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## **GOLDEN EAGLE RETAIL GROUP LIMITED**

**金鷹商貿集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code : 3308)**

### **INSIDE INFORMATION CHANGE IN SHAREHOLDING OF THE CONTROLLING SHAREHOLDER RESUMPTION OF TRADING**

This announcement is made by the board of directors (the “**Board**”) of Golden Eagle Retail Group Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 12 January 2015 in respect of the trading halt of the ordinary shares of HK\$0.1 each in the share capital of the Company (the “**Shares**”) and the bonds issued by the Company, on the Stock Exchange with effect from 9:00 a.m. on Monday, 12 January 2015 pending the release of an announcement containing inside information.

#### **SALE AND PURCHASE OF SHARES IN THE COMPANY**

The Company has been informed by Golden Eagle International Retail Group Limited (“**GEIRG**”), a company wholly-owned by GEICO Holdings Limited, which is in turn wholly-owned by The 2004 RVJD Family Trust, the family trust of Mr. Wang Hung, Roger, that on 14 January 2015 (Hong Kong time), GEIRG entered into a share sale agreement (the

“**Agreement**”) with CFI Hong Kong Investments Limited (the “**Purchaser**”), pursuant to which GEIRG has agreed to sell, and the Purchaser has agreed to purchase, 87,514,588 Shares (representing approximately 4.90% of the Company’s issued share capital as at the date of this announcement) at the consideration of HK\$9.10 per Share, which in aggregate amounts to HK\$796,382,750.80 (the “**Transaction**”). Completion of the Transaction is expected to take place on or around 21 January 2015 (Hong Kong time). Upon completion of the Transaction, GEIRG will continue to be the controlling shareholder of the Company. Details of the shareholding structure of the Company immediately before and after completion of the Transaction are set out below.

|  | <b>Immediately before completion of<br/>the Transaction</b> |  | <b>Immediately after completion of<br/>the Transaction</b> |  |
|--|---|--|--|--|
|  | Number of Shares  | Approximate %<br>of the Company’s<br>issued share<br>capital | Number of Shares   | Approximate %<br>of the Company’s<br>issued share<br>capital |
| Golden Eagle International Retail Group Limited (Note 1) | 1,334,106,000   | 74.70  | 1,246,591,412  | 69.80  |
| Mr. Wang Hung, Roger                                     | 4,000,000   | 0.22   | 4,000,000  | 0.22   |
| Mr. Su Kai   | 1,165,000   | 0.07   | 1,165,000  | 0.07   |
| The Purchaser  | -   | -  | 87,514,588   | 4.90   |
| The other public shareholders (Note 2)                   | 446,741,000   | 25.01  | 446,741,000  | 25.01  |
|  | <b>1,786,012,000</b>  | <b>100.00</b>  | <b>1,786,012,000</b>                                       | <b>100.00</b>  |

Notes:

1. Golden Eagle International Retail Group Limited is a wholly-owned subsidiary of GEICO Holdings Limited, which is in turn wholly-owned by The 2004 RVJD Family Trust, the family trust of Mr. Wang Hung, Roger.
2. Before the date of the Agreement, Mr. Andrew Jin-Chan Cherng and Ms. Peggy Tsiang Cherng, the beneficial owners of the Purchaser, were already interested in an aggregate of 800,000 Shares.

The Purchaser is a company incorporated in Hong Kong with limited liability. Based on the best knowledge of the Board, the Purchaser and its beneficial owners, namely Mr. Andrew

Jin-Chan Cherng and Ms. Peggy Tsiang Cherng, are not the connected persons (as defined in the Listing Rules) of the Company.

The beneficial owners of the Purchaser are also affiliates of the beneficial owners of Panda Restaurant Group, Inc. (the “**Panda Group**”), a private company which is operating one of the largest and fastest growing Asian restaurant chains in the United States with several successful restaurant concepts including Panda Express, Panda Inn and Hibachi-San. To the best knowledge of the Board, the Panda Group is interested, through its investments in the Company as a platform, to learn more about the China market.

The Board is of the view that, there may be further cooperation opportunities between the Company and the Panda Group, as a restaurant chain operator, which would be complementary to the Company’s development strategy of the comprehensive lifestyle department store concept.

#### **TRADING HALT AND RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares and the bonds issued by the Company (stock code: 05950) on the Stock Exchange has been halted with effect from 9:00 a.m. on Monday, 12 January 2015 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares and the bonds on the Stock Exchange with effect from 9:00 a.m. on Monday, 19 January 2015.

By Order of the Board  
**Golden Eagle Retail Group Limited**  
**Wang Hung, Roger**  
*Chairman*

Hong Kong, 18 January 2015

*As at the date of this announcement, the Board comprises 1 executive Director, namely Mr. Wang Hung, Roger, and 3 independent non-executive Directors, namely Mr. Wong Chi Keung, Mr. Wang Yao and Mr. Lay Danny J.*