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DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE

On 28 April 2015, RHIL, a wholly-owned subsidiary of the Company, and Capital Merit, a wholly-owned subsidiary of Paliburg, entered into an agreement, pursuant to which each of the Group and the Paliburg Group has agreed to provide the Proposed Further Funding to the P&R Group (a 50-50 joint venture of the Group and the Paliburg Group). The total amount of the Proposed Further Funding is up to HK\$1,800 million and will be provided by the Group and the Paliburg Group in proportion to their respective equity interests in P&R Holdings in the maximum amount of HK\$900 million each.

During the period from 10 July 2014 to 23 December 2014, the Group provided the Guarantees to the P&R Group in proportion to its equity interest in P&R Holdings while the Paliburg Group also provided financial assistance to the P&R Group equivalent to the Guarantees on a several basis.

Paliburg, through its subsidiaries, holds approximately 65.7% of the issued share capital of the Company. P&R Holdings is a subsidiary of Paliburg. P&R Holdings is therefore a connected person of the Company under the Listing Rules. As the Group's provision of the Financial Assistance (comprising the Guarantees and the Proposed Further Funding) is on normal commercial terms and in proportion to the Company's equity interest in P&R Holdings, it is exempted from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Group's provision of the Financial Assistance constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

FINANCIAL ASSISTANCE

On 28 April 2015, RHIL, a wholly-owned subsidiary of the Company, and Capital Merit, a wholly-owned subsidiary of Paliburg, entered into an agreement, pursuant to which each of the Group and the Paliburg Group has agreed to provide the Proposed Further Funding to the P&R Group. The total amount of the Proposed Further Funding is up to HK\$1,800 million and will be provided by the Group and the Paliburg Group in proportion to their respective shareholdings in P&R Holdings in the maximum amount of HK\$900 million each by way of provision of security or guarantee (on a several basis) and/or shareholders' loan (on equal terms) on a revolving basis. Any shareholders' loan to be provided under the Proposed Further Funding shall be unsecured and repayable at such time as P&R Holdings, RHIL and Capital Merit may agree and shall bear no interest or an interest at an interest rate

of not more than 6% per annum. Any security or guarantee to be provided under the Proposed Further Funding shall be on such terms as agreed between RHIL, Capital Merit and P&R Holdings and subject to a fee of not more than 6% per annum.

During the period from 10 July 2014 to 23 December 2014, the Company provided to the P&R Group the Guarantees (on a several basis in proportion to the Group's equity interest in P&R Holdings) comprising corporate guarantees provided by the Company in favour of certain banks in relation to the banking facilities provided by the banks to Land Crown International Limited ("Land Crown"), Real Charm Investment Limited ("Real Charm") and Eminent Gold Investments Limited ("Eminent Gold") (each a wholly-owned subsidiary of P&R Holdings). During the same period at the relevant times, the Paliburg Group also provided financial assistance to the P&R Group equivalent to the Guarantees on a several basis.

Details of the Guarantees are set out below:

Date of provision of the Guarantees	Member of the P&R Group for which the Guarantees was provided	Attributable interest held by the Group	50% of the banking facilities granted to the P&R Group severally guaranteed by the Group <i>HK\$' million</i>	Term of the banking facilities granted to the P&R Group which are severally guaranteed by the Group
10 July 2014	Land Crown	50%	173.8 <i>(Note 1)</i>	For a period up to 36 months
17 September 2014	Real Charm	50%	- <i>(Note 2)</i>	For a period up to 6 months
23 December 2014	Eminent Gold	50%	7.5 <i>(Note 3)</i>	For a period up to 36 months
			181.3	

Notes:

- On 11 October 2013, the Company provided a corporate guarantee on a several basis in proportion to its equity interest in P&R Holdings for a bank loan of HK\$232.5 million (the "Old LC Loan") granted by a bank to Land Crown. The corporate guarantee provided by the Company in respect of the Old LC Loan of HK\$116.25 million in aggregate with certain other financial assistance provided by the Group to the P&R Group constituted a discloseable transaction for the Company and the Company published an announcement dated 18 October 2013 (the "2013 Announcement") accordingly. Upon maturity of the Old LC Loan on 11 July 2014, the Old LC Loan was refinanced by a new bank loan of HK\$580 million (the "New LC Loan") granted by two banks (one of which was the same bank which provided the Old LC Loan) to Land Crown which was also guaranteed by the Company on a several basis in proportion to its equity interest in P&R Holdings. The above guarantee amount of HK\$173.8 million represents 50% of the corporate guarantee in respect of the New LC Loan net of the Old LC Loan.

2. On 11 October 2013, the Company provided a corporate guarantee on a several basis in proportion to its equity interest in P&R Holdings for a bank loan of HK\$330.9 million (the "Old RC Loan") granted by a bank to Real Charm. The corporate guarantee provided by the Company in respect of the Old RC Loan of HK\$165.45 million in aggregate with certain other financial assistance provided by the Group to the P&R Group (including the Company's provision of the corporate guarantee in relation to the Old LC Loan described under note 1 above) constituted a discloseable transaction for the Company as set out in the 2013 Announcement.

On 11 July 2014, the Old RC Loan was repaid by shareholders' loans provided by each of the Group and the Paliburg Group under a revolving credit facility of up to HK\$1,000 million provided by each of the Group and the Paliburg Group in September 2013. Such revolving credit facility provided by the Group constituted a major transaction for the Company and was approved by the independent shareholders of the Company on 7 September 2013. Further details were set out in the Company's circular dated 22 August 2013. On 17 September 2014, a new bank loan of the same amount of HK\$330.9 million (the "New RC Loan") guaranteed by the Company on a several basis in proportion to its equity interest in P&R Holdings was granted by the same bank to Real Charm and was utilised to refinance the aforesaid shareholders' loans provided by each of the Group and the Paliburg Group. As there was no change between the amount of financial assistance provided by the Company in relation to the New RC Loan and the amount of the aforesaid shareholders' loan provided by the Company (which was utilised to repay the Old RC Loan), there was no incremental exposure to the Company arising from the corporate guarantee for the New RC Loan.

3. This represents the amount by which the corporate guarantee provided by the Company to the P&R Group, in aggregate with certain other corporate guarantees provided by the Company, exceeded the maximum capital commitment to P&R Holdings of HK\$1,900 million. Details of the maximum capital commitment were set out in the joint announcement of the Company, Century City and Paliburg dated 17 March 2011 and the Company's circular dated 8 April 2011.

REASONS FOR THE FINANCIAL ASSISTANCE

The Company, through its subsidiaries, is principally engaged in hotel ownership business undertaken through Regal REIT, hotel operation and management businesses, asset management of Regal REIT, property development and investment, including those undertaken through the joint venture in P&R Holdings and the interest in the retained houses in Regalia Bay in Stanley, and other investments including financial assets investments, and aircraft ownership and leasing business.

P&R Holdings is owned as to 50% by each of the Paliburg Group and the Group and is a 50%-owned joint venture of the Company. It is principally engaged in the development of real estate projects for sale and/or leasing and the undertaking of related investment and financing activities including the acquisition or making of any investments (directly or indirectly) in the securities of or interests in, or extending loans to, any private, public or listed corporations or undertakings that have interests in real estate projects or other financial activities where the underlying assets or security comprise real estate properties.

The Financial Assistance (consisting of the Guarantees and the Proposed Further Funding) as well as the equivalent financial assistance provided or to be provided by the Paliburg Group to the P&R Group is for the development of its businesses as stated in the preceding paragraph. The Directors consider

that the terms of the Financial Assistance are fair and reasonable and in the interests of the Company and its shareholders as a whole.

GENERAL

Paliburg, through its subsidiaries, holds approximately 65.7% of the issued share capital of the Company. P&R Holdings is owned as to 50% by a wholly-owned subsidiary of the Company and 50% by a wholly-owned subsidiary of Paliburg. P&R Holdings is therefore a connected person of the Company under the Listing Rules. As the Group's provision of the Financial Assistance (comprising the Guarantees and the Proposed Further Funding) is on normal commercial terms and in proportion to the Company's equity interest in P&R Holdings, it is exempted from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Apart from the Financial Assistance and the financial assistance provided by the Company to the P&R Group as set out in the circular of the Company dated 25 June 2014 which constituted a major transaction for the Company, the Group did not provide other financial assistance to the P&R Group in the past 12 months. Based on the applicable percentage ratios in respect of the Group's provision of the Financial Assistance, the Company's provision of the Financial Assistance constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

"Capital Merit"	Capital Merit Investments Limited, a wholly-owned subsidiary of Paliburg
"Century City"	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)
"Company"	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)
"Directors"	the directors of the Company
"Financial Assistance"	the Guarantees and the Proposed Further Funding collectively
"Group"	the Company and its subsidiaries
"Guarantees"	the several corporate guarantees provided by the Company in favour of certain banks in relation to banking facilities provided by such banks to the P&R Group as set out in the table under the section headed "Financial Assistance" in this announcement
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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, for the purpose of this announcement excluding the Group
“percentage ratios”	the percentage ratios calculated based on the requirements under Rule 14.07 of the Listing Rules
“Proposed Further Funding”	the proposed financial assistance totaling HK\$1,800 million to be provided by the Group and the Paliburg Group to the P&R Group in proportion to their respective shareholdings in P&R Holdings in the maximum amount of HK\$900 million each by way of provision of security or guarantee (on a several basis) and/or shareholders’ loan (on equal terms) pursuant to an agreement dated 28 April 2015 between RHIL and Capital Merit
“P&R Group”	P&R Holdings and its subsidiaries
“P&R Holdings”	P&R Holdings Limited, a joint venture established and owned by Capital Merit (a wholly-owned subsidiary of Paliburg) and RHIL (a wholly-owned subsidiary of the Company) as to 50% and 50% respectively
“Regal REIT”	Regal Real Estate Investment Trust, a collective investment scheme constituted as a unit trust and authorised under the Securities and Futures Ordinance subject to applicable conditions from time to time, the units of which are listed on the Stock Exchange (stock code: 1881)
“RHIL”	Regal Hotels Investments Limited, a wholly-owned subsidiary of Regal
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
Regal Hotels International Holdings Limited
Eliza Lam Sau Fun
Secretary

Hong Kong, 28 April 2015

As at the date of this announcement, the board of directors of the Company 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

Mr. NG Siu Chan

Mr. WONG Chi Keung