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**MAJOR TRANSACTION
AND
DISCLOSEABLE
TRANSACTIONS**

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ANNOUNCEMENT

CHENGDU TRANSACTION

On 27 June 2013, after trading hours, P&R Holdings (a subsidiary of Century City and Paliburg) and the Chengdu Purchaser entered into the Chengdu Agreement pursuant to which subject to the terms and conditions therein P&R Holdings agreed to dispose of its 70% equity interests in the Chengdu Group and to assign the P&R Shareholder Loans to the Chengdu Purchaser for a net consideration (after offsetting the Novated Liability (as described below)) of HK\$642.3 million (subject to adjustments). On 27 June 2013, after trading hours, P&R Holdings, the Chengdu Purchaser and Faith Crown entered into the Novation Agreement pursuant to which the Novated Liability shall become payable by the Chengdu Purchaser (in lieu of P&R Holdings) to Faith Crown in consideration of the tantamount reduction in the consideration payable by the Chengdu Purchaser to P&R Holdings for the Chengdu Transaction.

On 27 June 2013, after trading hours, Faith Crown (a 50-50 joint venture of Regal and Cosmopolitan) and the Chengdu Purchaser entered into the Other Chengdu Agreement pursuant to which subject to the terms and conditions therein Faith Crown agreed to dispose of its 30% equity interest in the Chengdu Group and to assign the FC Shareholder Loans to the Chengdu Purchaser for a consideration of HK\$553 million (subject to adjustments).

Subject to fulfillment (or if applicable, waiver) of the relevant conditions precedent, the completion of the Chengdu Transaction, the Other Chengdu Transaction and the Novation Agreement shall take place simultaneously.

STANDBY FACILITY

On 26 June 2013, the Facility Provider entered into the Facility Agreement with Sincere Tact (a wholly-owned subsidiary of Cosmopolitan) pursuant to which the Facility Provider has provided the Standby Facility amounting to HK\$200 million to the Cosmo Group. The Standby Facility bears an interest rate equal to the higher of 7% per annum or the aggregate of 2% per annum and the Hong Kong Dollar Prime Lending Rate, with such interest being payable quarterly.

RAINBOW LODGE TRANSACTION

On 27 June 2013, after trading hours, P&R Holdings and Cosmopolitan entered into the Rainbow Lodge Agreement pursuant to which subject to the terms and conditions therein P&R Holdings agreed to acquire the entire equity interest in Kola Glory and the Cosmo Shareholder Loans from Cosmopolitan for a consideration of HK\$88 million (subject to adjustments).

TIANJIN TRANSACTION

On 27 June 2013, after trading hours, Regal BVI (a wholly-owned subsidiary of Regal) and the Tianjin Purchaser entered into the Tianjin Agreement pursuant to which subject to the terms and conditions therein Regal BVI agreed to dispose of the entire equity interest in Grand Praise and to assign the Regal BVI Shareholder Loans to the Tianjin Purchaser for a consideration of HK\$1,417.5 million (subject to adjustments).

GENERAL

The Chengdu Transaction constitutes a major transaction for Century City and Paliburg subject to the reporting, announcement and shareholders' approval requirements under the Listing Rules. The provision of the Financial Assistance consisting of the Standby Facility and the Advance (upon completion of the Chengdu Transaction and the Other Chengdu Transaction) constitutes a discloseable transaction for Century City and Paliburg under the Listing Rules. The Rainbow Lodge Transaction constitutes a discloseable transaction for Century City under the Listing Rules while it does not constitute a notifiable transaction for Paliburg. The Other Chengdu Transaction and the Tianjin Transaction do not constitute notifiable transactions for Century City, Paliburg or Regal under the Listing Rules.

Century City and Paliburg will seek their respective written shareholders' approval for the Chengdu Transaction from a closely allied group of shareholders of Century City and Paliburg (as the case may be). Century City and Paliburg expect to despatch their respective circular to shareholders for information purposes as soon as possible on or before 19 July 2013.

INTRODUCTION

The respective boards of directors of Century City, Paliburg and Regal wish to announce that on 27 June 2013, after trading hours, P&R Holdings (a subsidiary of Century City and Paliburg) entered into the Chengdu Agreement and the Novation Agreement, and Faith Crown (a 50-50 joint venture of Regal and Cosmopolitan) entered into the Other Chengdu Agreement in relation to their respective

disposal of interests in the Chengdu Group. On 26 June 2013, a wholly-owned subsidiary of Paliburg entered into the Facility Agreement in relation to the Standby Facility. Furthermore, on 27 June 2013, after trading hours, P&R Holdings entered into the Rainbow Lodge Agreement in relation to the acquisition of the Rainbow Lodge Group, and a wholly-owned subsidiary of Regal entered into the Tianjin Agreement in relation to the disposal of the Tianjin Group.

CHENGDU TRANSACTION

On 27 June 2013, after trading hours, P&R Holdings and the Chengdu Purchaser entered into the Chengdu Agreement pursuant to which subject to the terms and conditions therein P&R Holdings agreed to dispose of its 70% equity interests in the Chengdu Group and to assign the P&R Shareholder Loans to the Chengdu Purchaser.

Chengdu Agreement

Date: 27 June 2013

- Parties:
- 1. P&R Holdings (as vendor)
 - 2. The Chengdu Purchaser (as purchaser)

P&R Holdings is owned as to 50% by each of Paliburg (through a wholly-owned subsidiary) and Regal (through a wholly-owned subsidiary). P&R Holdings is a subsidiary of Century City and Paliburg, while it is a 50%-owned jointly controlled entity of Regal.

The Chengdu Purchaser is a wholly-owned subsidiary of Cosmopolitan. As at the date of this joint announcement, the Paliburg Group holds 17.1% of the issued share capital of Cosmopolitan, while the Regal Group holds 2.8% of the issued share capital of Cosmopolitan. To the best knowledge, information and belief of the Century City Directors, the Paliburg Directors and the Regal Directors having made all reasonable enquiries, save for the Paliburg Group’s and the Regal Group’s equity interests set out above and the information set out in the paragraph headed “Information on Cosmopolitan”, Cosmopolitan is independent of Century City, Paliburg, Regal and their respective connected persons.

Subject assets: Pursuant to the Chengdu Agreement, P&R Holdings will (i) dispose of 70% equity interests in Joyous Unity and Excel Crown; and (ii) assign to the Chengdu Purchaser the P&R Shareholder Loans as at the date of completion, which amounts to HK\$340.2 million as at the date of this joint announcement.

Upon completion of the Chengdu Transaction, the Chengdu Group will cease to be subsidiaries of Century City and Paliburg.

Consideration: The initial net consideration (after offsetting the Novated Liability) for the

Chengdu Transaction is HK\$642.3 million. It shall be adjusted downwards on a dollar-for-dollar basis based on 70% of the deficit of other net tangible assets (which is equivalent to other liabilities (other than the P&R Shareholder Loans and the FC Shareholder Loans) less other tangible assets (other than the Chengdu Properties)) of the Chengdu Group as at the date of completion of the Chengdu Transaction, provided that any such downward adjustment shall not be less than HK\$14 million. 70% of such other net tangible assets amounted to a deficit of approximately HK\$13.2 million as at 31 May 2013 and on that basis, the adjustment would reduce the consideration by HK\$14 million (representing approximately 1% of the initial consideration before offsetting the Novated Liability) and would not be material.

The initial net consideration was determined after arm's-length negotiation between the parties primarily based on 70% of the preliminary valuation of the Chengdu Properties of RMB1,540 million (equivalent to approximately HK\$1,940.4 million) as of 31 May 2013 as appraised by a qualified independent professional valuer jointly engaged by P&R Holdings and the Chengdu Purchaser and a 5% discount to the valuation, less the Novated Liability of approximately HK\$648.1 million. Given that the initial net consideration has taken into account the Chengdu Purchaser's acquisition of 70% of the Chengdu Properties based on appraised value and both the P&R Shareholder Loans and the FC Shareholder Loans will be assigned to the Chengdu Purchaser, the net tangible assets adjustment does not take into account the book value of the Chengdu Properties and the total shareholders' loans to the Chengdu Group.

Payment terms:

The net consideration for the Chengdu Transaction (with accrued interest) shall be payable by the Chengdu Purchaser to P&R Holdings within three years after completion of the Chengdu Transaction in any number of instalments at the discretion of the Chengdu Purchaser. Interest shall accrue on the net consideration from the date of completion of the Chengdu Transaction up to the date of settlement at an interest rate of 5% per annum (calculated on a daily basis), which is determined after arm's length negotiation and with reference to the cost of capital to P&R Holdings and the Cosmo Group.

The Chengdu Purchaser shall, after the completion of the Chengdu Transaction and until the consideration for the Chengdu Transaction and the relevant accrued interest are fully settled, pledge in respect of such payment obligation in favour of P&R Holdings (i) 35 issued shares of Joyous Unity and 35 issued shares of Excel Crown, representing 35% equity interests in the Chengdu Group, and the dividends and distribution arising therefrom (ii) 50% of the P&R Shareholder Loans and (iii) 35% of any future shareholder's loans given by the Chengdu Purchaser to the Chengdu Group. The net consideration for the Chengdu Transaction of HK\$642.3 million represents approximately 50% of the consideration of the

Chengdu Transaction (before offsetting the Novated Liability and before any net tangible asset adjustment) of HK\$1,290.4 million. Therefore, 35% equity interests in the Chengdu Group will be pledged to P&R Holdings (i.e. 50% of the 70% equity interests of the Chengdu Group to be acquired by the Chengdu Purchaser from P&R Holdings under the Chengdu Transaction).

Conditions precedent: The completion of the Chengdu Transaction is conditional upon the satisfaction or waiver of the following conditions on or before 25 September 2013 (or such later date as the parties may agree):

- (a) the respective approvals of the shareholders of Century City and Paliburg;
- (b) the approval of the independent shareholders of Cosmopolitan;
- (c) the Chengdu Purchaser being satisfied with the results of the financial, legal and business due diligence in respect of the Chengdu Group;
- (d) all necessary obligations having been complied with and all necessary consents having been obtained and, where applicable, the uninterrupted continuation of the business of the Chengdu Group immediately after completion of the Chengdu Transaction; and
- (e) all of the conditions precedent to the completion of the Other Chengdu Agreement (other than condition precedent (d) thereof) having been satisfied or waived, where applicable in accordance with its terms, and the Other Chengdu Agreement is not terminated or amended or modified in all material respects.

Completion: Completion of the Chengdu Transaction shall take place on the next business day after the satisfaction or waiver (as the case may be) of the above conditions precedent simultaneously with the completion of the Novation Agreement and the Other Chengdu Transaction.

Vendor's warranties: The Chengdu Agreement contains customary representations and warranties given by P&R Holdings including among others the following:

- (a) the Chengdu Group having good legal and beneficial title to the Chengdu Properties;
- (b) the Chengdu Group is debt-free, save for (i) any disclosed liabilities, (ii) the P&R Shareholder Loans and the FC Shareholder Loans, (iii) the Advance and (iv) inter-company loans within the Chengdu Group; and
- (c) the warranties and representations given by P&R Holdings are true, correct and not misleading in all material respects.

The maximum liability of P&R Holdings arising from the claims by the Chengdu Purchaser shall not exceed the amount of consideration actually received by P&R Holdings and all the claims by the Chengdu Purchaser shall be made within 3 years after completion of the Chengdu Transaction or, if such claim relates to taxation, it shall be made within 7 years after completion of the Chengdu Transaction.

Restrictive covenants: The Chengdu Purchaser undertakes that after completion of the Chengdu Transaction and until the consideration of the Chengdu Transaction and the relevant accrued interest are fully settled:

- (a) the Chengdu Purchaser and the Chengdu Group shall not borrow additional external debt and/or create encumbrances over the share capital of the Chengdu Purchaser, any member of the Chengdu Group and the Chengdu Properties without prior consent from P&R Holdings, which shall not be unreasonably withheld;
- (b) the Chengdu Purchaser shall not change its shareholding structure and the shareholding structure of the Chengdu Group without prior consent from P&R Holdings; and
- (c) the Chengdu Purchaser shall not dispose of, transfer or assign its rights over the Chengdu Project to any parties.

The above restrictive covenants do not apply to the sale of properties in the ordinary course of business of the Chengdu Group and on terms no less favourable than the then available prevailing market terms provided that such proceeds shall be applied as working capital of the Chengdu Group and/or pro rata settlement of the consideration of the Chengdu Transaction, the Other Chengdu Transaction and the Novated Liability.

Purchaser's guarantor: Upon completion of the Chengdu Transaction, Cosmopolitan shall guarantee the due observance of the restrictive covenants by the Chengdu Purchaser.

Novation Agreement and termination of the Put Option

In June 2011, Faith Crown entered into an agreement to dispose of a 70% interest in the Chengdu Group to P&R Holdings for a final adjusted consideration of HK\$1,024.7 million payable in cash by instalments. Upon completion of the 2011 CD Transaction, Joyous Unity (a member of the Chengdu Group) was granted the Put Option. Should the Put Option be exercised by Joyous Unity, Faith Crown would purchase or procure the purchase of the completed hotel and commercial podium of the Chengdu Project. Details of the transaction (including the Put Option) were set out in the joint announcement of Century City, Paliburg and Regal dated 30 June 2011.

Pursuant to the agreement in respect of the 2011 CD Transaction, the balance of the consideration for the 2011 CD Transaction of approximately HK\$648.1 million is payable in cash by P&R Holdings to Faith Crown by instalments as follows: (i) HK\$200 million on or before 14 July 2013; and (ii) HK\$448.1 million on or before 14 July 2014. Should the Put Option be exercised by Joyous Unity, the remaining balance HK\$448.1 million would be payable on or before 14 July 2015 pursuant to the payment schedule set out in the sale and purchase agreement in respect of the 2011 CD Transaction. On 27 June 2013, P&R Holdings, the Chengdu Purchaser and Faith Crown entered into the Novation Agreement pursuant to which the Novated Liability shall become payable by the Chengdu Purchaser (in lieu of P&R Holdings) to Faith Crown in consideration of the tantamount reduction in the consideration payable by the Chengdu Purchaser to P&R Holdings for the Chengdu Transaction. Under the terms of the Novation Agreement, the parties have agreed that the Novated Liability which includes the amount of HK\$200 million (being part of the balance of the consideration for the 2011 CD Transaction) originally payable by P&R Holdings by 14 July 2013 be put on a standstill pending the Novation Agreement becoming effective. If the Novation Agreement does not become effective on or before 25 September 2013 (or such later date as the parties may agree), then the HK\$200 million payment obligation owed by P&R Holdings to Faith Crown shall become due and payable on the next business day after such date. The completion of the Novation Agreement shall take place simultaneously with and subject to the completion of the Chengdu Transaction and the Other Chengdu Transaction. The Novated Liability shall be payable within three years after completion of the Chengdu Transaction in any number of instalments at the discretion of the Chengdu Purchaser. Interest shall accrue on the outstanding balance of the Novated Liability from the date of completion of the Chengdu Transaction up to the date of settlement at an interest rate of 5% per annum (calculated on a daily basis), which is determined after arm's length negotiation and with reference to the respective cost of capital to the shareholders of Faith Crown (who provide funding to Faith Crown) and the Cosmo Group. Upon completion of the Chengdu Transaction and the Other Chengdu Transaction, the Put Option shall be terminated and cease to have effect.

The Chengdu Purchaser shall, upon completion of the Chengdu Transaction and until the Novated Liability and the relevant interest are fully settled, pledge in respect of the Novated Liability in favour of Faith Crown (i) 35 issued shares in Joyous Unity and 35 issued shares in Excel Crown, representing 35% equity interests in the Chengdu Group, and the dividends and distribution arising therefrom (ii) 50% of the P&R Shareholder Loans and (iii) 35% of any future shareholder's loans given by the Chengdu Purchaser to the Chengdu Group. The Novated Liability of HK\$648.1 million represents approximately 50% of the consideration for the Chengdu Transaction (before offsetting the Novated Liability and before any net tangible asset adjustment) of HK\$1,290.4 million. Therefore, 35% equity interests in the Chengdu Group will be pledged to Faith Crown (i.e. 50% of the 70% equity interests of the Chengdu Group to be acquired by the Chengdu Purchaser from P&R Holdings under the Chengdu Transaction). The Chengdu Purchaser undertakes that after the completion of the Chengdu Transaction and until the Novated Liability and the relevant accrued interest are fully settled, (i) the Chengdu Purchaser and the Chengdu Group shall not borrow additional external debt and/or create encumbrances over the share capital of the Chengdu Purchaser, any member of Chengdu Group and the Chengdu Properties without prior consent by Faith Crown, which shall not be unreasonably withheld, (ii) the Chengdu Purchaser shall not change its shareholding structure and the shareholding structure of the Chengdu Group without prior consent by Faith Crown and (iii) the Chengdu Purchaser shall not dispose of, transfer or assign its rights over the Chengdu Project to any parties. The aforesaid restrictive covenants do not apply to the sale of properties in the ordinary course of business of the Chengdu Group and on terms no less favourable than the then available prevailing market

terms provided that such proceeds shall be applied as working capital of the Chengdu Group and/or pro rata settlement of the consideration of the Chengdu Transaction, the Other Chengdu Transaction and the Novated Liability.

Other Chengdu Transaction

On 27 June 2013, after trading hours, Faith Crown (a 50-50 joint venture of Regal and Cosmopolitan) and the Chengdu Purchaser entered into the Other Chengdu Agreement pursuant to which subject to the terms and conditions therein Faith Crown agreed to dispose of its 30% equity interest in the Chengdu Group and to assign the FC Shareholder Loans to the Chengdu Purchaser.

Other Chengdu Agreement

Date: 27 June 2013

- Parties:
1. Faith Crown (as vendor)
 2. The Chengdu Purchaser (as purchaser)

Faith Crown is owned as to 50% by each of Regal (through a wholly-owned subsidiary) and Cosmopolitan (through a wholly-owned subsidiary).

Subject assets: Pursuant to the Other Chengdu Agreement, Faith Crown will (i) dispose of 30% equity interests in Joyous Unity and Excel Crown; and (ii) assign to the Chengdu Purchaser the FC Shareholder Loans as at the date of completion, which amounts to HK\$145.8 million as at the date of this joint announcement.

Consideration: The initial consideration for the Other Chengdu Transaction is HK\$553 million. It shall be adjusted downwards on a dollar-for-dollar basis based on 30% of the deficit of other net tangible assets (which is equivalent to other liabilities (other than the P&R Shareholder Loans and the FC Shareholder Loans) less other tangible assets (other than the Chengdu Properties)) of the Chengdu Group as at the date of completion of the Other Chengdu Transaction, provided that any such downward adjustment shall not be less than HK\$6 million. 30% of such other net tangible assets amounted to a deficit of approximately HK\$5.7 million as at 31 May 2013 and on that basis, the adjustment would reduce the consideration by HK\$6 million (representing approximately 1% of the initial consideration) and would not be material.

The initial consideration was determined after arm's-length negotiation between the parties primarily based on 30% of the preliminary valuation of the Chengdu Properties of RMB1,540 million (equivalent to approximately HK\$1,940.4 million) as of 31 May 2013 as appraised by a qualified independent professional valuer jointly engaged by Faith Crown and the Chengdu Purchaser and a 5% discount to the valuation. Given that the

initial consideration has taken into account the Chengdu Purchaser's acquisition of 30% of the Chengdu Properties based on appraised value and both the P&R Shareholder Loans and the FC Shareholder Loans will be assigned to the Chengdu Purchaser, the net tangible assets adjustment does not take into account the book value of the Chengdu Properties and the total shareholders' loans to the Chengdu Group.

Payment terms:

The consideration for the Other Chengdu Transaction (with accrued interest) shall be payable by the Chengdu Purchaser to Faith Crown within three years after completion of the Other Chengdu Transaction in any number of instalments at the discretion of the Chengdu Purchaser. Interest shall accrue on the consideration from the date of completion of the Other Chengdu Transaction up to the date of settlement at an interest rate of 5% per annum (calculated on a daily basis) which is determined after arm's length negotiation and with reference to the respective cost of capital to the shareholders of Faith Crown (who provide funding to Faith Crown) and the Cosmo Group.

The Chengdu Purchaser shall, after the completion of the Other Chengdu Transaction and until the consideration for the Other Chengdu Transaction and the relevant accrued interest are fully settled, pledge in respect of such payment obligation in favour of Faith Crown (i) 30 issued shares of Joyous Unity and 30 issued shares of Excel Crown, representing 30% equity interests in the Chengdu Group, and the dividends and distribution arising therefrom, (ii) the FC Shareholder Loans and (iii) 30% of any future shareholder's loans given by the Chengdu Purchaser to the Chengdu Group. The 30% equity interests in the Chengdu Group to be pledged to Faith Crown represent the 30% equity interests to be acquired by the Chengdu Purchaser from Faith Crown under the Other Chengdu Transaction.

Conditions precedent:

The completion of the Other Chengdu Transaction is conditional upon the satisfaction or waiver of the following conditions on or before 25 September 2013 (or such later date as the parties may agree):

- (a) the approval of the independent shareholders of Cosmopolitan;
- (b) the Chengdu Purchaser being satisfied with the results of the financial, legal and business due diligence in respect of the Chengdu Group;
- (c) all necessary obligations having been complied with and all necessary consents having been obtained and, where applicable, the uninterrupted continuation of the business of the Chengdu Group immediately after completion of the Other Chengdu Transaction; and
- (d) all of the conditions precedent to the completion of the Chengdu Agreement (other than condition precedent (e) thereof) having been

satisfied or waived, where applicable in accordance with its terms, and the Chengdu Agreement is not terminated or amended or modified in all material respects.

Completion: Completion of the Other Chengdu Transaction shall take place on the next business day after the satisfaction or waiver (as the case may be) of the above conditions precedent simultaneously with the completion of the Chengdu Transaction.

Vendor's warranties: The Other Chengdu Agreement contains customary representations and warranties given by Faith Crown including among others the following:

- (a) the Chengdu Group having good legal and beneficial title to the Chengdu Properties;
- (b) the Chengdu Group is debt-free, save for (i) any disclosed liabilities, (ii) the P&R Shareholder Loans and the FC Shareholder Loans, (iii) the Advance and (iv) inter-company loans within the Chengdu Group; and
- (c) the warranties and representations given by Faith Crown are true, correct and not misleading in all material respects.

The maximum liability of Faith Crown arising from the claims by the Chengdu Purchaser shall not exceed the amount of consideration actually received by Faith Crown and all the claims by the Chengdu Purchaser shall be made within 3 years after completion of the Other Chengdu Transaction or, if such claim relates to taxation, it shall be made within 7 years after completion of the Other Chengdu Transaction.

Restrictive covenants: The Chengdu Purchaser undertakes that after completion of the Other Chengdu Transaction and until the consideration of the Other Chengdu Transaction and the relevant accrued interest are fully settled:

- (a) the Chengdu Purchaser and the Chengdu Group shall not borrow additional external debt and/or create encumbrances over the share capital of the Chengdu Purchaser, any member of the Chengdu Group and the Chengdu Properties without prior consent from Faith Crown, which shall not be unreasonably withheld;
- (b) the Chengdu Purchaser shall not change its shareholding structure and the shareholding structure of the Chengdu Group without prior consent from Faith Crown; and
- (c) the Chengdu Purchaser shall not dispose of, transfer or assign its rights over the Chengdu Project to any parties.

The above restrictive covenants do not apply to the sale of properties in the

ordinary course of business of the Chengdu Group and on terms no less favourable than the then available prevailing market terms provided that such proceeds shall be applied as working capital of the Chengdu Group and/or pro rata settlement of the consideration for the Chengdu Transaction, the Other Chengdu Transaction and the Novated Liability.

Purchaser's guarantor: Upon completion of the Other Chengdu Transaction, Cosmopolitan shall guarantee the due observance of the restrictive covenants by the Chengdu Purchaser.

Information on the Chengdu Group and the Chengdu Project

The Chengdu Group is principally engaged in the development of the Chengdu Project.

Located in Chengdu City, Sichuan Province, the PRC, the Chengdu Project is planned to consist of hotel, commercial, office and residential components and has an overall total gross floor area of approximately 5,340,000 square feet which will be developed in stages. The first stage of the project primarily comprises a five-star hotel and three residential towers. The hotel will have 306 rooms and extensive facilities with a total gross floor area of approximately 446,000 square feet. The structural frame for the hotel development has been completed and external façade works are in progress. The first phase of the hotel is presently scheduled to be soft opened in mid-2014. The three residential towers included in the first stage of the project will have about 340 apartment units with car parking spaces and some ancillary commercial accommodation with a total gross floor area of approximately 490,000 square feet. The structural frames for the residential towers have also been completed and the overall construction works are scheduled to be completed by early 2014. Presale of the residential units is anticipated to be launched in the fourth quarter of 2013. It is estimated that further development costs of the first stage of the Chengdu Project would amount to about RMB0.44 billion (equivalent to approximately HK\$0.55 billion). Development works for the other stages of the project are planned to be carried out progressively.

For the years ended 31 December 2011 and 2012, the Chengdu Group recorded consolidated net loss (both before and after tax) of approximately HK\$19.3 million and HK\$10.3 million respectively. As at 31 May 2013, the Chengdu Group had consolidated net assets of approximately HK\$2.6 million. Included in the liabilities of the Chengdu Group is the Advance provided by a subsidiary of P&R Holdings which amounted to approximately HK\$19 million as at 31 May 2013. The Chengdu Group at present is a subsidiary group of Century City and Paliburg and the Advance does not constitute a notifiable transaction for Century City and Paliburg. Upon completion of the Chengdu Transaction and the Other Chengdu Transaction, the Advance will constitute a transaction of Paliburg and Century City under Chapter 14 of the Listing Rules. The Advance at present is unsecured, interest-free and has no fixed terms of repayment.

STANDBY FACILITY

On 26 June 2013, the Facility Provider (a wholly-owned subsidiary of Paliburg) entered into the Facility Agreement with Sincere Tact (a wholly-owned subsidiary of Cosmopolitan) pursuant to which the Facility Provider has provided the Standby Facility amounting to HK\$200 million to the Cosmo Group.

The Standby Facility is revolving in nature, unsecured and bears an interest rate equal to the higher of 7% per annum or the aggregate of 2% per annum and the Hong Kong Dollar Prime Lending Rate (payable quarterly), which is determined with reference to the market interest rate for similar kind of facility. The Standby Facility will mature and any outstanding principal amount (together with any accrued interest) will become repayable two years from the date of the Standby Facility. Cosmopolitan shall guarantee the due and punctual performance of Sincere Tact's obligations under the Facility Agreement. The terms of the Standby Facility were determined after arm's-length negotiation between the parties taking into account market lending terms and the working capital needs of the Cosmo Group.

RAINBOW LODGE TRANSACTION

On 27 June 2013, after trading hours, P&R Holdings and Cosmopolitan entered into the Rainbow Lodge Agreement pursuant to which subject to the terms and conditions therein P&R Holdings agreed to acquire the entire equity interest in Kola Glory and the Cosmo Shareholder Loans from Cosmopolitan.

Rainbow Lodge Agreement

Date: 27 June 2013

Parties: 1. P&R Holdings (as purchaser)
2. Cosmopolitan (as vendor)

Subject assets: Pursuant to the Rainbow Lodge Agreement, P&R Holdings will acquire (i) the entire issued share capital of Kola Glory; and (ii) the Cosmo Shareholder Loans as at the date of completion, which amounts to HK\$95 million as at the date of this joint announcement.

Upon completion of the Rainbow Lodge Transaction, Kola Glory will be wholly owned by P&R Holdings and will become a subsidiary of Century City and Paliburg.

Consideration: The initial consideration for the Rainbow Lodge Transaction is HK\$88 million. It shall be adjusted on a dollar-for-dollar basis based on the net book value of other tangible assets (other than the Rainbow Lodge Properties) less other liabilities (other than the Cosmo Shareholder Loans) of the Rainbow Lodge Group as at the date of completion of the Rainbow Lodge Transaction, provided that any such upward adjustment shall not exceed HK\$2 million. Such other net tangible assets amounted to approximately HK\$0.1 million as at 31 May 2013. On that basis, the adjustment would increase the consideration by approximately HK\$0.1 million which would not be material.

The initial consideration was determined after arm's-length negotiation between the parties taking into account the preliminary valuation of the

Rainbow Lodge Properties of HK\$88 million as of 31 May 2013 as appraised by a qualified independent professional valuer jointly engaged by P&R Holdings and Cosmopolitan. Given that the initial consideration has taken into account P&R Holdings' acquisition of the Rainbow Lodge Properties based on appraised value and the Cosmo Shareholder Loans will be assigned to P&R Holdings, the net tangible assets adjustment does not take into account the book value of the Rainbow Lodge Properties and the Cosmo Shareholder Loans.

Payment terms: The consideration for the Rainbow Lodge Transaction shall be payable by P&R Holdings to Cosmopolitan upon completion of the Rainbow Lodge Agreement.

Cosmopolitan undertakes to apply the consideration received from the Rainbow Lodge Transaction to repay part of the consideration of the Tianjin Transaction, details of which are set out under the paragraph headed "Tianjin Transaction" below.

Conditions precedent: The completion of the Rainbow Lodge Transaction is conditional upon the satisfaction or waiver of the following conditions on or before 25 September 2013 (or such later date as the parties may agree):

- (a) the approval of the independent shareholders of Cosmopolitan;
- (b) P&R Holdings being satisfied with the results of the financial, legal and business due diligence in respect of the Rainbow Lodge Group; and
- (c) all necessary obligations having been complied with and all necessary consents having been obtained and, where applicable, the uninterrupted continuation of the business of the Rainbow Lodge Group immediately after completion of the Rainbow Lodge Transaction.

Completion: Completion shall take place on the next business day after the satisfaction or waiver (as the case may be) of the above conditions precedent.

Vendor's warranties: The Rainbow Lodge Agreement contains customary representations and warranties given by Cosmopolitan including among others the following:

- (a) the Rainbow Lodge Group having good and legal title to the Rainbow Lodge Properties;
- (b) the Rainbow Lodge Group is debt-free, save for (i) any disclosed liabilities, (ii) the Cosmo Shareholder Loans and (iii) inter-company loans within the Rainbow Lodge Group;
- (c) the warranties and representations given by Cosmopolitan are true, correct and not misleading in all material respects.

The maximum liability of Cosmopolitan arising from the claims by P&R Holdings shall not exceed the amount of consideration actually received by Cosmopolitan and all the claims by P&R Holdings shall be made within 3 years after completion of the Rainbow Lodge Transaction or, if such claim relates to taxation, it shall be made within 7 years after completion of the Rainbow Lodge Transaction.

Information on the Rainbow Lodge Group and the Rainbow Lodge Properties

The Rainbow Lodge Group's principal business is its investment in the Rainbow Lodge Properties. Located in Yuen Long, New Territories, Hong Kong, the Rainbow Lodge Properties consist of 10 residential duplex units and 14 car parks. As at the date of this joint announcement, four duplex units have been leased to third parties generating rental income.

For the year ended 31 March 2011, the Rainbow Lodge Group recorded consolidated net profit (both before and after tax) of approximately HK\$4.4 million while for the year ended 31 March 2012, it recorded consolidated net loss (both before and after tax) of approximately HK\$1.4 million. As at 30 September 2012, the Rainbow Lodge Group had consolidated net assets excluding the Cosmo Shareholder Loans of approximately HK\$80.1 million.

TIANJIN TRANSACTION

On 27 June 2013, after trading hours, Regal BVI (a wholly-owned subsidiary of Regal) and the Tianjin Purchaser (a wholly-owned subsidiary of Cosmopolitan) entered into the Tianjin Agreement pursuant to which subject to the terms and conditions therein Regal BVI agreed to dispose of the entire equity interest in Grand Praise and to assign the Regal BVI Shareholder Loans to the Tianjin Purchaser.

Tianjin Agreement

Date: 27 June 2013

Parties: 1. Regal BVI (as vendor)
2. The Tianjin Purchaser (as purchaser)

Subject assets: Pursuant to the Tianjin Agreement, Regal BVI will (i) dispose of the entire equity interest in Grand Praise; and (ii) assign to the Tianjin Purchaser the Regal BVI Shareholder Loans as at the date of completion, which amounts to HK\$1,279.4 million as at the date of this joint announcement.

Consideration: The initial consideration for the Tianjin Transaction is HK\$1,417.5 million. It shall be adjusted on a dollar-for-dollar basis based on the other net tangible assets (other than the Tianjin Land) less other liabilities (other than the Regal BVI Shareholder Loans) of the Tianjin Group as at the date of completion of the Tianjin Transaction, provided that any such upward adjustment shall not exceed HK\$50 million. Such other net tangible assets

amounted to approximately HK\$37 million as at 31 May 2013 and on that basis, the adjustment would increase the consideration by approximately HK\$37 million (representing less than 3% of the initial consideration) and would not be material.

The initial consideration was determined after arm's-length negotiation between the parties primarily based on the preliminary valuation of the Tianjin Land of RMB1,250 million (equivalent to approximately HK\$1,575 million) as of 31 May 2013 as appraised by a qualified independent professional valuer jointly engaged by the parties and a 10% discount to the valuation. Given that the initial consideration has taken into account the Tianjin Purchaser's acquisition of the Tianjin Land based on appraised value and the Regal BVI Shareholder Loans will be assigned to the Tianjin Purchaser, the net tangible assets adjustment does not take into account the book value of the Tianjin Land and the Regal BVI Shareholder Loans.

Payment terms:

The consideration for the Tianjin Transaction (with accrued interest) shall be payable by the Tianjin Purchaser to Regal BVI within three years after completion of the Tianjin Transaction in any number of instalments at the discretion of the Tianjin Purchaser. Interest shall accrue on the consideration from the date of completion of the Tianjin Transaction up to the date of settlement at an interest rate of 5% per annum (calculated on a daily basis) which is determined after arm's length negotiation and with reference to the cost of capital to the Regal Group and the Cosmo Group.

The Tianjin Purchaser shall, after the completion of the Tianjin Transaction and until the consideration for the Tianjin Transaction and the relevant accrued interest are fully settled, pledge in respect of such payment obligation in favour of Regal BVI (i) the entire issued share capital of Grand Praise, and the dividends and distribution arising therefrom (ii) the Regal BVI Shareholder Loans and (iii) any future shareholder's loans given by the Tianjin Purchaser to the Tianjin Group.

Conditions precedent:

The completion of the Tianjin Transaction is conditional upon the satisfaction or waiver of the following conditions on or before 25 September 2013 (or such later date as the parties may agree):

- (a) the approval of the independent shareholders of Cosmopolitan;
- (b) the Tianjin Purchaser being satisfied with the results of the financial, legal and business due diligence in respect of the Tianjin Group; and
- (c) all necessary obligations having been complied with and all necessary consents having been obtained and, where applicable, the uninterrupted continuation of the business of the Tianjin Group immediately after completion of the Tianjin Transaction.

Completion: Completion of the Tianjin Transaction shall take place on the next business day after the satisfaction or waiver (as the case may be) of the above conditions precedent.

Vendor's warranties: The Tianjin Agreement contains customary representations and warranties given by Regal BVI including among others the following:

- (a) the Tianjin Group having good legal and beneficial title to the Tianjin Land;
- (b) the Tianjin Group is debt-free, save for (i) any disclosed liabilities, (ii) the Regal BVI Shareholder Loans and (iii) inter-company loans within the Tianjin Group; and
- (c) the warranties and representations given by Regal BVI are true, correct and not misleading in all material respects.

The maximum liability of Regal BVI arising from the claims by the Tianjin Purchaser shall not exceed the amount of consideration actually received by Regal BVI and all the claims by the Tianjin Purchaser shall be made within 3 years after completion of the Tianjin Transaction or, if such claim relates to taxation, it shall be made within 7 years after completion of the Tianjin Transaction.

Restrictive covenants: The Tianjin Purchaser undertakes that after completion of the Tianjin Transaction and until the consideration of the Tianjin Transaction and the relevant accrued interest are fully settled:

- (a) the Tianjin Purchaser shall not borrow additional external debt and/or create encumbrances over the share capital of the Tianjin Purchaser, any member of the Tianjin Group and the Tianjin Land without prior consent from Regal BVI, which shall not be unreasonably withheld;
- (b) the Tianjin Purchaser shall not change its shareholding structure and the shareholding structure of the Tianjin Group without prior consent from Regal BVI; and
- (c) the Tianjin Purchaser shall not dispose of, transfer or assign its rights over the Tianjin Land to any parties.

The above restrictive covenants do not apply to the sale of properties in the ordinary course of business of the Tianjin Group and on terms no less favourable than the then available prevailing market terms provided that such proceeds shall be applied as working capital of the Tianjin Group and/or settlement of the consideration of the Tianjin Transaction.

Purchaser's guarantor: Upon completion of the Tianjin Transaction, Cosmopolitan shall guarantee

the due observance of the restrictive covenants by the Tianjin Purchaser.

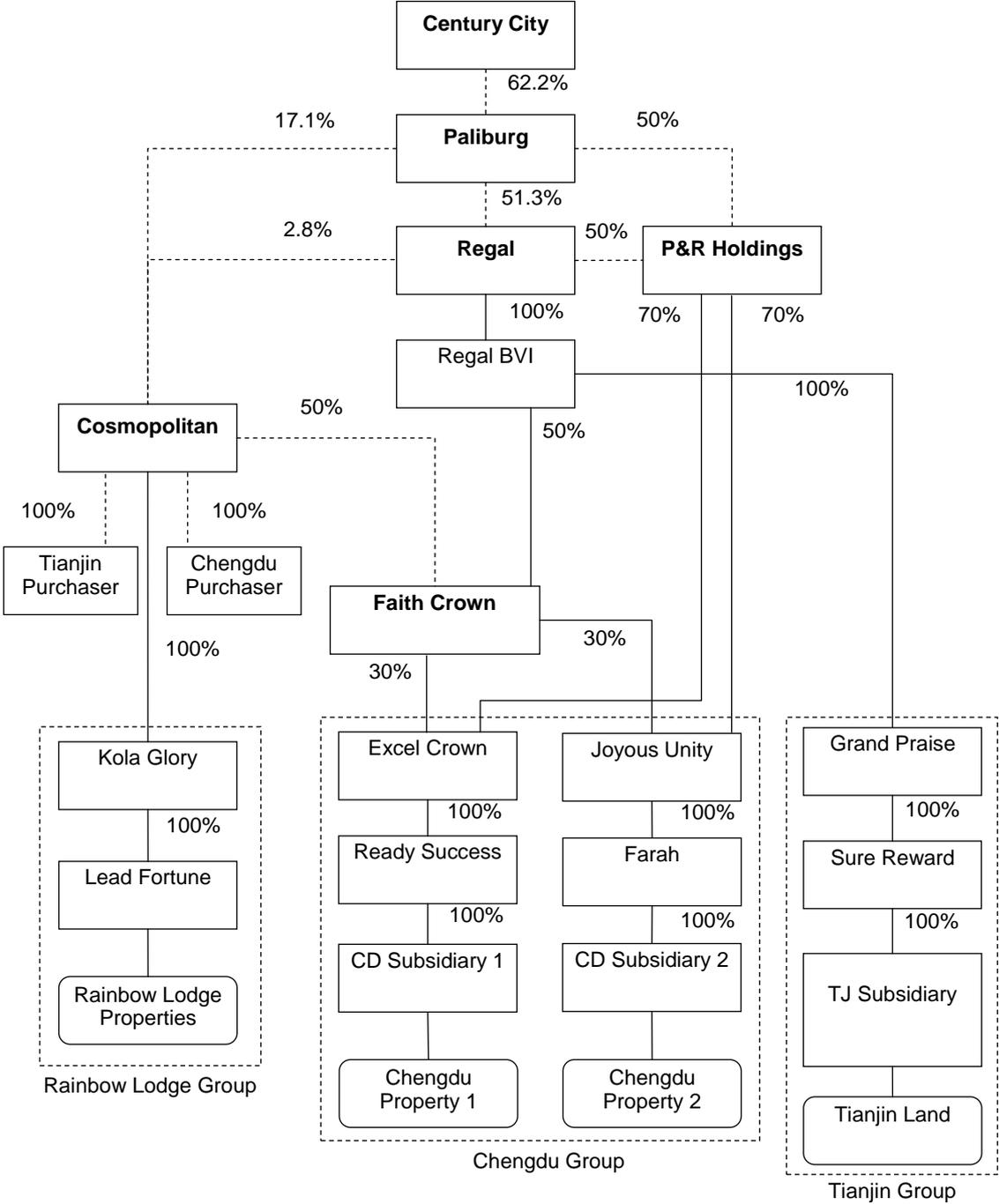
Information on the Tianjin Group and the Tianjin Land

Members of the Tianjin Group were incorporated in 2012. The Tianjin Group acquired the Tianjin Land in a vacant state in October 2012. The principal business of the Tianjin Group is the holding and development of the Tianjin Land. Located in Tianjin City, the PRC, the Tianjin Land has a total site area of about 341,500 square feet. The proposed development of the Tianjin Land is preliminarily planned for commercial, office, hotel and residential purposes with a total gross floor area of about 1,560,000 square feet. It is tentatively estimated that the development costs of the Tianjin project would amount to about RMB1 billion (equivalent to approximately HK\$1.26 billion). Completion of the Tianjin Transaction is not inter-conditional with the completion of the Chengdu Transaction, the Other Chengdu Transaction or the Rainbow Lodge Transaction.

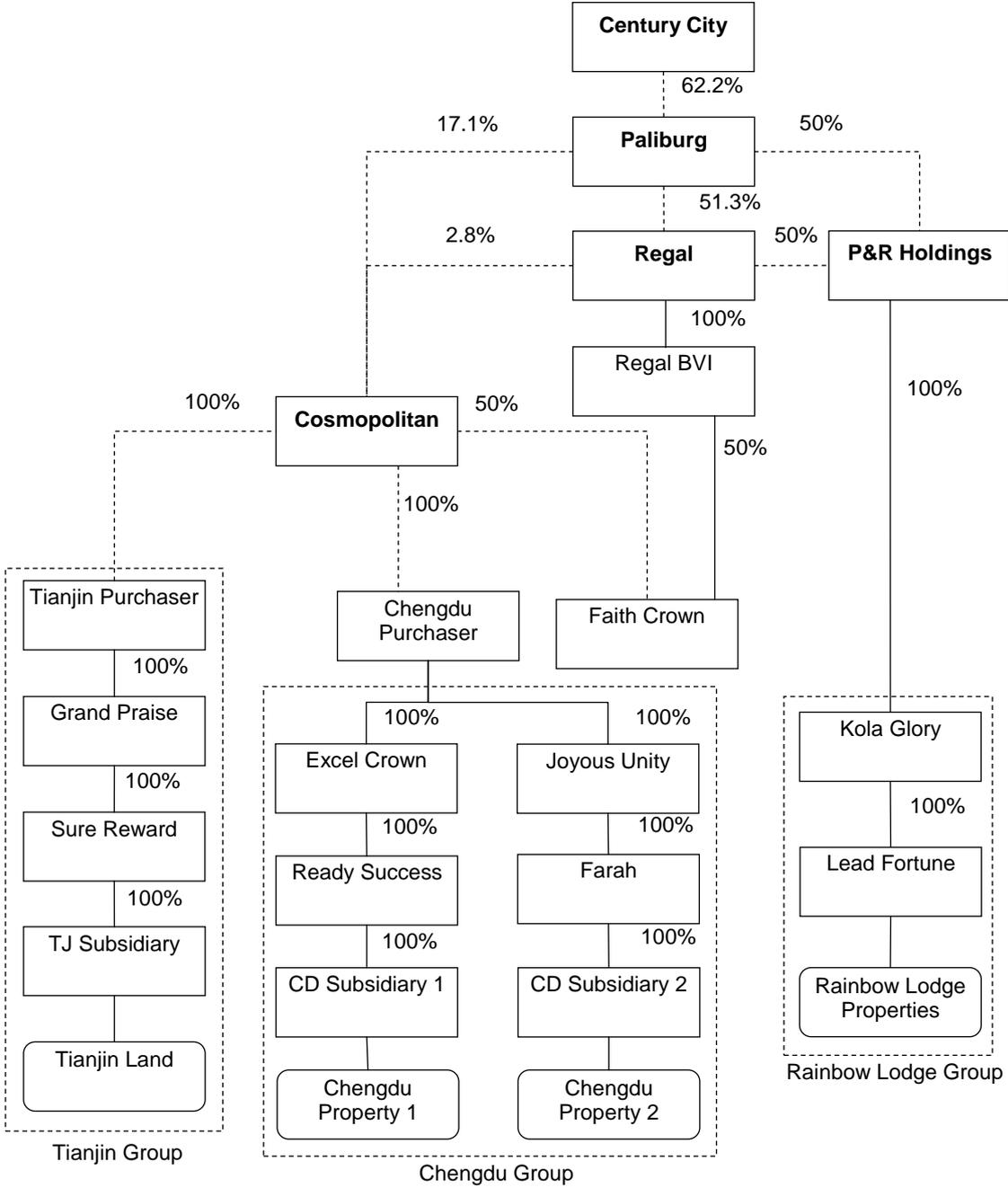
For the period ended 31 December 2012 (since the members of the Tianjin Group were established or incorporated), the Tianjin Group recorded consolidated net loss (both before and after tax) of approximately HK\$0.8 million. As at 31 December 2012, the Tianjin Group had consolidated net liabilities of approximately HK\$0.8 million.

RELEVANT GROUP CHARTS BEFORE AND AFTER THE TRANSACTIONS

Before the Chengdu Transaction, the Other Chengdu Transaction, the Rainbow Lodge Transaction and the Tianjin Transaction



After the Chengdu Transaction, the Other Chengdu Transaction, the Rainbow Lodge Transaction and the Tianjin Transaction



INFORMATION ON COSMOPOLITAN

The Cosmo Group is principally engaged in property investment and development, and securities and other investments.

Shareholding structure of Cosmopolitan

As at the date of this joint announcement: the Paliburg Group holds (i) approximately 17.1% of the issued share capital of Cosmopolitan; (ii) the CB2013 in the principal amount of HK\$100 million; and (iii) the Option to subscribe for the Optional CB in the principal amount of up to HK\$100 million; while the Regal Group holds (i) approximately 2.8% of the issued share capital of Cosmopolitan; (ii) the CB2010 in the principal amount of HK\$141.45 million; (iii) the CB2013 in the principal amount of HK\$100 million; and (iv) the Option to subscribe for the Optional CB in the principal amount of up to HK\$100 million. Set out below for illustration purposes are the current shareholding structure of Cosmopolitan and the shareholding structures in the following scenarios:

	As at the date of this joint announcement		Assuming conversions in full of the CB2010 ¹ and the CB2013s ¹		Assuming exercise of the Options, conversions in full of the CB2010 and the CB2013s and partial conversion of the Optional CBs ¹ to the extent that public float is maintained ²	
	No. of Cosmo Shares	%	No. of Cosmo Shares	%	No. of Cosmo Shares	%
The Paliburg Group	2,016,666,666	17.11	3,683,333,332	19.74	5,151,666,665	25.60
The Regal Group	334,000,000	2.83	5,536,916,666	29.68	5,536,916,666	27.52
	2,350,666,666	19.94	9,220,249,998	49.42	10,688,583,331	53.12
Giant Sino Group Limited	4,403,576,090	37.37	4,403,576,090	23.61	4,403,576,090	21.88
Culture Landmark Investment Limited	1,446,064,745	12.27	1,446,064,745	7.75	1,446,064,745	7.19
Other shareholders	3,584,823,450	30.42	3,584,823,450	19.22	3,584,823,450	17.81
Total	11,785,130,951	100.00	18,654,714,283	100.00	20,123,047,616	100.00

Notes:

- Under the respective terms of the CB2010, CB2013s and the Optional CBs (if issued), no conversion of the CB2010s, CB2013s or Optional CBs (as the case may be) shall take place if after such conversion, Cosmopolitan will not be able to meet the public float requirement of the Listing Rules. The CB2010, CB2013s and the Optional CBs (if issued) are not subject to any restriction that disallows them to be converted in case that a mandatory general offer will be triggered under the Takeovers Code as a result of the conversion. The Century City Group, the Paliburg Group and the Regal Group will comply with the

requirements of the Listing Rules and the Takeovers Code in respect of the conversion of the CB2010, CB2013s and/or the Optional CBs (if issued). As at the date of this joint announcement, none of the CBs or the Options have been converted/exercised by the Paliburg Group or the Regal Group. Paliburg and Regal are considering their position on the CBs and the Optional CBs (if issued), in particular whether or not to exercise the Options and convert their respective CBs and Optional CBs, whether in whole or in part, which will be based on their assessment of, inter alia, the financial status and business prospects of the Cosmo Group and general market conditions.

2. *On the basis that the Optional CBs with a principal amount of HK\$88.1 million are converted by the Paliburg Group and no Optional CBs are converted by the Regal Group.*

Other relationships between the Century City Group, the Paliburg Group, the Regal Group and the Cosmo Group

Apart from the Paliburg Group's and the Regal Group's interests in the Cosmo Shares, the Cosmo CBs and the Options as stated above, the Regal Group and the Cosmo Group each owns 50% of the equity interest in Faith Crown.

Mr. Ng Kwai Kai, Kenneth, an executive director of Century City, Paliburg and Regal, is a non-executive director of Cosmopolitan. Mr. Leung So Po, Kelvin, an executive director of Century City, is a non-executive director of Cosmopolitan. Mr. Wong Po Man, Kenneth, an executive director of Paliburg, is a non-executive director of Cosmopolitan. Based on the latest available public information, Mr. Lam Kwing Wai, Alvin Leslie, a director of a wholly-owned subsidiary of Regal, is interested in approximately 7.03% of the issued ordinary share capital of Cosmopolitan as at the date of this joint announcement.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

Century City holds 62.2% of the issued share capital of Paliburg, while Paliburg holds 51.3% of the issued share capital of Regal. Paliburg is a subsidiary of Century City, while Regal is a subsidiary of Century City and Paliburg. The Century City Group and the Paliburg Group are principally engaged in property investment and development, construction and building related businesses, and securities and other investments. The Regal Group is principally engaged in hotel ownership (through its 74.6%-owned subsidiary Regal REIT), and hotel management and operation. It also engages in property development and investment, as well as asset management of Regal REIT and securities and other investments. P&R Holdings is a subsidiary of Century City and Paliburg and a 50%-owned jointly controlled entity of Regal. It is engaged in the investment and development of properties for sale and/or leasing.

P&R Holdings acquired the 70% equity interest in the Chengdu Group in June 2011. The valuation of the Chengdu Project at that time was approximately RMB1,350 million. Based on the valuation of the Chengdu Project as of 31 May 2013, the value of the project has appreciated to RMB1,540 million. The Century City Directors and the Paliburg Directors consider that the Chengdu Transaction will enable P&R Holdings to realize the appreciation in value of the Chengdu Project. Based on the initial considerations for the Chengdu Transaction (before offsetting the Novated Liability) and the Other Chengdu Transaction, the carrying value of its attributable share of investment in the Chengdu Group as at 31 May 2013 and the release of the related deferred tax liabilities, it is preliminarily estimated

that the Century City Group and the Paliburg Group would record a gain before tax and non-controlling interests of approximately HK\$300 million respectively from the transactions. The Century City Group and the Paliburg Group understand that P&R Holdings intends to use the proceeds from the Chengdu Transaction for working capital purposes.

The Century City Group and the Paliburg Group will earn interest arising from the drawdown of the Standby Facility.

The Tianjin Land was acquired by the Regal Group through a land auction in October 2012 at a price of approximately RMB985 million (equivalent to approximately HK\$1,241 million). Based on the consideration for the Tianjin Transaction (before taking into account the net tangible asset adjustment), it is preliminarily estimated that the Regal Group would record a gain before tax of approximately HK\$130 million from the transaction.

The Paliburg Group and the Regal Group currently hold in aggregate 19.9% of the issued share capital of Cosmopolitan. In the event that the Paliburg Group and the Regal Group exercise all the conversion rights attached to the CB2010, CB2013s and the Optional CBs (assuming the Options are exercised) to the extent that the public float requirement of Cosmo Shares is maintained, they will collectively be interested in 53.1% of the issued Cosmo Shares and will be obliged to make a general offer to acquire the remaining securities of Cosmopolitan not owned by them. If these actions are proceeded with, the Century City Group and the Paliburg Group would come to hold a majority equity interest in Cosmopolitan and consequently retain their significant interest and control in the Chengdu Project and the Tianjin Land. The proceeds from the Standby Facility may be utilized by the Cosmo Group for the development of the Chengdu Project and/or the Tianjin Land, and/or for its working capital.

Several of the apartment units in the Rainbow Lodge Properties have been renovated and four out of ten duplex units are presently rented out. The Century City Directors and the Paliburg Directors consider that the Rainbow Lodge Transaction provides an opportunity for P&R Holdings to expand its present property portfolio by adding existing properties which are readily revenue-generating at a price determined with reference to an independent market valuation.

GENERAL

Century City holds approximately 62.2% of the issued share capital of Paliburg and Paliburg holds approximately 51.3% of the issued share capital of Regal. Paliburg is a subsidiary of Century City while Regal is a subsidiary of Century City and Paliburg. P&R Holdings is owned as to 50% by each of Paliburg (through a wholly-owned subsidiary) and Regal (through a wholly-owned subsidiary). P&R Holdings is a subsidiary of Century City and Paliburg while it is a 50%-owned jointly controlled entity of Regal.

As one of the applicable percentage ratios in respect of the Chengdu Transaction is more than 25% but less than 75%, the Chengdu Transaction constitutes a major transaction for Century City and Paliburg subject to reporting, announcement and shareholders' approval requirements under the Listing Rules. Based on the applicable percentage ratios in respect of the Financial Assistance consisting of the Standby Facility and the Advance (upon completion of the Chengdu Transaction and the Other Chengdu Transaction), the Financial Assistance constitutes a discloseable transaction for

Century City and Paliburg under Chapter 14 of the Listing Rules. Based on the applicable percentage ratios for the Rainbow Lodge Transaction, the Rainbow Lodge Transaction constitutes a discloseable transaction for Century City under the Listing Rules. The Century City Directors (including the independent non-executive directors) consider that the terms of Chengdu Transaction, the Financial Assistance and the Rainbow Lodge Transaction are fair and reasonable and in the interests of Century City and its shareholders as a whole. The Paliburg Directors (including the independent non-executive directors) consider that the terms of the Chengdu Transaction and the Financial Assistance are fair and reasonable and in the interests of Paliburg and its shareholders as a whole.

Century City will seek written shareholders' approval for the Chengdu Transaction from a closely allied group of shareholders of Century City, comprising Mr. Lo Yuk Sui and the companies wholly or majority owned and controlled by Mr. Lo Yuk Sui. As at the date of this joint announcement, Mr. Lo Yuk Sui and the companies wholly or majority owned and controlled by him in aggregate hold approximately 58.16% of the issued share capital of Century City consisting of (i) Mr. Lo Yuk Sui himself who personally owns approximately 3.09% of the issued share capital of Century City, (ii) Grand Modern Investments Limited which owns approximately 50.75% of the issued share capital of Century City, (iii) Fook Island Limited which owns approximately 0.11% of the issued share capital of Century City, (iv) Master City Limited which owns approximately 1.51% of the issued share capital of Century City, (v) Shui To Co., Limited which owns approximately 2.08% of the issued share capital of Century City, and (vi) YSL International Holdings Limited which owns approximately 0.62% of the issued share capital of Century City. Century City expects to despatch a circular to its shareholders for information purposes as soon as possible on or before 19 July 2013.

Paliburg will seek written shareholders' approval for the Chengdu Transaction from a closely allied group of shareholders of Paliburg, comprising Mr. Lo Yuk Sui and the companies wholly or majority owned and controlled by him. As at the date of this joint announcement, Mr. Lo Yuk Sui and the companies wholly or majority owned and controlled by him in aggregate hold approximately 74.03% of the issued ordinary share capital of Paliburg consisting of (i) Mr. Lo Yuk Sui himself who personally owns approximately 7.67% of the issued share capital of Paliburg, (ii) Select Wise Holdings Limited which owns approximately 1.46% of the issued share capital of Paliburg, (iii) Splendid All Holdings Limited which owns approximately 2.73% of the issued share capital of Paliburg, (iv) Almighty International Limited which owns approximately 31.04% of the issued share capital of Paliburg, (v) Century City Holdings Limited which owns approximately 2.73% of the issued share capital of Paliburg, (vi) Cleverview Investments Limited which owns approximately 16.22% of the issued share capital of Paliburg, (vii) Gold Concorde Holdings Limited which owns approximately 2.61% of the issued share capital of Paliburg, (viii) Meylink Limited which owns approximately 4.36% of the issued share capital of Paliburg, (ix) Smartaccord Limited which owns approximately 0.75% of the issued share capital of Paliburg, and (x) Splendour Corporation which owns approximately 4.46% of the issued share capital of Paliburg. Paliburg expects to despatch a circular to its shareholders for information purposes as soon as possible on or before 19 July 2013.

Given that Faith Crown is a 50%-owned jointly controlled entity of Regal and it is not a subsidiary of Century City, Paliburg or Regal under the Listing Rules, the Other Chengdu Transaction does not constitute a transaction for Century City, Paliburg and Regal under Chapters 14 and 14A of the Listing Rules. The Century City Group, the Paliburg Group and the Regal Group are engaged in, among others, property development business. The Tianjin Land is recognised by the Century City Group, the Paliburg Group and the Regal Group in their respective financial statements as current assets

under “properties under development” and the sales under the Tianjin Transaction will be recognised as revenue. Given that the Tianjin Transaction is of revenue nature in the ordinary course of business of Century City, Paliburg and Regal, the Tianjin Transaction does not constitute a transaction under Chapter 14 of the Listing Rules for Century City, Paliburg and Regal. As all of the applicable percentage ratios in respect of the Rainbow Lodge Transaction for Paliburg are less than 5%, the Rainbow Lodge Transaction does not constitute a notifiable transaction for Paliburg under the Listing Rules.

DEFINITIONS

“2011 CD Transaction”	the acquisition by P&R Holdings of a 70% equity interest in the Chengdu Group and 70% of the shareholder’s loans due to Faith Crown by the Chengdu Group as jointly announced by Century City, Paliburg and Regal on 30 June 2011
“Advance”	the amount payable by the Chengdu Group to any subsidiary of P&R Holdings which amounted to approximately HK\$19 million as at 31 May 2013 and upon completion of the Chengdu Transaction and the Other Chengdu Transaction, will constitute a notifiable transaction for Century City and Paliburg under the Listing Rules
“CB2010”	the zero coupon guaranteed convertible bonds originally due 2010 (subsequently extended to 2013) issued by the Cosmo Group
“CB2013(s)”	the zero coupon guaranteed convertible bonds due 2013 issued by the Cosmo Group
“CD Subsidiary 1”	the owner of the Chengdu Property 1 and a wholly-owned subsidiary of Ready Success
“CD Subsidiary 2”	the owner of the Chengdu Property 2 and a wholly-owned subsidiary of Farah
“Century City”	Century City International Holdings Limited, a company incorporated in Bermuda with limited liability and whose issued ordinary shares are listed on the Main Board of the Stock Exchange (Stock Code: 355)
“Century City Directors”	the directors of Century City
“Century City Group”	Century City and its subsidiaries, for the purposes of this joint announcement excluding the Paliburg Group and the Regal Group
“Chengdu Agreement”	the sale and purchase agreement dated 27 June 2013 entered into between P&R Holdings and the Chengdu Purchaser in relation to the Chengdu Transaction

“Chengdu Group”	collectively, Joyous Unity, Excel Crown and their respective subsidiaries
“Chengdu Project”	the mixed-use development project on the Chengdu Properties located in Xindu District, Chengdu City, Sichuan Province, the PRC consisting of hotel, commercial, office and residential components
“Chengdu Properties”	collectively Chengdu Property 1 and Chengdu Property 2
“Chengdu Property 1”	the property comprising the residential part of the Chengdu Project
“Chengdu Property 2”	the property comprising the hotel, commercial, and office parts of the Chengdu Project
“Chengdu Purchaser”	Ample State Investments Limited, a wholly-owned subsidiary of Cosmopolitan
“Chengdu Transaction”	the: (a) disposal of a 70% equity interest in the Chengdu Group by P&R Holdings to the Chengdu Purchaser; and (b) assignment of the P&R Shareholder Loans to the Chengdu Purchaser, on the terms and subject to the conditions of the Chengdu Agreement
“Cosmo CBs”	the CB2010 and the CB2013s collectively
“Cosmo Group”	Cosmopolitan and its subsidiaries
“Cosmo Shareholder Loans”	all amounts due (including principal, interests and other sums, if any), owing or payable by Lead Fortune to Cosmopolitan to be assigned by Cosmopolitan to P&R Holdings pursuant to the Rainbow Lodge Transaction
“Cosmo Shares”	ordinary shares of par value of HK\$0.0002 each in the capital of Cosmopolitan
“Cosmopolitan”	Cosmopolitan International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose issued ordinary shares are listed on the Main Board of the Stock Exchange (Stock Code: 120)
“Excel Crown”	Excel Crown Investments Limited, a 70%-owned subsidiary of P&R Holdings as at the date of this joint announcement
“Facility Agreement”	the facility agreement dated 26 June 2013 entered into between the Facility Provider and Sincere Tact in respect of the Standby Facility

“Facility Provider”	Paliburg Finance Limited, a wholly-owned subsidiary of Paliburg
“Faith Crown”	Faith Crown Holdings Limited, a joint venture owned by Regal BVI (a wholly-owned subsidiary of Regal) and Mass Surplus International Limited (a wholly-owned subsidiary of Cosmopolitan) as to 50% and 50% respectively
“Farah”	Farah Investments Limited, a wholly-owned subsidiary of Joyous Unity
“FC Shareholder Loans”	all amounts due (including principal, interests and other sums (if any), owing or payable by Farah and Ready Success to Faith Crown to be assigned by Faith Crown to the Chengdu Purchaser pursuant to the Other Chengdu Transaction
“Financial Assistance”	the Standby Facility and the Advance
“Grand Praise”	Grand Praise Investments Limited, a wholly owned subsidiary of Regal BVI as at the date of this joint announcement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Dollar Prime Lending Rate”	The Hongkong and Shanghai Banking Corporation Limited’s best lending rate for loans in Hong Kong Dollars as quoted or designated by the said bank from time to time
“Joyous Unity”	Joyous Unity Investments Limited, a 70%-owned subsidiary of P&R Holdings as at the date of this joint announcement
“Kola Glory”	Kola Glory Limited, a wholly owned subsidiary of Cosmopolitan
“Lead Fortune”	Lead Fortune Development Limited, a wholly owned subsidiary of Kola Glory
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Novated Liability”	the outstanding consideration for the 2011 CD Transaction of approximately HK\$648.1 million payable by P&R Holdings to Faith Crown which will be novated to and assumed by the Chengdu Purchaser pursuant to the Novation Agreement
“Novation Agreement”	the novation and variation deed dated 27 June 2013 entered into between Faith Crown, P&R Holdings and the Chengdu Purchaser pursuant to which the Chengdu Purchaser will assume the Novated Liability

“Option”	the option granted by the Cosmo Group to each of the Paliburg Group and the Regal Group to subscribe for the Optional CB each in the principal amount of up to HK\$100 million
“Optional CB(s)”	the zero coupon guaranteed convertible bonds to be issued by the Cosmo Group to the Paliburg Group or the Regal Group (as the case may be) upon exercise of the Option
“Other Chengdu Agreement”	the sale and purchase agreement dated 27 June 2013 entered into between Faith Crown and the Chengdu Purchaser in relation to the Other Chengdu Transaction
“Other Chengdu Transaction”	the: (a) disposal of a 30% equity interest in the Chengdu Group by Faith Crown; and (b) assignment of the FC Shareholder Loans to the Chengdu Purchaser, on the terms and subject to the conditions of the Other Chengdu Agreement
“Paliburg”	Paliburg Holdings Limited, a company incorporated in Bermuda with limited liability and whose issued ordinary shares are listed on the Main Board of the Stock Exchange (Stock Code: 617)
“Paliburg Directors”	the directors of Paliburg
“Paliburg Group”	Paliburg and its subsidiaries, for the purposes of this joint announcement excluding the Regal Group
“percentage ratios”	the percentage ratios calculated based on the requirements under Rule 14.07 of the Listing Rules
“PRC”	the People’s Republic of China
“Put Option”	the put option granted by Faith Crown to Joyous Unity for the purchase of the completed hotel and commercial podium of the Chengdu Project pursuant to the 2011 CD Transaction
“P&R Holdings”	P&R Holdings Limited, a joint venture established and owned by Capital Merit Investments Limited (a wholly-owned subsidiary of Paliburg) and Regal Hotels Investments Limited (a wholly-owned subsidiary of Regal) as to 50% and 50% respectively
“P&R Shareholder Loans”	all amounts due (including principal, interests and other sums, if any), owing or payable by Farah and Ready Success to P&R Holdings to be assigned by P&R Holdings to the Chengdu Purchaser pursuant to the Chengdu Transaction

“Rainbow Lodge Agreement”	the sale and purchase agreement dated 27 June 2013 entered into between P&R Holdings and Cosmopolitan in relation to the Rainbow Lodge Transaction
“Rainbow Lodge Group”	Kola Glory and its only subsidiary, Lead Fortune
“Rainbow Lodge Properties”	the property comprising ten residential duplex units with gross area of approximately 19,720 square feet and 14 car parks in a completed residential development known as Rainbow Lodge located at 9 Ping Shan Lane, Tong Yan San Tsuen, Yuen Long, New Territories, Hong Kong
“Rainbow Lodge Transaction”	the: (a) acquisition of the entire equity interest in Kola Glory by P&R Holdings from Cosmopolitan; and (b) assignment of the Cosmo Shareholder Loans to P&R Holdings, on the terms and subject to the conditions of the Rainbow Lodge Agreement
“Ready Success”	Ready Success Investments Limited, a wholly-owned subsidiary of Excel Crown
“Regal”	Regal Hotels International Holdings Limited, a company incorporated in Bermuda with limited liability and whose issued ordinary shares are listed on the Main Board of the Stock Exchange (Stock Code: 78)
“Regal BVI”	Regal International (BVI) Holdings Limited, a wholly-owned subsidiary of Regal
“Regal BVI Shareholder Loans”	all amounts due (including principal, interests and other sums, if any), owing or payable by Sure Reward to Regal BVI to be assigned by Regal BVI to the Tianjin Purchaser pursuant to the Tianjin Transaction
“Regal Directors”	the directors of Regal
“Regal Group”	Regal and its subsidiaries
“Regal REIT”	Regal Real Estate Investment Trust, a Hong Kong collective investment scheme authorized under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the issued units of which are listed on the Main Board of the Stock Exchange (Stock Code: 1881)
“RMB”	Renminbi, the lawful currency of the PRC
“Sincere Tact”	Sincere Tact Limited, a wholly-owned subsidiary of Cosmopolitan

“Standby Facility”	the 2-year standby revolving unsecured facility of HK\$200 million under the Facility Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sure Reward”	Sure Reward Investments Limited, a wholly-owned subsidiary of Grand Praise
“Takeovers Code”	the Code on Takeovers and Mergers
“Tianjin Agreement”	the sale and purchase agreement dated 27 June 2013 entered into between Regal BVI and the Tianjin Purchaser in relation to the Tianjin Transaction
“Tianjin Group”	Grand Praise and its subsidiaries including Sure Reward and the TJ Subsidiary
“Tianjin Land”	a parcel of land located in Tianjin City, the PRC
“Tianjin Purchaser”	Fortune City International Investments Limited, a wholly-owned subsidiary of Cosmopolitan
“Tianjin Transaction”	the: (a) disposal of the entire equity interest in Grand Praise by Regal BVI; and (b) assignment of the Regal BVI Shareholder Loans to the Tianjin Purchaser, on the terms and subject to the conditions of the Tianjin Agreement
“TJ Subsidiary”	the owner of the Tianjin Land and a wholly-owned subsidiary of Sure Reward

By Order of the Board
**Century City International
Holdings Limited**
Eliza Lam Sau Fun
Secretary

By Order of the Board
Paliburg Holdings Limited
Eliza Lam Sau Fun
Secretary

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

Hong Kong, 27 June 2013

As at the date of this joint announcement, the board of directors of Century City comprises the following members:

Executive directors:

Mr. LO Yuk Sui
(Chairman and Chief Executive Officer)
Mr. Kenneth NG Kwai Kai
(Chief Operating Officer)
Mr. Donald FAN Tung
Mr. Kelvin LEUNG So Po
Mr. Jimmy LO Chun To
Miss LO Po Man

Independent non-executive directors:

Mr. Anthony CHUANG
Mr. NG Siu Chan
Mr. WONG Chi Keung

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

Executive directors:

Mr. LO Yuk Sui
(Chairman and Chief Executive Officer)
Mr. Donald FAN Tung
(Chief Operating Officer)
Mr. Jimmy LO Chun To
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
Mr. NG Siu Chan
Mr. Abraham SHEK Lai Him, SBS, JP
Mr. WONG Chi Keung

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

Executive directors:

Mr. LO Yuk Sui
(Chairman and Chief Executive Officer)
Ms. Belinda YEUNG Bik Yiu
(Chief Operating Officer)
Mr. Donald FAN Tung
Mr. Jimmy LO Chun To
Miss LO Po Man
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

For illustration purposes, the exchange rate of RMB1.00 = HK\$1.26 has been used to convert RMB into HK\$ in this joint announcement.