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(stock code: 355)

DISCLOSEABLE TRANSACTION



(stock code: 617)

VOLUNTARY ANNOUNCEMENT



(stock code: 78)

VOLUNTARY ANNOUNCEMENT

JOINT ANNOUNCEMENT

EXCHANGE OF PERPETUAL SECURITIES ISSUED BY AMTD GROUP

This joint announcement is made by Century City pursuant to Chapter 14 of the Listing Rules, and made by Paliburg and Regal on a voluntary basis.

DISPOSAL AND ACQUISITION

On 28 April 2020, Honormate (a wholly-owned subsidiary of Regal) received a Perpetual Securities Exchange Offer from AMTD International, inviting the Existing Perpetual Securities Holders to offer to exchange their Existing Perpetual Securities for New Perpetual Securities to be issued by AMTD International. The Perpetual Securities Exchange Offer is made to all Existing Perpetual Securities Holders on the terms and subject to the conditions prescribed in the Exchange Offer Memorandum issued by AMTD International.

On 6 May 2020, Honormate made an offer to exchange its holding of an aggregate principal amount of USD14.1 million (equivalent to approximately HK\$110.0 million) of the Existing Perpetual Securities (the “**Subject Existing Securities**”) for the New Perpetual Securities (USD) in the equivalent principal amount (the “**Subject New Securities**”).

Completion of the Perpetual Securities Exchange Offer is subject to certain conditions in the Exchange Offer Memorandum. Notwithstanding any other provision of the Exchange Offer Memorandum, whether the Offeror accepts any offers to the Perpetual Securities Exchange Offer from Existing Perpetual Securities Holders is at its sole and absolute discretion and it may decide not to accept a number, or all of, the offers to the Perpetual Securities Exchange Offer for any reason. If the Offeror decides to accept valid offers in the Perpetual Securities Exchange Offer, it will accept for exchange all Existing Perpetual Securities to which such offers relate.

If the offer made by Honormate is accepted in full, Honormate will dispose of the Subject Existing Securities held by it, and in exchange for such securities, will acquire the Subject New Securities.

LISTING RULES IMPLICATIONS

As the highest of the relevant applicable percentage ratios set forth under Rule 14.07 of the Listing Rules in respect of the Disposal and Acquisition contemplated under the Perpetual Securities Exchange Offer is more than 5% but is less than 25% for Century City and is less than 5% for each of Paliburg and Regal, the Disposal and Acquisition contemplated under the Perpetual Securities Exchange Offer constitute a discloseable transaction for Century City and are subject to the announcement requirement under Chapter 14 of the Listing Rules.

INTRODUCTION

Honormate (a wholly-owned subsidiary of Regal) currently holds certain Existing Perpetual Securities issued by AMTD Group in an aggregate principal amount of USD14.1 million (equivalent to approximately HK\$110.0 million) (i.e. the Subject Existing Securities). AMTD Group has granted a put option to Honormate, entitling Honormate to sell the Subject Existing Securities at an average put price of 90.7% of the nominal amount of the Subject Existing Securities; and Honormate has granted a call option to AMTD Group in respect of same securities, entitling AMTD Group to purchase the same securities at a sale price equal to the average put price plus USD60,000.

On 28 April 2020, Honormate received a Perpetual Securities Exchange Offer from AMTD International, inviting the Existing Perpetual Securities Holders to offer to exchange their Existing Perpetual Securities for New Perpetual Securities to be issued by AMTD International. The Perpetual Securities Exchange Offer is made to all Existing Perpetual Securities Holders on the terms and subject to the conditions prescribed in the Exchange Offer Memorandum issued by AMTD International.

On 6 May 2020, Honormate made an offer to exchange the Subject Existing Securities held by it of an aggregate principal amount of USD14.1 million (equivalent to approximately HK\$110.0 million) for the Subject New Securities in the equivalent principal amount.

Completion of the Perpetual Securities Exchange Offer is subject to certain conditions in the Exchange Offer Memorandum. Notwithstanding any other provision of the Exchange Offer Memorandum, whether the Offeror accepts any offers to the Perpetual Securities Exchange Offer from Existing Perpetual Securities Holders is at its sole and absolute discretion and it may decide not to accept a number, or all of, the offers to the Perpetual Securities Exchange Offer for any reason. If the Offeror decides to accept valid offers in the Perpetual Securities Exchange Offer, it will accept for exchange all Existing Perpetual Securities to which such offers relate.

If the offer made by Honormate is accepted in full, Honormate will dispose of the Subject Existing Securities held by it, and in exchange for such securities, will acquire the Subject New Securities.

On 6 May 2020, AMTD Group and Honormate also agreed to suspend the exercise of the call option and the put option in respect of the Subject Existing Securities held by Honormate and to terminate the call option and the put option upon the completion of the Perpetual Securities Exchange Offer.

TERMS OF THE PERPETUAL SECURITIES TRANSACTIONS

The major terms of the Perpetual Securities Transactions are set out as follows:

Date of Exchange 23 April 2020

Offer Memorandum:

Offeror: AMTD International

As at the date of this joint announcement, Century City Group was interested in a total of 21,704,538 AMTD Class A Shares, representing 34.8% and 8.8% of the total Class A ordinary shares and the total issued share capital of AMTD International respectively.

In addition, each of P&R (a subsidiary of Century City) and AMTD Properties (a wholly-owned subsidiary of AMTD Group) holds 50% equity interests in Dense Globe Investments Limited which indirectly owns a hotel located in Sheung Wan, Hong Kong. According to AMTD Group, Dense Globe Investments Limited is consolidated in the financial statements of AMTD Properties.

As of the date of this joint announcement, AMTD Properties was interested in 368,320,000 ordinary shares of Cosmopolitan, representing 8.3% of the total ordinary shares of Cosmopolitan and 5.4% of the total issued share capital of Cosmopolitan.

Save for the above and to the best of the knowledge, information and belief of the Century City Directors, Paliburg Directors and Regal Directors, after having made all reasonable enquiries, the Offeror and its ultimate beneficial owners are Independent Third Parties of Century City, Paliburg and Regal and their respective connected persons.

Exchange Ratio: Pursuant to the terms of the Exchange Offer Memorandum, Honormate may offer to exchange every USD1,000 principal amount of the Subject Existing Securities :-

(1) for USD1,000 principal amount of New Perpetual Securities (USD) and accrued distribution amount of USD31.559; or

(2) for SGD1,429.70 principal amount of New Perpetual Securities (SGD), accrued distribution amount of USD31.559 and certain cash rounding amount.

Honormate made an offer to exchange the Subject Existing Securities for the Subject New Securities, comprising of New Perpetual Securities (USD). If the offer made by Honormate is accepted in full, Honormate will be entitled to accrued distribution amount of approximately USD0.44 million (equivalent to approximately HK\$3.47 million).

Expiry Date of
Perpetual Securities
Exchange Offer:

6 May 2020

Conditions to
Perpetual Securities
Exchange Offer:

Completion of the Perpetual Securities Exchange Offer is subject to certain conditions set out in the Exchange Offer Memorandum. Notwithstanding any other provision of the Exchange Offer Memorandum, whether the Offeror accepts any offers to the Perpetual Securities Exchange Offer from Existing Perpetual Securities Holders is at its sole and absolute discretion and it may decide not to accept a number, or all of, the offers to the Perpetual Securities Exchange Offer for any reason. If the Offeror decides to accept valid offers in the Perpetual Securities Exchange Offer, it will accept for exchange all Existing Perpetual Securities to which such offers relate.

Settlement Date: On or about 14 May 2020

Existing Perpetual
Securities

Issuer: AMTD Group

Status: Senior

Prevailing Coupon: 7.625% per annum

Maturity Date: Not applicable

Listing: the Stock Exchange

New Perpetual Securities (USD) Issuer: AMTD International
Status: Senior
Initial Coupon: minimum 7.25% per annum
Maturity Date: Not applicable
Listing: Listing of the New Perpetual Securities (USD) is expected to take place in the Singapore Stock Exchange and the Stock Exchange

INFORMATION ON SUBJECT EXISTING SECURITIES

The Subject Existing Securities held by Honormate in an aggregate principal amount of USD14.1 million (equivalent to approximately HK\$110.0 million) are listed on the Stock Exchange (Stock Code: 5222). As at 31 December 2019, the carrying value of the Subject Existing Securities was approximately HK\$98.2 million. Interest income attributable to the Subject Existing Securities held by Honormate were approximately HK\$7.3 million and HK\$8.4 million for the years ended 31 December 2018 and 31 December 2019 respectively. It is expected that there will be no gain or loss arising from the Disposal to be recognized by Century City, Paliburg and Regal.

INFORMATION ON CENTURY CITY, PALIBURG AND REGAL

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.

Regal is a listed subsidiary of Paliburg. Regal Group is principally engaged in hotel ownership business undertaken through Regal Real Estate Investment Trust (“**Regal REIT**”), hotel operation and management businesses, asset management of Regal REIT, property development and investment, including those undertaken through P&R, aircraft ownership and leasing business and other investments including financial assets investments.

INFORMATION ON OFFEROR AND AMTD GROUP

According to AMTD International, it is a comprehensive financial institution headquartered in Hong Kong which was incorporated under the laws of the Cayman Islands. AMTD International operates a full-service platform encompassing three business lines: investment banking, asset management, and strategic investment. AMTD International’s ADSs are listed on the New York Stock Exchange under the symbol “HKIB” and certain of its Class A Shares are listed on Singapore Stock Exchange under the symbol “HKB”.

According to AMTD Group, it is a leading comprehensive financial services conglomerate, with businesses in investment banking, asset management, digital financial solutions; and non-financial services areas including strategic investments, real estate and education. It has built a multi-dimensional, cross-sector and ever-growing SpiderNet eco-system to connect and promote collaboration between its partners, including shareholders, clients, government bodies, academic institutions, and industry associations. Its strategic alliance with Singapore Stock Exchange, a leading exchange in Association of Southeast Asian Nations (ASEAN) with strong regional connections, would further empower and enable both organisations' corporate clients and partners in their capital raising activities, from private financing stages to connecting with public markets and expanding internationally.

REASONS FOR AND BENEFITS OF THE PERPETUAL SECURITIES TRANSACTIONS

As the issuer of the New Perpetual Securities (USD) is a listed company with dual listing on the New York Stock Exchange and the Singapore Stock Exchange, it is expected that the liquidity and general credit profile of the investment (to be exchanged into the form of the New Perpetual Securities (USD)) will be enhanced. Moreover, upon completion of the Perpetual Securities Transactions, Honormate will continue to hold its investment with comparable yield. The Century City Directors, Paliburg Directors and Regal Directors are therefore of the view that the terms of the Perpetual Securities Transactions are fair and reasonable and are in the interests of Century City, Paliburg and Regal and their respective shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest of the relevant applicable percentage ratios set forth under Rule 14.07 of the Listing Rules in respect of the Disposal and Acquisition contemplated under the Perpetual Securities Exchange Offer is more than 5% but is less than 25% for Century City and is less than 5% for each of Paliburg and Regal, the Disposal and Acquisition contemplated under the Perpetual Securities Exchange Offer constitute a discloseable transaction for Century City and are subject to the announcement requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Acquisition”	the acquisition of the New Perpetual Securities (USD) by Honormate under the Perpetual Securities Exchange Offer
“ADS(s)”	American depositary shares
“AMTD Class A Share(s)”	Class A ordinary share(s) of AMTD International
“AMTD Group”	AMTD Group Company Limited, a company incorporated in the BVI, the controlling shareholder of AMTD International

“AMTD International” or “Offeror”	AMTD International Inc., a company incorporated in the Cayman Islands, the ADSs of which are listed on the New York Stock Exchange (Symbol: HKIB) and certain Class A Shares of which are listed on Singapore Stock Exchange (Symbol: HKB)
“AMTD Properties”	AMTD Properties (HK) Limited, a company incorporated in the BVI and a wholly-owned subsidiary of the AMTD Group
“BVI”	the British Virgin Islands
“Century City”	Century City International Holdings Limited, a company incorporated in Bermuda, 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
“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, the issued ordinary shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 120)
“Disposal”	the disposal of the Subject Existing Securities by Honormate under the Perpetual Securities Exchange Offer
“Exchange Offer Memorandum”	an exchange offer memorandum dated 23 April 2020 and issued by AMTD International in respect of the Perpetual Securities Exchange Offer
“Existing Perpetual Securities”	the USD200,000,000 7.625 per cent senior perpetual securities (ISIN: XS1619157859) issued by AMTD Group
“Existing Perpetual Securities Holders”	the holders of the Existing Perpetual Securities
“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
“Honormate”	Honormate Nominees Limited, a wholly-owned subsidiary of Regal

“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the relevant company and its connected persons of the relevant company in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Perpetual Securities”	collectively, the New Perpetual Securities (USD) and the New Perpetual Securities (SGD)
“New Perpetual Securities (SGD)”	the Singapore Dollar denominated fixed rate senior perpetual securities to be issued by AMTD International
“New Perpetual Securities (USD)”	the USD denominated fixed rate senior perpetual securities to be issued by AMTD International
“Paliburg”	Paliburg Holdings Limited, a company incorporated in Bermuda, 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
“percentage ratios”	the percentage ratios calculated based on the requirements under Rule 14.07 of the Listing Rules
“Perpetual Securities Exchange Offer”	the invitations made by the Offeror to the Existing Perpetual Securities Holders to exchange the Existing Perpetual Securities for the New Perpetual Securities on the terms and subject to the conditions of the Exchange Offer Memorandum
“Perpetual Securities Transactions”	the Acquisition and the Disposal
“P&R”	P&R Holdings Limited, a company owned as to 50% by Paliburg Group (excluding the Regal Group) and 50% by Regal Group
“Regal”	Regal Hotels International Holdings Limited, a company incorporated in Bermuda, the issued ordinary shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 78)

“Regal Board”	board of directors of Regal
“Regal Directors”	directors of Regal
“Regal Group”	Regal and its subsidiaries
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subject Existing Securities”	the Existing Perpetual Securities held by Honormate in an aggregate principal amount of USD14.1 million
“Subject New Securities”	the New Perpetual Securities (USD) in an aggregate principal amount of USD14.1 million that will be acquired by Honormate upon the completion of the Perpetual Securities Transactions
“subsidiaries”	has the same meaning as ascribed to it under the Listing Rules
“USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

For the purpose of this joint announcement, unless the context otherwise requires or expressly specified, conversion of United States dollars into Hong Kong dollars is based on the approximate exchange rate of HK\$7.80 to USD1.00. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in Hong Kong dollars or United States dollars has been, could have been or may be converted at such or any other rate or at all.

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

Hong Kong, 7 May 2020

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, JP
(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