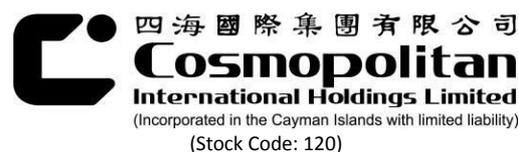


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*



**DISCLOSEABLE TRANSACTION**

**RH International Finance Limited**

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

**PROVISION OF RMB50 MILLION LOAN FACILITY**

On 20 September 2018 (after trading hours), the Lender, a wholly-owned subsidiary of Cosmopolitan, reached the Second Loan Agreement with the Borrower, granting to the Borrower the Second Loan Facility of RMB50,000,000. The Second Loan Facility bears interest at a rate of 24% per year. The Second Loan Facility is expected to be drawn down in full on 21 September 2018. The outstanding loan and interest accrued under the Second Loan 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 to the Borrower as announced in the Previous Announcements. The Second Loan Facility is in addition to that Loan Facility.

For each of Century City and Paliburg, the transactions under the Second Loan Agreement do not constitute a discloseable transaction under Chapter 14 of the Listing Rules.

For Cosmopolitan, the transactions under the Second Loan Agreement constitute a discloseable transaction under Chapter 14 of the Listing Rules and are therefore subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

The transactions under the Second Loan Agreement, when taken together with the related transactions under the Deposit Agreement, the Deposit (Supplemental) Agreement and the Loan Agreement, constitute a discloseable transaction for each of Century City and Paliburg and a major transaction for Cosmopolitan under Chapter 14 of the Listing Rules.

Cosmopolitan will dispatch a circular containing, among other things, further information of the transactions under the Loan 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 24 September 2018 (or such later date as may be permitted by the Stock Exchange on application by Cosmopolitan) 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 the joint announcements dated 17 August 2018 and 3 September 2018 (“**Previous Announcements**”) 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 and the Loan Agreement.

## **SECOND LOAN AGREEMENT**

On 20 September 2018 (after trading hours), the Lender, a wholly-owned subsidiary of Cosmopolitan, reached a term loan facility agreement (“**Second Loan Agreement**”) with the Borrower, granting to the Borrower the loan facility (the “**Second Loan Facility**”) of

RMB50,000,000. Principal terms of the Second Loan Agreement are set out as below:

Date : 20 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 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 : RMB50,000,000, which is expected to be drawn down in full on 21 September 2018.

Interest rate : At 24% per year

Repayment date : 20 November 2018

Use of proceeds : Working capital

Loan security : The Second Loan Facility is secured by equity pledge over a PRC company associated with the Potential JV Partner, guarantees provided by the Target Company and certain associates of the Potential JV Partner, and pledge over receivables of the Target Company and certain associates of the Potential JV Partner. The security pool for the Second Loan Agreement, which include part of the secured assets under the Loan Agreement, the Deposit Agreement and the Deposit (Supplemental) Agreement, also cross secure the obligations and liabilities of the Borrower/Target Company under such agreements collectively.

## **REASONS FOR AND BENEFITS OF THE TRANSACTION**

The terms of the Second Loan 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 Second Loan Facility.

The Second Loan Facility is in addition to the Loan Facility already granted to and utilized by the Borrower under the 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 and the 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 Second 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 Second Loan Agreement are fair and reasonable, and that the provision of the Second 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 Second Loan Agreement do not constitute a discloseable transaction under Chapter 14 of the Listing Rules.

For Cosmopolitan, the transactions under the Second Loan Agreement constitute a discloseable transaction and are therefore subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

The transactions under the Second Loan Agreement, when taken together with the related transactions under the Deposit Agreement, the Deposit (Supplemental) Agreement and the Loan Agreement, constitute a discloseable transaction for each of Century City and Paliburg and a major transaction for Cosmopolitan under Chapter 14 of the Listing Rules.

Cosmopolitan will dispatch a circular containing, among other things, further information of the transactions under the Loan 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 24 September 2018 (or such later date as may be permitted by the Stock Exchange on application by Cosmopolitan) in accordance with the Listing Rules.

The transactions under the Deposit Agreement, the Deposit (Supplemental) Agreement, the Loan 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, 20 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