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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)

USD180,000,000 10.0% SENIOR BONDS DUE 2021

(Stock code: 05619)

FURTHER ANNOUNCEMENT WINDING UP PETITION

This announcement is issued by Carnival Group International Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under 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 Company’s announcement dated 17 February 2021 (the “**Announcement**”) relating to the winding up petition presented against the Company. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

Effect of the New Petition under the applicable laws and regulations

Under Section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), it states that in a winding up by the court, any disposition of the property of the company, including things in action, and any transfer of shares, or alteration in the status of the members of the company, made after the commencement of the winding up, shall, unless the court otherwise orders, be void.

Under Section 166 of the Bermuda Companies Act 1981, it states that in a winding up by the court, any disposition of the property of the company, including things in action, and any transfer of shares, or alternation in the status of the members of the company, made after the commencement of the winding up, shall, unless the court otherwise orders, be void.

Pursuant to the circular dated 28 December 2016 issued by Hong Kong Securities Clearing Company Limited (“**HKSCC**”) concerning the transfer of the shares of listed issuers after a winding up petition has been presented, all participant(s) who conduct share transfers through HKSCC (the “**Participant(s)**”) should be aware that HKSCC may at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (the “**CCASS**”) to temporarily suspend any of its services in respect of shares of the Company. This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominee Limited’s name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account accordingly. These measures would generally cease to apply from the date when the winding up petition has been struck out, dismissed or permanently stayed, or the Company has obtained an appropriate validation order from the High Court.

The Board wishes to remind its shareholders and potential investors that after the New Petition has been presented, the transfer of the shares of the Company (“**Shares**”) made thereafter shall be void in the event a winding up order is eventually made against the Company and there has been no validation order from the court under the laws and regulations applicable to the Company.

The Company’s position in relation to the New Petition

The Board is seeking legal advice in relation to the New Petition and further announcement will be made as and when appropriate. The Company will also keep its shareholders and potential investors informed of any significant development of the winding up petitions as and when appropriate.

Actions have been / will be taken by the Company in respect of the New Petition

The Company will make an application for a validation order in respect of the dispositions of the property and/or the transfer of shares if so advised by its legal adviser.

In relation to the winding up petition filed by Ms. Zhang Jingchu against the Company, the Company has not applied for any validation order as (i) there is no strict obligation to apply a validation order for the transfer of shares in the Company; and (ii) there has been no request from any shareholders of the Company for a validation order. As a result, it is not in the best interest of the Company and its stakeholders to do so at the moment after discussion with our legal adviser.

Impact of the New Petition to the Company's financial position and business operations

The Company would also like to emphasize that the New Petition has no material adverse impact on the financial position and business operations of the Company for the time being.

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

By order of the board
Carnival Group International Holdings Limited
Luo Jiaqi
Executive Director

Hong Kong, 23 February 2021

The Board, as at the date of this announcement, comprises Mr. Luo Jiaqi, Mr. Tin Ka Pak and Mr. Tang Runtao as executive Directors, and Mr. Chau Wai Hing, Mr. Ma Hang Kon Louis and Mr. Tso Hon Sai Bosco as independent non-executive Directors.