000 to the Borrower as announced in the Previous Announcements.

For each of Century City and Paliburg, the transactions under the Loan Agreement (as amended by the Loan Facility Amendment Agreement), the Deposit Agreement and the Deposit (Supplemental) Agreement constitute a discloseable transaction under Chapter 14 of the Listing Rules. Such transactions, when further aggregated with the Second Loan Facility under the Second Loan Agreement, still constitute a discloseable transaction under Chapter 14 of the Listing Rules for each of Century City and Paliburg. Hence, the transactions under the Loan Agreement (as amended by the Loan Facility Amendment Agreement), the Deposit Agreement and the Deposit (Supplemental) Agreement are subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

For Cosmopolitan, the transactions under the Loan Agreement (as amended by the Loan Facility Amendment Agreement), the Deposit Agreement and the Deposit (Supplemental) Agreement constitute a major transaction under Chapter 14 of the Listing Rules. Such transactions, when further aggregated with the Second Loan Facility under the Second Loan Agreement, still constitute a major transaction under Chapter 14 of the Listing Rules for Cosmopolitan. Hence, the transactions under the Loan Agreement (as amended by the Loan Facility Amendment Agreement), the Deposit Agreement and the Deposit (Supplemental) Agreement are subject to reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules. To the best of the knowledge, information and belief of the Cosmopolitan Directors having made all reasonable enquiry, the Target Company and its associates (including the Potential JV Partner) do not have interests in any Cosmopolitan Shares at the date of this joint announcement. No Cosmopolitan Shareholder is required to abstain from voting if Cosmopolitan were to convene a general meeting for the requisite approval by the Cosmopolitan Shareholders. The Closely-Allied Cosmopolitan Shareholders Group holding collectively approximately 74.5% of Cosmopolitan Shares in issue have issued a written approval for the transactions contemplated under the Deposit Agreement, the Deposit (Supplemental) Agreement, the Loan Agreement (as amended by the Loan Facility Amendment Agreement) and the Second Loan Agreement in lieu of an approval given by a majority vote at a general meeting of Cosmopolitan Shareholders.

As announced in the Previous Announcements, Cosmopolitan will despatch a circular containing, among other things, further information of the transactions under the Loan Agreement (as amended by the Loan Facility Amendment Agreement), the Second Loan Agreement, the Deposit Agreement and the Deposit (Supplemental) Agreement and other information as required under the Listing Rules to the Cosmopolitan Shareholders for information on or before 22 October 2018 in accordance with the Listing Rules.

This joint announcement is made by Century City, Paliburg, Regal, RH International and Cosmopolitan pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and

Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Negotiation in respect of the Possible JV Investment among the parties is underway and the Formal Agreement in respect of the Possible JV Investment has not yet been settled by the parties. The Possible JV Investment remains subject to the negotiation and execution of the Formal Agreement which may or may not occur. The holders of the securities and potential investors of Century City, Paliburg, Regal, RH International and Cosmopolitan are advised to exercise caution when dealing in the securities of Century City, Paliburg, Regal, RH International and Cosmopolitan.

** for identification purpose only*

Capitalised terms in this joint announcement have the same meanings as in (i) the joint announcements dated 17 August 2018, 3 September 2018 and 20 September 2018 issued by Century City International Holdings Limited (“**Century City**”), Paliburg Holdings Limited (“**Paliburg**”), Regal Hotels International Holdings Limited (“**Regal**”), RH International Finance Limited (“**RH International**”), a wholly owned subsidiary of Regal, and Cosmopolitan International Holdings Limited (“**Cosmopolitan**”) in respect of, among other things, the Possible JV Investment, the Deposit Agreement, the Deposit (Supplemental) Agreement, the Loan Agreement and the Second Loan Agreement; and (ii) the announcement dated 24 September 2018 issued by Cosmopolitan in respect of the delay in the despatch of the circular (collectively, the “**Previous Announcements**”).

LOAN FACILITY AMENDMENT AGREEMENT

On 30 September 2018, the Lender, a wholly-owned subsidiary of Cosmopolitan, and the Borrower entered into an amendment agreement in respect of the Loan Facility (the “**Loan Facility Amendment Agreement**”), pursuant to which the Lender and the Borrower agreed to amend the repayment date of the Loan Facility in the principal amount of RMB100,000,000 from 30 September 2018 to 20 November 2018. All other terms of the Loan Agreement remain unchanged. The principal terms of the Loan Facility Amendment Agreement and of the Loan Facility (as extended) are set out as below:

Date : 30 September 2018

Lender : 成都富薈實業有限公司 (Chengdu Fuhui Company Limited*), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of Cosmopolitan.

The Lender, also referred to as “Cosmopolitan Subsidiary” in the Previous Announcements, is a party to the Possible JV Investment under the Deposit Agreement and the Deposit (Supplemental) Agreement. A total sum of RMB170,000,000 has been paid by the Lender as deposit to the Target Company in respect of the Possible

JV Investment. Moreover, the Lender has granted the Loan Facility in a principal amount of RMB100,000,000 (the repayment date of which has been extended by the Loan Facility Amendment Agreement) and the Second Loan Facility in a principal amount of RMB50,000,000 to the Borrower as announced in the Previous Announcements.

Borrower : 遠成物流股份有限公司 (Yuancheng Logistics Company Limited*), a company incorporated in the PRC. The principal business activities of the Borrower are the provision of contract logistics and express delivery services and the development and operation of logistics parks in the PRC.

The Borrower, also referred to as the “Target Company” in the Previous Announcements, is controlled by the Potential JV Partner. It is also a party to the Possible JV Investment under the Deposit Agreement and the Deposit (Supplemental) Agreement. As previously announced in the Previous Announcements, the Lender is considering to make the Possible JV Investment in the Borrower. Save as aforesaid, to the best of the knowledge, information and belief of Century City Directors, Paliburg Directors and Cosmopolitan Directors, having made all reasonable enquiries, the Borrower and its ultimate beneficial owners are third parties independent of Century City, Paliburg and Cosmopolitan and their connected persons, respectively.

Principal amount : RMB100,000,000.

Interest rate : At 18% per year

Repayment date : 20 November 2018 (as extended)

Use of proceeds : Working capital

Loan security : The Loan Facility (as extended) is secured by equity pledge over certain PRC companies associated with the Potential JV Partner, guarantees provided by the Potential JV Partner and certain associates of the Potential JV Partner, and pledge over receivables of the Target Company and certain associates of the Potential JV Partner. Certain of the above security pool also cross-secures the obligations and liabilities of the Borrower under the Deposit Agreement, the Deposit (Supplemental) Agreement and the Second Loan Agreement.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The terms of the Loan Facility Amendment Agreement (including the interest rate) were arrived at by the parties thereto after arm's length negotiations, with reference to prevailing commercial practice and the amount of the Loan Facility.

The Loan Facility, as extended, is in addition to the Second Loan Facility already granted to and utilized by the Borrower under the Second Loan Agreement and the sum of RMB170,000,000 paid as deposit to the Target Company under the Deposit Agreement as amended by the Deposit (Supplemental) Agreement. Further details of the Possible JV Investment, the Deposit Agreement, the Deposit (Supplemental) Agreement, the Loan Agreement and the Second Loan Agreement are set out in the Previous Announcements.

Having considered the financial background of the Borrower, the interest income to be received from it, the security for the Loan Facility and the facilitation to the further negotiation of the Formal Agreement, Century City Directors, Paliburg Directors and Cosmopolitan Directors consider that the terms of the Loan Facility Amendment Agreement are fair and reasonable, and that the extension of the repayment date of the Loan Facility is in the interests of Century City, Paliburg and Cosmopolitan and their shareholders as a whole, respectively.

LISTING RULES IMPLICATIONS

For each of Century City and Paliburg, the transactions under the Loan Agreement (as amended by the Loan Facility Amendment Agreement), the Deposit Agreement and the Deposit (Supplemental) Agreement constitute a discloseable transaction under Chapter 14 of the Listing Rules. Such transactions, when further aggregated with the Second Loan Facility under the Second Loan Agreement still constitute a discloseable transaction under Chapter 14 of the Listing Rules for each of Century City and Paliburg. Hence, the transactions under the Loan Agreement (as amended by the Loan Facility Amendment Agreement), the Deposit Agreement and the Deposit (Supplemental) Agreement are subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

For Cosmopolitan, the transactions under the Loan Agreement (as amended by the Loan Facility Amendment Agreement), the Deposit Agreement and the Deposit (Supplemental) Agreement constitute a major transaction under Chapter 14 of the Listing Rules. Such transactions, when further aggregated with the Second Loan Facility under the Second Loan Agreement still constitute a major transaction under Chapter 14 of the Listing Rules. Hence, for Cosmopolitan, the transactions under the Loan Agreement (as amended by the Loan Facility Amendment Agreement), the Deposit Agreement and the Deposit (Supplemental) Agreement are subject to reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules. To the best of the knowledge, information and belief of the Cosmopolitan Directors having made all reasonable enquiry, the Target Company and its associates (including the Potential JV Partner) do not have

interests in any Cosmopolitan Shares at the date of this joint announcement. No Cosmopolitan Shareholder is required to abstain from voting if Cosmopolitan were to convene a general meeting for the requisite approval by the Cosmopolitan Shareholders. The Closely-Allied Cosmopolitan Shareholders Group holding collectively approximately 74.5% of Cosmopolitan Shares in issue have issued a written approval for the transactions contemplated under the Deposit Agreement, the Deposit (Supplemental) Agreement, the Loan Agreement (as amended by the Loan Facility Amendment Agreement) and the Second Loan Agreement in lieu of an approval given by a majority vote at a general meeting of Cosmopolitan Shareholders.

As announced in the Previous Announcements, Cosmopolitan will despatch a circular containing, among other things, further information of the transactions under the Loan Agreement (as amended by the Loan Facility Amendment Agreement), the Second Loan Agreement, the Deposit Agreement and the Deposit (Supplemental) Agreement and other information as required under the Listing Rules to the Cosmopolitan Shareholders for information on or before 22 October 2018 in accordance with the Listing Rules.

The transactions under the Deposit Agreement, the Deposit (Supplemental) Agreement, the Loan Agreement (as amended by the Loan Facility Amendment Agreement) and the Second Loan Agreement are not made by Regal or any of its subsidiaries and do not constitute a notifiable transaction for Regal under Chapter 14 of the Listing Rules.

GENERAL

Century City Group 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.

Paliburg Group 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.

Cosmopolitan is a listed subsidiary of Paliburg and, through Paliburg, of Century City. Cosmopolitan Group is principally engaged in property development and investment, investment in financial assets and other investments.

This joint announcement is made by Century City, Paliburg, Regal, RH International and Cosmopolitan pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Negotiation in respect of the Possible JV Investment among the parties is underway and the Formal Agreement in respect of the Possible JV Investment has not yet been settled by the parties. The Possible JV Investment remains subject to the negotiation and execution of the Formal Agreement which may or may not occur. The holders of the securities and potential investors of Century City, Paliburg, Regal, RH International and Cosmopolitan are advised to exercise caution when dealing in the securities of Century City, Paliburg, Regal, RH International and Cosmopolitan.

By order of the board of directors of
Century City International Holdings Limited
Eliza Lam Sau Fun
Secretary

By order of the board of directors of
Paliburg Holdings Limited
Eliza Lam Sau Fun
Secretary

By order of the board of directors of
Regal Hotels International Holdings Limited
Eliza Lam Sau Fun
Secretary

By order of the board of directors of
Cosmopolitan International Holdings Limited
Eliza Lam Sau Fun
Secretary

By order of the board of directors of
RH International Finance Limited
Kenneth Ng Kwai Kai
Director

Hong Kong, 30 September 2018

As at the date of this joint announcement, the Century City 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
Ms. Winnie NG, JP
Mr. WONG Chi Keung

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

Executive directors:

Mr. LO Yuk Sui
(Chairman and Chief Executive Officer)
Mr. Jimmy LO Chun To
(Vice Chairman and Managing Director)
Mr. Donald FAN Tung
(Chief Operating Officer)
Miss LO Po Man
Mr. Kenneth NG Kwai Kai
Mr. Kenneth WONG Po Man

Independent non-executive directors:

Mr. Bowen Joseph LEUNG Po Wing, GBS, JP
Ms. Winnie NG, JP
Hon Abraham SHEK Lai Him, GBS, JP
Mr. WONG Chi Keung

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

Executive directors:

Mr. LO Yuk Sui
(Chairman and Chief Executive Officer)
Miss LO Po Man
(Vice Chairman and Managing Director)
Ms. Belinda YEUNG Bik Yiu
(Chief Operating Officer)
Mr. Donald FAN Tung
Mr. Jimmy LO Chun To
Mr. Kenneth NG Kwai Kai
Mr. Allen WAN Tze Wai

Non-executive director:

Dr. Francis CHOI Chee Ming, GBS, JP
(Vice Chairman)

Independent non-executive directors:

Ms. Alice KAN Lai Kuen
Professor Japhet Sebastian LAW
Ms. Winnie NG, JP
Mr. WONG Chi Keung

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

Executive directors:

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

Non-executive director:

Mr. Francis BONG Shu Ying

Independent non-executive directors:

Ms. Alice KAN Lai Kuen
Mr. LEE Choy Sang
Mr. David LI Ka Fai
Hon Abraham SHEK Lai Him, GBS, JP

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

Directors:

Mr. LO Yuk Sui

Mr. Donald FAN Tung

Mr. Jimmy LO Chun To

Miss LO Po Man

Mr. Kenneth NG Kwai Kai

Mr. Allen WAN Tze Wai

Ms. Belinda YEUNG Bik Yiu