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CARNIVAL GROUP  
INTERNATIONAL

**Carnival Group International Holdings Limited  
(In Liquidation)**

嘉年華國際控股有限公司  
(清盤中)

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 00996)**

**(1) WITHDRAWAL OF LRC REVIEW BEFORE THE LISTING REVIEW COMMITTEE;  
(2) CANCELLATION OF LISTING; AND  
(3) UPDATE ON THE PROPOSED RESTRUCTURING AND THE LISTCO SCHEME**

This announcement is made by Carnival Group International Holdings Limited (In Liquidation) (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Codes**”), Rules 13.09 and 13.73 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 under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated 21 November 2023, 27 October 2023, 29 September 2023, 12 September 2023, 5 September 2023, 31 August 2023, 1 August 2023, 11 July 2023, 25 May 2023, 17 February 2023, 24 May 2022, 13 May 2022 and 12 May 2022 (the “**Announcements**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

**WITHDRAWAL OF LRC REVIEW BEFORE THE LISTING REVIEW COMMITTEE**

As disclosed in the announcement of the Company dated 12 September 2023, the Company submitted an application to refer the Delisting Decision for LRC Review pursuant to Chapter 2B of the Listing Rules. On 24 November 2023, having considered the limited prospects of successfully overturning the Delisting Decision, the Company has decided to withdraw its request for the LRC Review before the Listing Review Committee.

## **CANCELLATION OF LISTING**

On 27 November 2023, the Company received a letter from the Stock Exchange which provided that (i) the last day of listing of the Company's shares will be 6 December 2023; and (ii) the listing of the Company's shares will be cancelled with effect from 9:00 a.m. on 7 December 2023.

## **CONSEQUENCES TO THE SHAREHOLDERS**

All Shareholders and investors should note that after 6 December 2023, being the last day of listing of the Company's shares on the Stock Exchange, whilst the share certificates of the Company's shares shall remain valid, the shares of the Company will not be listed on, and will not be tradeable on, the Stock Exchange. Thereafter, the Company will no longer be subject to the Listing Rules.

## **UPDATE ON THE PROPOSED RESTRUCTURING AND THE LISTCO SCHEME**

As disclosed in the announcement of the Company dated 21 November 2023, the Scheme Meeting was adjourned to 6 December 2023 to allow additional time for the Company's creditors to consider, understand and evaluate the terms of the Listco Scheme. In view of the current circumstances, the Company considers that it is unlikely to receive the support from the requisite majority of the Company's creditors for the Listco Scheme at Scheme Meeting. Therefore, the Company will cease pursuing the Listco Scheme, and will seek directions from the High Court to vacate the hearing for the sanction of the Listco Scheme that was scheduled to be heard before the High Court on 18 December 2023.

## **THE WHITEWASH WAIVER**

Given the Listco Scheme and the Proposed Restructuring will no longer proceed, the proposed Subscription will not materialise, and a change of control of the Company is not expected to take place as a result. Therefore, the Whitewash Waiver will no longer be required and the Investor will not make an application for the Whitewash Waiver.

## **CONTINUED SUSPENSION OF TRADING**

Reference is made to the announcement of the Company dated 30 March 2022 in relation to, among other matters, the delayed publication of the announcement in relation to the annual results of the Group for the year ended 31 December 2021 and the annual report of the Company for the year ended 31 December 2021. Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 25 February 2022 and will remain suspended until further notice.

## WARNINGS

**Shareholders who have any queries on the implications of the cancellation of listing of the Company should obtain appropriate professional advices. Shareholders and potential investors should exercise caution when dealing with the shares of the Company.**

For and on behalf of  
**Carnival Group International Holdings Limited**  
**(In Liquidation)**  
**Lai Kar Yan (Derek)**  
**Kam Chung Hang (Forrest)**  
*Joint and Several Liquidators*  
*Acting as agents without personal liability*

Hong Kong, 27 November 2023

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

*The affairs, business and property of the Company are being managed by the Liquidators who act as the agents of the Company only and without personal liability.*

*The Liquidators jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than those relating to the Investor) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Investor) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*The Investor accepts full responsibility for the accuracy of the information contained in this announcement (other than those relating to the Group) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by the Liquidators) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*