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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)

INSIDE INFORMATION AND RESUMPTION OF TRADING

This announcement is made by Carnival Group International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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**”), 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) and Rules 13.10 and 37.47 of the Listing Rules.

Reference is made to the announcements of the Company dated 23 January 2020, 14 February 2020, 6 March 2020 and 11 March 2020 (the “**Announcements**”) in relation to the Winding Up Petitions received by the Company. Unless otherwise defined, capitalised terms used herein but not otherwise defined shall have the meaning ascribed to them in the Announcements.

DETAILS OF CREDIT FACILITIES

The company has issued the principal amount USD162,500,000 of the USD180,000,000 10% senior bonds due on 22 March 2021 (the “**Senior Bonds**”) with unpaid interest amounted to US\$22,750,000, which includes interests due on 22 March 2020. Due to the recent outbreak of COVID-19, the Company is still assessing its other indebtedness.

To the best knowledge of the Directors, based on the terms of the trust deed of the Senior Bonds, no events of default has been directly triggered arising from the Winding Up Petitions.

UPDATE ON THE COMPANY'S ACTION AND STATUS OF THE DEBT RESTRUCTURING PLAN

The Company's real estate business is mainly located in China and has been affected by the tightening government policy in the real estate industry in China over the past years and the recent outbreak of COVID-19, leading to a strained liquidity position of the Company. The Company has been actively engaging with its offshore creditors in order to stabilize the current situation and in an effort to achieve a consensual restructuring. The Company has convened six meetings with the institutional creditors to provide updates on its operational and financial status and future business plan, and to discuss about its restructuring plan since April 2019. As at the date of this announcement, major creditors have established a clear understanding of the Company's financial status and have indicated their willingness to work constructively with the Company. Certain creditors are considering to provide capital to support the Company in light of its current difficulties.

On 5 December 2019, the Company appointed Houlihan Lokey (China) Limited as its financial advisor (the "**Financial Advisor**") to assist the Company in assessing its financial position and to advise the Company on formulating and implementing a restructuring plan for its USD-denominated Bonds. Subsequently, on 3 March 2020, the Company formally extended the Financial Advisor's mandate to include the Immigration Bonds.

On 14 January 2020, the Company, together with its Financial Advisor, convened the sixth meeting with its institutional creditors to provide (i) an update on the financial and operational conditions faced by the Company, and (ii) a preliminary restructuring framework for all of its offshore debt obligations. Subsequently on 23 January 2020, a revised restructuring proposal was circulated to the institutional creditors based on the feedback received after the meeting.

In addition, both directly and through its Financial Advisor, the Company has made efforts to contact holders of its Immigration Bonds to advise them of the Company's current situation. The Company will consider further feedback from the creditors, and will work with all relevant parties, in an effort to reach a consensual restructuring.

To the best knowledge of the Directors, the recent outbreak of the COVID-19 and the outstanding indebtedness affected the financial position and operation of the Group to a certain extent and believes that an expedited and consensual restructuring will best protect its creditors as it will (1) establish a long-term sustainable capital structure; (2) provide adequate runway for the Company's management to implement a turnaround of the business; and (3) unlock the value of its onshore construction projects for the benefit of all creditors. Any enforcement or other remedial actions, however, would significantly impair the value of the Company and recoveries to its creditors.

The restructuring process has been delayed due to the outbreak of COVID-19. The Company will continue working with its each professional parties to put forward the restructuring progress with an aim to achieve a consensual restructuring as early as practicable.

The Company has recently engaged an international law firm with extensive experience in restructuring to address the Petitions presented by Immigration Bondholders and to assist with formulating and implementing a restructuring plan.

The Company will make further announcement(s) of any restructuring plan in accordance with the Listing Rules once any such plan has been agreed in principle with major creditors as and when appropriate.

RESUMPTION OF TRADING OF THE COMPANY'S SHARES

At the request of the Company, trading in the shares and the debt securities of the Company on the Stock Exchange was halted with effect from 9:00 a.m. on Friday, 13 March 2020 pending the release of this announcement. The Company has applied to the Stock Exchange for resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on Monday, 30 March 2020, however, the trading in the debt securities of the Company remain suspended.

Shareholders and potential investors of the Company are advised to exercise caution in dealing in the securities of the Company.

By order of the board
Carnival Group International Holdings Limited
Bai Xuefei
Chairman

Hong Kong, 27 March 2020

The Board, as at the date of this announcement, comprises Mr. Bai Xuefei (Chairman) and Mr. Luo Jiaqi as executive Directors, and Mr. Chau Wai Hing, Mr. Ma Hang Kon Louis and Mr. Tso Hon Sai Bosco as independent non-executive Directors.