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DISCLOSEABLE TRANSACTION

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SHARE SWAP AGREEMENTS

On 24 January 2019 (after trading hours), Valuegood entered into the Share Swap Agreements with the Swap Shareholders, pursuant to which Valuegood will swap its 350,000,000 Cosmopolitan Shares for a total of 200,000,000 Beijing SEIG Shares currently held by the Swap Shareholders.

The Share Swaps constitute a discloseable transaction for each of Century City and Paliburg, and are subject to the announcement requirement under Chapter 14 of the Listing Rules.

THE SHARE SWAP AGREEMENTS

On 24 January 2019 (after trading hours), Valuegood entered into the Share Swap Agreements with the Swap Shareholders, pursuant to which Valuegood will swap its 350,000,000 Cosmopolitan Shares for a total of 200,000,000 Beijing SEIG Shares currently held by the Swap Shareholders. Set out below is a summary of the principal terms and conditions of three Share Swap Agreements, the terms of which are similar to each other:

Dates of the Share Swap Agreements

The Share Swap Agreements were dated 24 January 2019.

Parties to the Share Swap Agreements

Each Share Swap Agreement was made between Valuegood on the one hand and each of the Swap Shareholders, being Hollyview International Limited, Orient Future Investments Limited and Mass Talent Financial Limited, on the other hand.

Assets subject to the Share Swap Agreements

Pursuant to the Share Swap Agreements made with the Swap Shareholders, Valuegood agreed to transfer a total of 350,000,000 Cosmopolitan Shares currently held by Valuegood for:

- (a) a total of 110,810,000 Beijing SEIG Shares currently held by Hollyview International Limited;
- (b) a total of 48,000,000 Beijing SEIG Shares currently held by Orient Future Investments Limited;
and
- (c) a total of 41,190,000 Beijing SEIG Shares currently held by Mass Talent Financial Limited.

The consideration for the swapping of 350,000,000 Cosmopolitan Shares for a total of 200,000,000 Beijing SEIG Shares was based on the agreed values of HK\$1.50 per Cosmopolitan Share and HK\$2.625 per Beijing SEIG Share. They were arrived at after arm's length commercial negotiations between the respective parties to the Share Swap Agreements with reference to, among other things, the recent market prices of Cosmopolitan Shares and Beijing SEIG Shares.

Conditions Precedent to, and Completion of, the Share Swaps

The Share Swaps under the Share Swap Agreements are conditional upon the satisfaction (or waiver) of the following Conditions Precedent:

- (a) the warranties given by the Swap Shareholders remaining true and correct and not misleading at all times from the dates of the Share Swap Agreements to the dates of their completion;
- (b) the warranties given by Valuegood remaining true and correct and not misleading at all times from the dates of the Share Swap Agreements to the dates of their completion;
- (c) the current listing of the Cosmopolitan Shares not having been withdrawn, the Cosmopolitan Shares continuing to be listed on the Stock Exchange prior to the date of completion of the relevant Share Swap Agreements and the Stock Exchange not having indicated that they will object to such listing and no circumstances existing based on which the SFC could exercise its powers to do so;
- (d) the current listing of the Beijing SEIG Shares not having been withdrawn, the Beijing SEIG Shares continuing to be listed on the Stock Exchange prior to the date of completion of the relevant Share Swap Agreements and the Stock Exchange not having indicated that they will object to such listing and no circumstances existing based on which the SFC could exercise its powers to do so; and
- (e) in relation to each Share Swap Agreement, the other Share Swap Agreements not having been terminated.

Completion of the Share Swap Agreements is expected to take place on or around 31 January 2019 (or such later date pursuant to the terms of the Share Swap Agreement).

INFORMATION ABOUT THE ASSETS SUBJECT TO THE SHARE SWAP AGREEMENTS

Swap Shares (Cosmopolitan)

The Swap Shares (Cosmopolitan) comprising 350,000,000 Cosmopolitan Shares represent approximately 7.9% of the issued ordinary shares of Cosmopolitan as at the date of this joint announcement. Cosmopolitan Group is principally engaged in property development and investment, investment in financial assets and other investments.

As at the date of this joint announcement, Cosmopolitan is a listed subsidiary of P&R Group (including Valuegood). Paliburg Group and Regal Group each owns 50% shareholding interests in P&R, and Regal itself is a listed subsidiary of Paliburg. Cosmopolitan is therefore a listed subsidiary of Paliburg, and, through Paliburg, of Century City.

The Cosmopolitan's consolidated profit/(loss) before and after tax for the past two financial years ended 31 December 2017 and 31 December 2016 are set out below:

	Financial year ended 31 December 2017 HK\$ million	Financial year ended 31 December 2016 HK\$ million
Consolidated profit/(loss) before tax		
- Continuing operations	42.4	(113.9)
- Discontinued operation	(6.1)	(2.7)
	36.3	(116.6)
Consolidated profit/(loss) after tax		
- Continuing operations	16.8	(113.9)
- Discontinued operation	(5.0)	(2.5)
	11.8	(116.4)

Based on 2018 interim report of Cosmopolitan, the net asset value per Cosmopolitan Share as at 30 June 2018 was HK\$0.22.

Based on the average closing price of Cosmopolitan Shares for the last 5 trading days before the date of this joint announcement at HK\$1.476 per Cosmopolitan Share, the Swap Shares (Cosmopolitan) were valued at HK\$516.6 million.

Swap Shares

The Swap Shares, comprising 200,000,000 Beijing SEIG Shares, represent approximately 15.3% of the issued shares of Beijing SEIG as at the date of this joint announcement. According to its recent annual report and interim report, Beijing SEIG is an investment holding company and its subsidiaries are principally engaged in air dome construction and operation, investment and operation of the sports and entertainment related business in the PRC, and the provision of air freight services in the wholesale market.

The consolidated loss before tax of Beijing SEIG for the past two financial years ended 31 December 2017 and 31 December 2016 were approximately HK\$7.9 million and approximately HK\$50.5 million. The consolidated loss after tax of Beijing SEIG for the same financial years ended 31 December 2017 and 31 December 2016 were approximately HK\$18.1 million and approximately HK\$52.1 million. The net asset value per Beijing SEIG Share as at 30 June 2018 was approximately HK\$0.33 based on the consolidated net asset value of Beijing SEIG and Beijing SEIG Shares in issue as at 30 June 2018 as set out in Beijing SEIG's recent interim report.

Based on the average closing price of Beijing SEIG Shares for the last 5 trading days before the date of this joint announcement at HK\$2.592 per Beijing SEIG Share, the 200,000,000 Beijing SEIG Shares were valued at HK\$518.4 million.

REASONS FOR, AND BENEFITS OF, THE SHARE SWAPS

In view of the substantial holding of the ordinary shares, convertible preference shares and convertible bonds of Cosmopolitan by the P&R Group, the Century City Board and the Paliburg Board considered that the Share Swaps under the Share Swap Agreements will help increase the public float of Cosmopolitan and will allow P&R to distribute such Swap Shares to its two shareholders, namely Paliburg Group and Regal Group by way of dividend declaration.

The Century City Directors consider that the terms of the Share Swap Agreements are fair and reasonable, and are in the interests of the Century City Group and the Century City's shareholders as a whole.

The Paliburg Directors consider that the terms of the Share Swap Agreements are fair and reasonable, and are in the interests of the Paliburg Group and the Paliburg's shareholders as a whole.

LISTING RULES IMPLICATIONS

To the best of the Century City Directors' knowledge, information and belief having made all reasonable enquiries, the Swap Shareholders and their ultimate beneficial owners are third parties independent of Century City and its connected persons.

To the best of the Paliburg Directors' knowledge, information and belief having made all reasonable enquiries, the Swap Shareholders and their ultimate beneficial owners are third parties independent of Paliburg and its connected persons.

As the highest of the relevant applicable percentage ratios set forth under Rule 14.07 of the Listing Rules in respect of the Share Swaps is less than 25% but more than 5% for each of Century City and Paliburg, the Share Swaps as a whole constitute a discloseable transaction for each of Century City and Paliburg and are subject to the announcement requirement 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.

DEFINITIONS

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

“Beijing SEIG”	Beijing Sports and Entertainment Industry Group Limited, a company incorporated in the Cayman Islands, whose issued shares are listed on the Main Board of the Stock Exchange (Stock Code: 1803)
“Beijing SEIG Shares”	the ordinary shares in the share capital of Beijing SEIG
“Century City “	Century City International Holdings Limited, a company incorporated in Bermuda with limited liability, the issued ordinary shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 355)
“Century City Board”	board of Century City Directors
“Century City Directors”	directors of Century City

“Century City Group”	Century City and its subsidiaries
“Completion”	the completion of the Share Swaps in accordance with the terms and conditions of the Share Swap Agreements
“Conditions Precedent”	the conditions precedent to Share Swaps as set out in the Share Swap Agreements
“connected person”	has the meaning ascribed to such term in the Listing Rules
“Cosmopolitan”	Cosmopolitan International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued ordinary shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 120)
“Cosmopolitan Group”	Cosmopolitan and its subsidiaries
“Cosmopolitan Shares”	ordinary shares in the share capital of Cosmopolitan
“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
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“P&R”	P&R Holdings Limited, a company owned as to 50% by Paliburg Group and 50% by Regal Group
“P&R Group”	P&R and its subsidiaries
“Paliburg”	Paliburg Holdings Limited, a company incorporated in Bermuda with limited liability, the issued ordinary shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 617)
“Paliburg Board”	board of Paliburg Directors
“Paliburg Directors”	directors of Paliburg
“Paliburg Group”	Paliburg and its subsidiaries
“PRC”	the People’s Republic of China which, for the purpose of this joint announcement, excludes Hong Kong and the Macau Special Administrative Region of the People’s Republic of China
“Regal”	Regal Hotels International Holdings Limited, a company incorporated in Bermuda with limited liability, the issued ordinary shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 78)
“Regal Group”	Regal and its subsidiaries
“SFC”	the Securities and Futures Commission

“Share Swap Agreements”	the three agreements entered into among the Swap Shareholders on the one hand and Valuegood on the other hand in respect of the Share Swaps dated 24 January 2019
“Share Swaps”	the transfers of the Swap Shares (Cosmopolitan) currently held by Valuegood for the Swap Shares currently held by the Swap Shareholders under the Share Swap Agreements
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Swap Shareholders”	together, Hollyview International Limited, Orient Future Investments Limited and Mass Talent Financial Limited, which are holding the Swap Shares as at the date of this joint announcement
“Swap Shares”	a total of 200,000,000 Beijing SEIG Shares, currently held by Swap Shareholders
“Swap Shares (Cosmopolitan)”	a total of 350,000,000 Cosmopolitan Shares, currently held by Valuegood
“Valuegood”	Valuegood International Limited, a wholly-owned subsidiary of P&R
“%”	per cent

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

Hong Kong, 24 January 2019

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