

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

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.*



CARNIVAL GROUP  
INTERNATIONAL

## Carnival Group International Holdings Limited

嘉年華國際控股有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock code: 00996)

### PLACING OF EXISTING SHARES AND SUBSCRIPTION FOR NEW SHARES

#### Placing Agents



英皇證券  
Emperor Securities



農銀國際  
ABC INTERNATIONAL



AMTD 尚乘

On 13 June 2016, the Company and the Vendor entered into the Placing Agreement with the Placing Agents under which the Placing Agents have agreed to place, on a best efforts basis, up to 725,000,000 existing Shares at a price of HK\$0.95 per Share on behalf of the Vendor.

Assuming all of the Placing Shares are successfully placed, the Placing Shares represent approximately 4.87% of the existing issued share capital of the Company and approximately 4.65% of the issued share capital of the Company as enlarged by the Subscription.

The Placing Shares will be placed by the Placing Agents to not less than six independent professional, institutional and/or individual investors who and their ultimate beneficial owners are or will be third parties independent of the Company and its connected persons. The Placing is conditional on certain termination events upon the occurrence of which the Placing will not proceed to completion.

Pursuant to the Placing, the Vendor and the Company have also entered into the Subscription Agreement under which the Vendor has conditionally agreed to subscribe for up to 725,000,000 new Shares at the Placing Price.

Completion of the Subscription is conditional upon:

- (1) completion of the Placing; and
- (2) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares.

The shareholding of the Vendor in the issued share capital of the Company will be reduced from approximately 13.65% to approximately 13.02% upon completion of the Placing and the Subscription.

**As the Placing and Subscription are subject to the fulfillment of a number of conditions and may or may not proceed to completion, Shareholders and prospective investors are advised to exercise caution when dealing in the Shares of the Company.**

## **PLACING AGREEMENT**

**Date:** 13 June 2016

### **Parties:**

- (a) the Vendor, which is an investment holding company wholly and beneficially owned by Mr. King. As at the date of this announcement, the Vendor is interested in 2,031,482,970 Shares, representing approximately 13.65% of the existing issued share capital of the Company;
- (b) the Company; and
- (c) Emperor Securities, ABCI Securities and AMTD as the Placing Agents.

### **Placing Shares**

725,000,000 existing Shares beneficially owned by the Vendor, representing approximately 4.87% of the existing issued share capital of the Company and about 4.65% of the issued share capital as enlarged by the Subscription, assuming all such Shares are placed.

### **Placing Price**

The Placing Price of HK\$0.95 per Share represents:

- (i) a discount of approximately 10.38% to the closing price of HK\$1.06 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 10.38% to the average closing price of HK\$1.06 per Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day; and

- (iii) a discount of approximately 9.44% to the average closing price of HK\$1.049 per Share as quoted on the Stock Exchange for the last ten trading days up to and including the Last Trading Day.

The Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agents. The Directors consider that the terms of the Placing Agreement are fair and reasonable and that the Placing is in the interests of the Company and the Shareholders as a whole.

### **Rights**

The Placing Shares will be sold free of all liens, charges and encumbrances, and together with all rights attaching thereto as at the date of the Placing Agreement, including the right to receive all dividends or other distributions declared, made or paid on or after the date of the Placing Agreement.

### **Independence of the Placing Agents and the Placees**

The Placing Shares will be placed by the Placing Agents to not less than six independent professional, institutional and/or individual investors. It is not expected that any placee will become a substantial shareholder of the Company as a result of the Placing.

The Placing Agents and the placees to be procured by the Placing Agents and their ultimate beneficiary owners are or will be, as the case may be, third parties independent of the Company and its connected persons.

### **Termination Events**

The Placing Agreement may be terminated by the Placing Agents by written notice to the Company given at any time prior to completion of the Placing. The Placing Agents have the right to terminate the Placing Agreement upon the occurrence of any of, among others, the following events:

- (a) any breach of representations and warranties under the Placing Agreement;
- (b) any material adverse change in the financial or trading position of any member of the Group taken as a whole;
- (c) any event, development or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic, fiscal, financial, regulatory or stock market conditions;

- (d) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise;
- (e) any change in conditions of local, national or international securities markets occurs;
- (f) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or the PRC or any geographic location of the Group's business and if any such new law or change would materially and adversely affect the financial positions of the Group; or
- (g) a change or development occurs involving a prospective change of taxation or exchange control (or the implementation of exchange control) in Hong Kong or the PRC or any geographic location of the Group's business.

### **Completion of the Placing**

The parties expect that the Placing will be completed on the third business day after the date of the Placing Agreement (or such other date as the Vendor and the Placing Agents may agree in writing).

### **SUBSCRIPTION AGREEMENT**

**Date:** 13 June 2016

**Parties:**

- (a) the Vendor as the subscriber; and
- (b) the Company as the issuer.

### **Subscription Shares**

Up to 725,000,000 new Shares to be subscribed by the Vendor, representing approximately 4.87% of the existing issued share capital of the Company and approximately 4.65% of the issued share capital of the Company as enlarged by the Subscription assuming all the Placing Shares are successfully placed.

### **Subscription Price**

The subscription price per new Share is equivalent to the Placing Price of HK\$0.95 per Share. The Subscription Shares have a market value of HK\$768.5 million, based on the closing price of HK\$1.06 on the Last Trading Day, and an aggregate nominal value of HK\$145 million. The net price of the Subscription Shares is HK\$0.93 per Share.

The Directors (including the independent non-executive Directors) consider that the terms of the Subscription are fair and reasonable under the current market condition and in the interest of the Company and the Shareholders as a whole.

### **General mandate to issue the Subscription Shares**

The Subscription Shares will be issued under the general mandate granted by the Shareholders to the Directors pursuant to the resolution of the Shareholders passed in the annual general meeting of the Company held on 2 June 2016. On the date of the annual general meeting, the Company had 14,882,378,468 Shares in issue and the general mandate granted by the Shareholders was to issue up to 2,976,475,693 Shares, representing 20% of the issued share capital of the Company as at the date of the passing of the resolution for granting such general mandate to the Directors.

As at the date of this announcement, no Shares have been issued pursuant to such general mandate, and the Company has not repurchased any Shares in the 30 days immediately preceding the date of the Subscription Agreement.

Upon completion of the Placing and Subscription, the Company will have remaining mandate to issue up to 2,251,475,693 Shares, representing approximately 15.13% of the existing issued share capital of the Company or approximately 14.43% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares.

### **Ranking of the Subscription Shares**

The Subscription Shares, when fully paid, will rank *pari passu* in all respects with the Shares in issue on the completion date of the Subscription including the right to any dividends or distributions after the date of completion of the Subscription.

### **Conditions of the Subscription**

Completion of the Subscription is conditional upon:

- (1) completion of the Placing; and
- (2) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares.

In the event that the conditions are not fulfilled within 14 days after the date of the Subscription Agreement (or subject to compliance with the requirements of the Listing Rules, such later date as may be agreed between the parties), the Subscription Agreement and all rights and obligations thereunder will cease and terminate.

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

## Completion of the Subscription

Subject to the fulfillment of the conditions to the Subscription Agreement, completion of the Subscription will take place within 14 days from the date of the Subscription Agreement or such other time or date as the parties may otherwise agree in writing and subject to compliance with the Listing Rules.

## EFFECT OF THE PLACING AND THE SUBSCRIPTION ON SHAREHOLDING

The shareholding structure of the Company before and after the Placing and the Subscription will be as follows:

Shareholders	Current		Immediately after completion of the Placing but before the Subscription		Immediately after completion of the Placing and the Subscription	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
The Vendor and its associates	10,630,478,614	71.43%	9,905,478,614	66.56%	10,630,478,614	68.11%
<i>Public shareholders</i>						
Placees	-	-	725,000,000	4.87%	725,000,000	4.65%
Other Shareholders	<u>4,251,899,854</u>	<u>28.57%</u>	<u>4,251,899,854</u>	<u>28.57%</u>	<u>4,251,899,854</u>	<u>27.24%</u>
Total	<u>14,882,378,468</u>	<u>100%</u>	<u>14,882,378,468</u>	<u>100%</u>	<u>15,607,378,468</u>	<u>100%</u>

*Note: It is not expected that any of the placees will become a substantial shareholder of the Company as a result of the Placing.*

## REASON FOR THE PLACING AND THE SUBSCRIPTION

The Placing and Subscription is being undertaken to supplement the Group's funding of its expansion and growth plan. The Directors consider the Placing and Subscription will provide an opportunity to raise capital for the Company whilst broadening the shareholder base and strengthening the capital base and the financial position of the Company.

## USE OF PROCEEDS OF THE SUBSCRIPTION

The estimated net proceeds of the Subscription is approximately HK\$674.8 million, and will be applied for general working capital purposes (including repayment of existing indebtedness).

## EQUITY CAPITAL RAISING ACTIVITIES DURING PAST 12 MONTHS

Save as disclosed below, the Company has not carried out any other equity capital raising activities during the 12 months immediately preceding the date of this announcement. The actual use of proceeds of from the equity capital raising activities mentioned below is in line with the intended use of proceeds as disclosed in the announcements of the Company as set out below:

<b>Date of announcement</b>	<b>Capital raising activity</b>	<b>Approximate net proceeds raised</b>	<b>Actual use of proceeds (as at the date of this announcement)</b>
3 July 2015, 13 July 2015, 16 July 2015, 14 August 2015 and 9 September 2015	Issue of 8% secured convertible bonds due 2018 in an aggregate principal amount of US\$285,000,000	Approximately US\$280 million	<ul style="list-style-type: none"><li>i. Approximately US\$153.1 million as pledged bank deposit for bank and other borrowing;</li><li>ii. Approximately US\$90.7 million for our investment in securities and project investments;</li><li>iii. Approximately US\$20.8 million for interest payments of borrowings; and</li><li>iv. Approximately US\$5.3 million for corporate operating expenses</li></ul>

## GENERAL

The principal activity of the Company is investment holding. The Group is principally engaged in theme based leisure and consumption business, focusing on the design, development and operation of integrated large-scale tourist complex projects in key cities in and outside the PRC that comprise of theme parks, hotels, shopping and leisure facilities as well as other theme based consumption such as food and beverages, edutainment and touring carnivals.

**As the Placing and Subscription are subject to the fulfillment of a number of conditions and may or may not proceed to completion, Shareholders and prospective investors are advised to exercise caution when dealing in the Shares of the Company.**

## **DEFINITIONS**

“ABCI Securities”	ABCI Securities Company Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO;
“AMTD”	AMTD Asset Management Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO;
“associate”	has the meaning ascribed to it under the Listing Rules;
“Company”	Carnival Group International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 00996);
“connected person”	has the meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“Emperor Securities”	Emperor Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Last Trading Day”	13 June 2016, being the last trading day for the Shares before the date of the Placing Agreement;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

“Mr. King”	Mr. King Pak Fu, an executive Director and the controlling shareholder of the Company;
“Placing”	the placement of up to 725,000,000 existing Shares to independent investors at the Placing Price;
“Placing Agents”	Emperor Securities, ABCI Securities and AMTD;
“Placing Agreement”	the placing agreement dated 13 June 2016 between the Vendor, the Company and the Placing Agents in respect of the Placing;
“Placing Price”	the placing price of HK\$0.95 per Share;
“Placing Shares”	up to 725,000,000 existing Shares;
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong);
“Shares”	ordinary shares of HK\$0.2 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription”	the subscription of the Subscription Shares by the Vendor;
“Subscription Agreement”	the subscription agreement dated 13 June 2016 between the Company and the Vendor in respect of the Subscription;
“Subscription Shares”	up to 725,000,000 new Shares;
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules;
“US\$”	United States dollars, the lawful currency of the United States of America;
“Vendor”	Elite Mile Investments Limited, a company incorporated in the British Virgin Islands and a substantial shareholder of the Company; and
“%”	per cent.

By Order of the Board  
**Carnival Group International Holdings Limited**  
King Pak Fu  
*Chairman and Chief Executive Officer*

Hong Kong, 13 June 2016

*The Board, as at the date of this announcement, comprises Mr. King Pak Fu (Chairman and Chief Executive Officer), Mr. Gong Xiao Cheng and Mr. Meng Cai as executive Directors, and Mr. Chan Wai Cheung Admiral, Mr. Lie Chi Wing and Ms. Hu Gin Ing as independent non-executive Directors.*