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(stock code: 355)

**VOLUNTARY  
ANNOUNCEMENT**



(stock code: 617)

**VOLUNTARY  
ANNOUNCEMENT**



(stock code: 78)

**CONNECTED TRANSACTION  
IN RESPECT OF TRANSFER OF  
REGAL REIT UNITS**



(stock code: 120)

**CONNECTED TRANSACTION  
IN RESPECT OF TRANSFER OF  
REGAL SHARES AND  
REGAL REIT UNITS**

**JOINT ANNOUNCEMENT**

#### **Regal Shares Transfer**

On 27 April 2021 (after trading hours), HPNL, a wholly-owned subsidiary of Paliburg, and CIFL, a wholly-owned subsidiary of Cosmopolitan, entered into the Regal Shares Agreement, pursuant to which HPNL agreed to acquire from CIFL 23,408,000 Regal Shares, representing approximately 2.60% of total Regal Shares in issue, at a cash consideration of approximately HK\$107.7 million, equivalent to HK\$4.60 per Regal Share. Completion of the Regal Shares Transfer will take place on or before 29 April 2021 (or such later date to be mutually agreed by the parties to the Regal Shares Agreement).

Immediately after completion of the Regal Shares Transfer, the Cosmopolitan Group will cease to hold any Regal Shares and the direct shareholding in Regal Shares of Paliburg together with its wholly-owned subsidiaries will increase from 66.65% to 69.25%.

#### **Regal REIT Units Transfer**

On 27 April 2021 (after trading hours), HNL, a wholly-owned subsidiary of Regal, and CIFL entered into the Regal REIT Units Agreement, pursuant to which HNL agreed to acquire from CIFL 10,219,000 Regal REIT Units, representing approximately 0.31% of total Regal REIT Units in issue, at a cash consideration of approximately HK\$19.2 million, equivalent to HK\$1.88 per Regal REIT Unit. Completion of the Regal REIT Units Transfer will take place on or before 29 April 2021 (or such later date to be mutually agreed by the parties to the Regal REIT Units Agreement).

Immediately after completion of the Regal REIT Units Transfer, the Cosmopolitan Group will cease to hold any Regal REIT Units and the unitholding in Regal REIT Units of the Regal Group will increase from 74.58% to 74.89%.

### **Listing Rules Implications**

Regal is a listed subsidiary of Paliburg. Cosmopolitan is a listed subsidiary of P&R (a 50%:50% owned joint venture company of Paliburg and Regal). Consequently, Cosmopolitan is a listed subsidiary of Paliburg and a fellow subsidiary of Regal.

To Cosmopolitan, Paliburg and Regal are its substantial shareholders by virtue of their respective shareholdings in Cosmopolitan. HPNL and HNL (as associates of Paliburg and Regal respectively) are therefore connected persons of Cosmopolitan.

To Regal, CIFL is an associate of its holding company Paliburg. Therefore, CIFL is a connected person of Regal.

#### *Regal Shares Transfer*

All the applicable percentage ratios in respect of the Regal Shares Transfer are below 5% for each of Century City, Paliburg and Cosmopolitan. Therefore, the Regal Shares Transfer does not constitute a notifiable transaction for each of Century City, Paliburg and Cosmopolitan under Chapter 14 of the Listing Rules.

The Regal Share Transfer constitutes a connected transaction for Cosmopolitan. For Cosmopolitan, as all the applicable percentage ratios in respect of the Regal Shares Transfer exceed 0.1% but are less than 5%, the Regal Shares Transfer is subject to the reporting and announcement requirements but exempt from independent shareholders' approval under Chapter 14A of the Listing Rules.

#### *Regal REIT Units Transfer*

All the applicable percentage ratios in respect of the Regal REIT Units Transfer are below 5% for each of Century City, Paliburg, Regal and Cosmopolitan. Therefore, the Regal REIT Units Transfer does not constitute a notifiable transaction for each of Century City, Paliburg, Regal and Cosmopolitan under Chapter 14 of the Listing Rules.

For Regal, the Regal REIT Units Transfer constitutes a connected transaction. As all the applicable percentage ratios in respect of the Regal REIT Units Transfer exceed 0.1% but are less than 5%, the Regal REIT Units Transfer is subject to the reporting and announcement requirements but exempt from independent shareholders' approval under Chapter 14A of the Listing Rules.

For Cosmopolitan, the Regal REIT Units Transfer constitutes a connected transaction. As all the applicable percentage ratios in respect of the Regal REIT Units Transfer exceed 0.1% but are less than 5%, the Regal REIT Units Transfer is subject to the reporting and announcement requirements but exempt from independent shareholders' approval under Chapter 14A of the Listing Rules.

#### *Regal Shares Transfer as aggregated with Regal REIT Units Transfer*

All the applicable percentage ratios in respect of the Regal Shares Transfer and the Regal REIT Units Transfer aggregated together are below 5% for each of Century City, Paliburg and Cosmopolitan. Therefore, none of them constitutes a notifiable transaction for each of Century City, Paliburg and Cosmopolitan under Chapter 14 of the Listing Rules.

For Cosmopolitan, the Regal Shares Transfer and the Regal REIT Units Transfer constitute connected transactions. As all the applicable percentage ratios in respect of both transactions aggregated together exceed 0.1% but are less than 5%, they are subject to the reporting and announcement requirements but exempt from independent shareholders' approval under Chapter 14A of the Listing Rules.

### **REGAL SHARES AGREEMENT**

On 27 April 2021 (after trading hours), HPNL, a wholly-owned subsidiary of Paliburg, and CIFL, a wholly-owned subsidiary of Cosmopolitan, entered into the Regal Shares Agreement, pursuant to which HPNL agreed to acquire from CIFL 23,408,000 Regal Shares, representing approximately 2.60% of the total Regal Shares in issue, at a cash consideration of approximately HK\$107.7 million, equivalent to HK\$4.60 per Regal Share. Completion of the Regal Shares Transfer will take place on

or before 29 April 2021 (or such later date to be mutually agreed by the parties to the Regal Shares Agreement).

The Cosmopolitan Group and Paliburg together with its wholly-owned subsidiaries directly held 2.60% and 66.65% respectively of the Regal Shares in issue as at the date of this joint announcement. Immediately after completion of the Regal Shares Transfer, the Cosmopolitan Group will cease to hold any Regal Shares and the direct shareholding in Regal Shares of Paliburg together with its wholly-owned subsidiaries will increase from 66.65% to 69.25%.

For illustrative purpose only, the following table sets out the shareholding structure of Regal (i) as at the date of this joint announcement and (ii) immediately after completion of the Regal Shares Transfer (assuming there is no other change in the shareholding structure of Regal before completion of the Regal Shares Transfer):

	As at the date of this joint announcement		Immediately after completion of the Regal Shares Transfer	
	<i>Number of Regal Shares</i>	<i>%</i>	<i>Number of Regal Shares</i>	<i>%</i>
Mr. LO Yuk Sui and his spouse	284,900	0.03%	284,900	0.03%
Century City <i>(Note)</i>	421,400	0.05%	421,400	0.05%
Paliburg <i>(Note)</i>	599,025,861	66.65%	622,433,861	69.25%
Cosmopolitan <i>(Note)</i>	23,408,000	2.60%	-	-
Other Regal Directors	50,819,369	5.66%	50,819,369	5.66%
Sub-total	<u>673,959,530</u>	<u>74.99%</u>	<u>673,959,530</u>	<u>74.99%</u>
Other shareholders	224,822,803	25.01%	224,822,803	25.01%
Total	<u><u>898,782,333</u></u>	<u><u>100.00%</u></u>	<u><u>898,782,333</u></u>	<u><u>100.00%</u></u>

*Note: The Regal Shares are held through its wholly-owned subsidiary(ies).*

The agreed consideration for the Regal Shares Transfer was determined by the parties at arm's length negotiations after taking into account various factors, including, among others,:

- (i) that to the Cosmopolitan Group, it is expected to record a gain on disposal of approximately HK\$44.0 million;
- (ii) that to CIFL, the consideration of HK\$4.60 per Regal Share is at a premium of approximately 8.2% to 33.3% over the recent closing prices of the Regal Shares as set out in the paragraph headed "INFORMATION ON REGAL" in this joint announcement;
- (iii) that to HPNL, the consideration of HK\$4.60 per Regal Share represents a significant discount of more than 67% to the book net asset value of approximately HK\$14.25 per Regal Share as at 31 December 2020, and that the discount margin is expected to be even higher if compared to the adjusted net asset value per Regal Share as at 31 December 2020 (see the paragraph headed "INFORMATION ON REGAL" in this joint announcement), which HPNL considered to be commercially favourable;
- (iv) the turnover of the Regal Shares on the Stock Exchange as compared to the number of Regal Shares under the Regal Shares Transfer; and
- (v) the long term business prospects of the Regal Group.

## REGAL REIT UNITS AGREEMENT

On 27 April 2021 (after trading hours), HNL, a wholly-owned subsidiary of Regal, and CIFL entered into the Regal REIT Units Agreement, pursuant to which HNL agreed to acquire from CIFL 10,219,000 Regal REIT Units, representing approximately 0.31% of total Regal REIT Units in issue, at a cash consideration of approximately HK\$19.2 million, equivalent to HK\$1.88 per Regal REIT Unit. Completion of the Regal REIT Units Transfer will take place on or before 29 April 2021 (or such later date to be mutually agreed by the parties to the Regal REIT Units Agreement).

The Cosmopolitan Group and the Regal Group held 0.31% and 74.58% respectively of the Regal REIT Units in issue as at the date of this joint announcement. Immediately after completion of the Regal REIT Units Transfer, the Cosmopolitan Group will cease to hold any Regal REIT Units and the Regal Group's unitholding in Regal REIT Units will increase from 74.58% to 74.89%.

For illustrative purpose only, the following table sets out the unitholding structure of Regal REIT (i) as at the date of this joint announcement and (ii) immediately after completion of the Regal REIT Units Transfer (assuming there is no other change in the unitholding structure of Regal REIT before completion of the Regal REIT Units Transfer):

	As at the date of this joint announcement		Immediately after completion of the Regal REIT Units Transfer	
	<i>Number of Regal REIT Units</i>	<i>%</i>	<i>Number of Regal REIT Units</i>	<i>%</i>
Century City ( <i>Note</i> )	2,687,000	0.08%	2,687,000	0.08%
Paliburg ( <i>Note</i> )	732,363	0.02%	732,363	0.02%
Regal ( <i>Note</i> )	2,429,394,739	74.58%	2,439,613,739	74.89%
Cosmopolitan ( <i>Note</i> )	10,219,000	0.31%	-	-
Sub-total	2,443,033,102	74.99%	2,443,033,102	74.99%
Other unitholders	814,398,087	25.01%	814,398,087	25.01%
Total	3,257,431,189	100.00%	3,257,431,189	100.00%

*Note: The Regal REIT Units are held through its wholly-owned subsidiary(ies).*

The agreed consideration for the Regal REIT Units Transfer was determined by the parties at arm's length negotiations after taking into account various factors, including, among others,:

- (i) that to the Cosmopolitan Group, it is expected to record a gain on disposal of approximately HK\$5.4 million;
- (ii) that to CIFL, the consideration of HK\$1.88 per Regal REIT Unit is at a premium of approximately 8.0% to 15.6% over the recent closing prices of the Regal REIT Units as set out in the paragraph headed "INFORMATION ON REGAL REIT" in this joint announcement;
- (iii) that to HNL, the consideration of HK\$1.88 per Regal REIT Unit represents a significant discount of more than 48% to the book net asset value of approximately HK\$3.66 per Regal REIT Unit as at 31 December 2020 (see the paragraph headed "INFORMATION ON REGAL REIT" in this joint announcement), which HNL considered to be commercially favourable;
- (iv) the turnover of the Regal REIT Units on the Stock Exchange as compared to the number of Regal REIT Units under the Regal REIT Units Transfer; and
- (v) the long term business prospects of the Regal REIT Group.

## INFORMATION ON REGAL

Regal is a listed subsidiary of Century City and Paliburg and is a fellow subsidiary of Cosmopolitan. The Regal Group is principally engaged in hotel ownership business undertaken through Regal REIT, hotel operation and management businesses, asset management of Regal REIT, property development and investment, including those undertaken through the joint venture in P&R, aircraft ownership and leasing and other investments including financial assets investments.

The table below sets out the (loss) / profit before and after tax of the Regal Group for the two years ended 31 December 2020 and 2019:

	For the year ended 31 December	
	2020	2019
	HK\$' million	HK\$' million
(Loss) / profit before tax	(883.9)	470.1
(Loss) / profit after tax	(896.8)	459.6

As disclosed in the 2020 final results announcement of Regal, the book net asset value of the Regal Group amounted to approximately HK\$12,806.2 million as at 31 December 2020, representing approximately a book net asset value of HK\$14.25 per Regal Share (based on approximately 898.8 million Regal Shares in issue as at 31 December 2020).

For the purpose of providing supplementary information, the 2020 final results announcement of Regal also contained the adjusted net asset value of the Regal Group as at 31 December 2020, compiled primarily on the basis of restating the Regal Group's entire hotel property portfolio in Hong Kong at market value and adding back the relevant deferred tax liabilities in Regal's consolidated financial statements as at 31 December 2020, which was shown to be higher than the book net asset value of Regal Group.

The consideration of HK\$4.60 per Regal Share under the Regal Shares Agreement represents:

- (i) a premium of approximately 8.2% over the closing price of HK\$4.25 per Regal Share on the date of this joint announcement;
- (ii) a premium of approximately 10.0% over the average closing price of HK\$4.18 per Regal Share for the last 5 trading days immediately before the date of this joint announcement;
- (iii) a premium of approximately 13.0% over the average closing price of HK\$4.07 per Regal Share for the last 10 trading days immediately before the date of this joint announcement;
- (iv) a premium of approximately 33.3% over the average closing price of HK\$3.45 per Regal Share for the last 30 trading days immediately before the date of this joint announcement; and
- (v) a discount of approximately 67.7% to the book net asset value of HK\$14.25 per Regal Share as at 31 December 2020.

## INFORMATION ON REGAL REIT

Regal REIT is a listed subsidiary of Regal which in turn is a listed subsidiary of Century City and Paliburg and is a fellow subsidiary of Cosmopolitan. The principal activity of the Regal REIT Group is to own and invest in income-producing hotels, serviced apartments or commercial properties (including office premises) with the objectives of producing stable and growing distributions to the unitholders of Regal REIT and to achieve long-term growth in the net asset value per Regal REIT Unit attributable to the unitholders of Regal REIT.

The table below sets out the loss before and after tax of the Regal REIT Group for the two years ended 31 December 2020 and 2019:

	For the year ended 31 December	
	2020 HK\$' million	2019 HK\$' million
Loss before tax	2,222.4	2,017.9
Loss after tax	2,309.8	2,102.3

*Note: As set out in the 2020 final results announcement of Regal REIT, the core profit before distribution of the Regal REIT Group, excluding the fair value changes on the investment properties, amounted to HK\$438.2 million for the year ended 31 December 2020 and HK\$420.3 million for the year ended 31 December 2019.*

As disclosed in the 2020 final results announcement of Regal REIT, the book net asset value of the Regal REIT Group amounted to approximately HK\$11,930.9 million as at 31 December 2020, representing approximately a book net asset value of HK\$3.66 per Regal REIT Unit (based on approximately 3,257.4 million Regal REIT Units in issue as at 31 December 2020).

The consideration of HK\$1.88 per Regal REIT Unit under the Regal REIT Units Agreement represents:

- (i) a premium of approximately 8.0% over the closing price of HK\$1.74 per Regal REIT Unit on the date of this joint announcement;
- (ii) a premium of approximately 7.4% over the average closing price of HK\$1.75 per Regal REIT Unit for the last 5 trading days immediately before the date of this joint announcement;
- (iii) a premium of approximately 8.0% over the average closing price of HK\$1.74 per Regal REIT Unit for the last 10 trading days immediately before the date of this joint announcement;
- (iv) a premium of approximately 15.3% over the average closing price of HK\$1.63 per Regal REIT Unit for the last 30 trading days immediately before the date of this joint announcement; and
- (v) a discount of approximately 48.6% to the book net asset value of HK\$3.66 per Regal REIT Unit as at 31 December 2020.

## **REASONS FOR AND BENEFITS OF THE REGAL SHARES TRANSFER**

HPNL, as the purchaser of the Regal Shares Transfer, is a company incorporated in Hong Kong and a wholly-owned subsidiary of Paliburg. It is principally engaged in investment holding, securities investment and nominee services.

CIFL, as the vendor of the Regal Shares Transfer, is a company incorporated in Hong Kong and a wholly-owned subsidiary of Cosmopolitan. It is principally engaged in financing and financial assets investment.

Paliburg, through its subsidiaries, 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 and other investments including financial assets investments.

Cosmopolitan, through its subsidiaries, is principally engaged in property development and investment, which are mainly focused in the PRC, and other investments including financial assets investments.

The 23,408,000 Regal Shares under the Regal Shares Agreement were acquired by the Cosmopolitan Group on market from 2014 to 2017 for a total consideration of approximately HK\$105.8 million.

The proceeds from the Regal Shares Transfer (estimated to be approximately HK\$107.7 million) are expected to be used as the general working capital of the Cosmopolitan Group.

The carrying value of such Regal Shares recognised as financial assets at fair value through profit or loss in the book of the Cosmopolitan Group was approximately HK\$63.7 million as at 31 December 2020. Cosmopolitan expects to recognise a gain of approximately HK\$44.0 million from the Regal Shares Transfer. The expected gain on disposal of the Regal Shares is subject to audit by the independent auditors of Cosmopolitan.

In light of the above, the Cosmopolitan Directors (including the independent non-executive directors) consider that the terms of the Regal Shares Agreement are fair and reasonable, are on normal commercial terms and in the ordinary and usual course of business of the Cosmopolitan Group and are in the interests of Cosmopolitan and its shareholders as a whole.

Mr. LO Yuk Sui, Mr. Jimmy LO Chun To, Miss LO Po Man, Mr. Kenneth WONG Po Man, Mr. Kelvin LEUNG So Po and Mr. Kenneth NG Kwai Kai (all being executive directors of Cosmopolitan) are executive directors of Paliburg and/or Century City, Hon Abraham SHEK Lai Him (being an independent non-executive director of Cosmopolitan) is an independent non-executive director of Paliburg and Ms. Alice KAN Lai Kuen (being an independent non-executive director of Cosmopolitan) is an independent non-executive director of Regal, a listed subsidiary of Century City and Paliburg. All of these directors have abstained from voting on the relevant board resolutions of Cosmopolitan in relation to the Regal Shares Transfer.

The Regal Shares Transfer will help eliminate the cross-holding of Regal Shares and rationalise and simplify the shareholding structure of Regal under Century City and Paliburg. It is estimated that the Regal Shares Transfer would have a positive impact on the book and adjusted net assets value of the Paliburg Group and the Century City Group. The financial position of the Paliburg Group and the Century City Group is therefore expected to benefit from the Regal Shares Transfer.

## **REASONS FOR AND BENEFITS OF THE REGAL REIT UNITS TRANSFER**

HNL, the purchaser of the Regal REIT Units Transfer, is a company incorporated in Hong Kong and a wholly-owned subsidiary of Regal. It is principally engaged in securities investment and nominee services.

The 10,219,000 Regal REIT Units under the Regal REIT Units Agreement were acquired by the Cosmopolitan Group on market more than 10 years ago for a total consideration of approximately HK\$16.0 million. The proceeds from the disposal of the Regal REIT Units are expected to be applied by Cosmopolitan Group as its general working capital. The carrying value of such Regal REIT Units recognised as financial assets at fair value through profit or loss in the book of the Cosmopolitan Group was approximately HK\$13.8 million as at 31 December 2020. It is expected that the Cosmopolitan Group would recognise a gain of approximately HK\$5.4 million from the Regal REIT Units Transfer. The expected gain is subject to audit by the independent auditors of Cosmopolitan.

In light of the above, the Cosmopolitan Directors (including the independent non-executive directors) consider that the terms of the Regal REIT Units Agreement are fair and reasonable, are on normal commercial terms and in the ordinary and usual course of business of the Cosmopolitan Group and are in the interests of Cosmopolitan and its shareholders as a whole.

Mr. LO Yuk Sui, Mr. Jimmy LO Chun To, Miss LO Po Man, Mr. Kenneth WONG Po Man, Mr. Kelvin LEUNG So Po and Mr. Kenneth NG Kwai Kai (all being executive directors of Cosmopolitan) are executive directors of Regal, Paliburg and/or Century City, Hon Abraham SHEK Lai Him (being an independent non-executive director of Cosmopolitan) is an independent non-executive director of Paliburg, an immediate listed holding company of Regal, and Ms. Alice KAN Lai Kuen (being an independent non-executive director of Cosmopolitan) is an independent non-executive director of Regal. All of these directors have abstained from voting on the relevant board resolutions of Cosmopolitan in relation to the Regal REIT Units Transfer.

The Regal REIT Units Transfer will help rationalise and simplify the unitholding structure of Regal REIT under Regal, Paliburg and Century City. It is estimated that Regal REIT Units Transfer would have a positive impact on the book and adjusted net asset value of the Regal Group, the Paliburg Group and the Century City Group.

In light of the above, the Regal Directors (including the independent non-executive directors) consider that the terms of the Regal REIT Units Agreement are fair and reasonable, are on normal commercial terms and in the ordinary and usual course of business of the Regal Group and are in the interests of Regal and its shareholders as a whole.

Mr. LO Yuk Sui, Miss LO Po Man, Mr. Donald FAN Tung, Mr. Jimmy LO Chun To and Mr. Kenneth NG Kwai Kai (all being executive directors of Regal) are executive directors of Cosmopolitan, Paliburg and/or Century City and Ms. Alice KAN Lai Kuen, Ms. Winnie NG and Mr. WONG Chi Keung (being independent non-executive directors of Regal) are independent non-executive directors of Cosmopolitan, Paliburg and/or Century City. All of these directors have abstained from voting on the relevant board resolutions of Regal in relation to the Regal REIT Units Transfer.

## **LISTING RULES IMPLICATIONS**

Regal is a listed subsidiary of Paliburg. Cosmopolitan is a listed subsidiary of P&R (a 50%:50% owned joint venture company of Paliburg and Regal). Consequently, Cosmopolitan is a listed subsidiary of Paliburg and a fellow subsidiary of Regal. To Cosmopolitan, Paliburg and Regal are its substantial shareholders by virtue of their respective shareholdings in Cosmopolitan. HPNL and HNL (as associates of Paliburg and Regal respectively) are therefore connected persons of Cosmopolitan. To Regal, CIFL is an associate of its holding company Paliburg. CIFL is therefore a connected person of Regal.

### *Regal Shares Transfer*

All the applicable percentage ratios in respect of the Regal Shares Transfer are below 5% for each of Century City, Paliburg and Cosmopolitan. Therefore, the Regal Shares Transfer does not constitute a notifiable transaction for each of Century City, Paliburg and Cosmopolitan under Chapter 14 of the Listing Rules.

The Regal Shares Transfer constitutes a connected transaction for Cosmopolitan. For Cosmopolitan, as all the applicable percentage ratios in respect of the Regal Shares Transfer exceed 0.1% but are less than 5%, the Regal Shares Transfer is subject to the reporting and announcement requirements but exempt from independent shareholders' approval under Chapter 14A of the Listing Rules.

### *Regal REIT Units Transfer*

All the applicable percentage ratios in respect of the Regal REIT Units Transfer are below 5% for each of Century City, Paliburg, Regal and Cosmopolitan. Therefore, the Regal REIT Units Transfer does not constitute a notifiable transaction for each of Century City, Paliburg, Regal and Cosmopolitan under Chapter 14 of the Listing Rules.

For Regal, the Regal REIT Units Transfer constitutes a connected transaction. As all the applicable percentage ratios in respect of the Regal REIT Units Transfer exceed 0.1% but are less than 5%, the Regal REIT Units Transfer is subject to the reporting and announcement requirements but exempt from independent shareholders' approval under Chapter 14A of the Listing Rules.

For Cosmopolitan, the Regal REIT Units Transfer constitutes a connected transaction. As all the applicable percentage ratios in respect of the Regal REIT Units Transfer exceed 0.1% but are less than 5%, the Regal REIT Units Transfer is subject to the reporting and announcement requirements but exempt from independent shareholders' approval under Chapter 14A of the Listing Rules.



### *Regal Shares Transfer as aggregated with Regal REIT Units Transfer*

All the applicable percentage ratios in respect of the Regal Shares Transfer and the Regal REIT Units Transfer aggregated together are below 5% for each of Century City, Paliburg and Cosmopolitan. Therefore, none of them constitutes a notifiable transaction for each of Century City, Paliburg and Cosmopolitan under Chapter 14 of the Listing Rules.

For Cosmopolitan, the Regal Shares Transfer and Regal REIT Units Transfer constitute connected transactions. As all the applicable percentage ratios in respect of both transactions aggregated together exceed 0.1% but are less than 5%, they are subject to the reporting and announcement requirements and exempt from independent shareholders' approval under Chapter 14A of the Listing Rules.

### **DEFINITIONS**

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

“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 Group”	Century City and its subsidiaries
“CIFL”	Cosmopolitan International Finance Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of Cosmopolitan
“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)
“Cosmopolitan Directors”	directors of Cosmopolitan
“Cosmopolitan Group”	Cosmopolitan and its subsidiaries
“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
“HNL”	Honormate Nominees Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of Regal
“HPNL”	H.P. Nominees Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of Paliburg
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“P&R”	P&R Holdings Limited, a company owned as to 50% by a wholly-owned subsidiary of Paliburg and 50% by a wholly-owned subsidiary of Regal
“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 Group”	Paliburg and its subsidiaries
“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, which, for the purpose of this joint announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“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 Directors”	directors of Regal
“Regal Group”	Regal and its subsidiaries
“Regal REIT”	Regal Real Estate Investment Trust, a Hong Kong collective investment scheme authorised 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)
“Regal REIT Group”	Regal REIT and its subsidiaries
“Regal REIT Unit(s)”	the issued unit(s) of Regal REIT
“Regal REIT Units Agreement”	bought and sold notes entered into between HNL (as the purchaser) and CIFL (as the vendor) in relation to sale and purchase of 10,219,000 Regal REIT Units on the date of this joint announcement
“Regal REIT Units Transfer”	sale and purchase of 10,219,000 Regal REIT Units pursuant to the Regal REIT Units Agreement
“Regal Share(s)”	ordinary share(s) of par value HK\$0.10 each in the capital of Regal
“Regal Shares Agreement”	bought and sold notes entered into between HPNL (as the purchaser) and CIFL (as the vendor) in relation to sale and purchase of 23,408,000 Regal Shares on the date of this joint announcement
“Regal Shares Transfer”	sale and purchase of 23,408,000 Regal Shares pursuant to the Regal Shares Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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*

Hong Kong, 27 April 2021

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. 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 board of directors of Paliburg 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 board of directors of Regal 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

As at the date of this joint announcement, the board of directors of Cosmopolitan 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