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**COMPLETION OF
THE SHARE SWAP**

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THE SHARE SWAP**

**CONVERSION OF COSMO
CONVERTIBLE BONDS**

**CONVERSION OF COSMO
CONVERTIBLE BONDS**

CONVERSION OF COSMO BONUS CNS

CONVERSION OF COSMO BONUS CNS

AND

AND

**DISCLOSEABLE TRANSACTION
IN RESPECT OF
ON MARKET ACQUISITIONS**

**DISCLOSEABLE TRANSACTION
IN RESPECT OF
ON MARKET ACQUISITIONS**



**COMPLETION OF
THE COSMO BONUS
ISSUE**

**VOLUNTARY
ANNOUNCEMENT**

**VOLUNTARY
ANNOUNCEMENT**

AND

**ADJUSTMENT TO
CONVERSION PRICE OF
COSMO CONVERTIBLE
BONDS**

JOINT ANNOUNCEMENT

I. THE COSMO BONUS ISSUE

As all conditions precedent to the Cosmo Bonus Issue have been satisfied, completion of the Cosmo Bonus Issue took place on 4 December 2023. The certificates for the Cosmo Bonus Shares and the Cosmo Bonus CNs were posted on 4 December 2023, at the risk of the Qualifying Cosmopolitan Shareholders entitled thereto, to their respective addresses shown on the register of members of Cosmopolitan on the Record Date of 2 November 2023.

Dealings in the Cosmo Bonus Shares on the Stock Exchange will commence on 5 December 2023.

II. COMPLETION OF THE SHARE SWAP

As all conditions precedent to each of the AMTD Shares Transfer Agreement and the Cosmo Shares Transfer Agreement have been fulfilled, completion of the Share Swap took place on 4 December 2023.

III. ADJUSTMENT TO CONVERSION PRICE OF COSMO CONVERTIBLE BONDS

Apex Team Limited, a wholly-owned subsidiary of Cosmopolitan, has HK\$300 million Cosmo Convertible Bonds outstanding. Upon completion of the Cosmo Bonus Issue on 4 December 2023, the conversion price of the Cosmo Convertible Bonds was adjusted from HK\$4.00 per Cosmo Consolidated Share to HK\$1.333 per Cosmo Consolidated Share. The HK\$300 million Cosmo Convertible Bonds are convertible into 225,000,000 Cosmo Consolidated Shares at an adjusted conversion price of HK\$1.333.

IV. CONVERSION OF COSMO CONVERTIBLE BONDS

On 4 December 2023 (after trading hours), Alpha Advantage Investments Limited, a wholly-owned subsidiary of P&R, issued a conversion notice to Cosmopolitan in respect of the exercise of the conversion rights attached to the Cosmo Convertible Bonds in the principal amount of HK\$300 million at the adjusted conversion price of HK\$1.333 per Cosmo Consolidated Share. As a result of the CB Conversion, 225,000,000 Cosmo Consolidated Shares will be issued and allotted to Alpha Advantage Investments Limited.

V. CONVERSION OF COSMO BONUS CNS

On 4 December 2023 (after trading hours), Lendas Investments Limited, a wholly-owned subsidiary of P&R, issued a conversion notice to Cosmopolitan in respect of the exercise of the conversion rights attached to the Cosmo Bonus CNS in the principal amount of HK\$12 million at the conversion price of HK\$0.10 per Cosmo Consolidated Share. As a result of the CN Conversion, 120,000,000 Cosmo Consolidated Shares will be issued and allotted to Lendas Investments Limited.

VI. ON MARKET ACQUISITIONS

During the past 12-month period from 5 December 2022 to 4 December 2023 (both dates inclusive), P&R Group acquired through on-market transactions a total of 24,666,000 Cosmo Shares (prior to Cosmo Share Consolidation becoming effective on 26 October 2023) and 2,329,000 Cosmo Consolidated Shares (after Cosmo Share Consolidation becoming effective on 26 October 2023) on the Stock Exchange at a total consideration of approximately HK\$33.7 million for 24,666,000 Cosmo Shares and approximately HK\$10.9 million for 2,329,000 Cosmo Consolidated Shares (both exclusive of transaction costs), respectively.

Each of the On Market Acquisitions, on a standalone basis, does not constitute a discloseable transaction for Century City and Paliburg under Chapter 14 of the Listing Rules. One of the applicable percentage ratios (as defined in the Listing Rules) in respect of the On Market Acquisitions, when aggregated as a whole, exceeds 5% but all are less than 25% for each of Century City and Paliburg. As such, the On Market Acquisitions, when aggregated as a whole, constitute a

discloseable transaction for each of Century City and Paliburg, and are subject to the reporting and announcement requirements but not subject to the shareholders' approval requirement under Chapter 14 of the Listing Rules.

References are made to (i) the joint announcement dated 11 July 2023 published by Century City International Holdings Limited (“**Century City**”), Paliburg Holdings Limited (“**Paliburg**”), Regal Hotels International Holdings Limited (“**Regal**”), RH International Finance Limited (“**RH International**”) and Cosmopolitan International Holdings Limited (“**Cosmopolitan**”) in relation to, among other things, the Cosmo Bonus Issue and the Share Swap; (ii) the circulars of Century City and Paliburg dated 25 September 2023 (the “**Circulars**”) in relation to, among other things, the Share Swap; (iii) the prospectus of Cosmopolitan dated 7 November 2023 (the “**Prospectus**”) in relation to the Cosmo Bonus Issue; and (iv) the announcement of Cosmopolitan dated 27 November 2023 in relation to the results of the Cosmo Bonus Issue. Capitalised terms used in this joint announcement shall have the same meanings as those defined in the Circulars and the Prospectus unless the context otherwise requires.

I. THE COSMO BONUS ISSUE

A. COMPLETION OF THE COSMO BONUS ISSUE

As all conditions precedents to the Cosmo Bonus Issue have been satisfied, completion of the Cosmo Bonus Issue took place on 4 December 2023.

B. DESPATCH OF CERTIFICATES

The certificates for the Cosmo Bonus Shares and the Cosmo Bonus CNs were posted on 4 December 2023, at the risk of the Qualifying Cosmopolitan Shareholders entitled thereto, to their respective addresses shown on the register of members of Cosmopolitan on the Record Date of 2 November 2023.

C. COMMENCEMENT OF DEALINGS IN THE COSMO BONUS SHARES

Dealings in the Cosmo Bonus Shares on the Stock Exchange will commence on 5 December 2023.

D. COSMO BONUS CNS RECEIVED BY THE COSMOPOLITAN CONTROLLING SHAREHOLDERS

The Cosmopolitan Controlling Shareholders received the Cosmo Bonus CNs in the principal amount of approximately HK\$140.9 million in aggregate, which are convertible into approximately 1,408.6 million Cosmo Consolidated Shares based on the conversion price of HK\$0.10 per Cosmo Consolidated Share (subject to adjustment), under the Cosmo Bonus Issue.

II. COMPLETION OF THE SHARE SWAP

As all conditions precedent to each of the AMTD Shares Transfer Agreement and the Cosmo Shares Transfer Agreement have been fulfilled, completion of the Share Swap took place on 4 December 2023.

Pursuant to the Cosmo Shares Transfer Agreement, 36,832,000 Cosmo Consolidated Shares and Cosmo Bonus CNs in the principal amount of HK\$7,366,400 were sold to Valuegood, a wholly-owned subsidiary of P&R. The aforesaid Cosmo Bonus CNs are convertible into 73,664,000 Cosmo Consolidated Shares based on the conversion price of HK\$0.10 per Cosmo Consolidated Share (subject to adjustment).

III. ADJUSTMENT TO CONVERSION PRICE OF COSMO CONVERTIBLE BONDS

Apex Team Limited, a wholly-owned subsidiary of Cosmopolitan, has HK\$300 million Cosmo Convertible Bonds outstanding. The table below sets out a summary of the adjustment to the conversion price of the Cosmo Convertible Bonds as a result of the completion of the Cosmo Bonus Issue.

	Immediately before the completion of Cosmo Bonus Issue	Immediately after the completion of Cosmo Bonus Issue		Number of Cosmo Consolidated Shares to be allotted and issued upon exercise of the conversion rights under the Cosmo Convertible Bonds in full
	Conversion price per Cosmo Consolidated Share	Number of Cosmo Consolidated Shares to be allotted and issued upon exercise of the conversion rights under the Cosmo Convertible Bonds in full	Adjusted conversion price per Cosmo Consolidated Share	Number of Cosmo Consolidated Shares to be allotted and issued upon exercise of the conversion rights under the Cosmo Convertible Bonds in full
Cosmo Convertible Bonds	HK\$4.00	75,000,000	HK\$1.333	225,000,000

The adjusted conversion price took effect simultaneously with the completion of Cosmo Bonus Issue on 4 December 2023.

The auditor of Cosmopolitan, Ernst & Young, has agreed in writing on the above adjustment to the conversion price of the Cosmo Convertible Bonds pursuant to the terms of the Cosmo Convertible Bonds and in accordance with Hong Kong Standard on Related Services 4400 (Revised) “Agreed-Upon Procedures Engagements” issued by the Hong Kong Institute of Certified Public Accountants.

IV. CONVERSION OF COSMO CONVERTIBLE BONDS

On 4 December 2023 (after trading hours), Alpha Advantage Investments Limited, a wholly-owned subsidiary of P&R, issued a conversion notice to Cosmopolitan in respect of the exercise of the conversion rights attached to the Cosmo Convertible Bonds in the principal amount of HK\$300 million at the adjusted conversion price of HK\$1.333 per Cosmo Consolidated Share (the “**CB Conversion**”). As a result of the CB Conversion, 225,000,000 Cosmo Consolidated Shares will be issued and allotted to Alpha Advantage Investments Limited. The Cosmo Consolidated Shares will rank pari passu in all respects among themselves and with all other existing Cosmo Consolidated Shares in issue.

Following the CB Conversion, the P&R Group will no longer hold any Cosmo Convertible Bonds and the Cosmopolitan Group will not have any Cosmo Convertible Bonds outstanding.

V. CONVERSION OF COSMO BONUS CNS

On 4 December 2023 (after trading hours), Lendas Investments Limited, a wholly-owned subsidiary of P&R, issued a conversion notice to Cosmopolitan in respect of the exercise of the conversion rights attached to the Cosmo Bonus CNS in the principal amount of HK\$12 million (the “**CN Conversion**”) at the conversion price of HK\$0.10 per Cosmo Consolidated Share. As a result of the CN Conversion, 120,000,000 Cosmo Consolidated Shares will be issued and allotted to Lendas Investments Limited. The Cosmo Consolidated Shares will rank pari passu in all respects among themselves and with all other existing Cosmo Consolidated Shares in issue.

Following the CN Conversion, Cosmopolitan has Cosmo Bonus CNS in the principal amount of approximately HK\$136.2 million outstanding, which are convertible into approximately 1,362.2 million Cosmo Consolidated Shares based on the conversion price of HK\$0.10 per Cosmo Consolidated Share (subject to adjustment).

VI. ON MARKET ACQUISITIONS

A. ON MARKET ACQUISITIONS

On 4 December 2023, the P&R Group acquired 2,229,000 Cosmo Consolidated Shares on the Stock Exchange at a total consideration of approximately HK\$10.32 million (exclusive of transaction costs and representing an average price of approximately HK\$4.63 per Cosmo Consolidated Share). As a result of such acquisition, during the past 12-month period from 5 December 2022 to 4 December 2023 (both dates inclusive), the P&R Group acquired through on-market transactions a total of 24,666,000 Cosmo Shares (prior to Cosmo Share Consolidation becoming effective on 26 October 2023) and 2,329,000 Cosmo Consolidated Shares (after Cosmo Share Consolidation becoming effective on 26 October 2023) on the Stock Exchange for a total consideration of approximately HK\$33.7 million for 24,666,000 Cosmo Shares and approximately HK\$10.9 million for 2,329,000 Cosmo Consolidated Shares (both exclusive of transaction costs) respectively (the “**On Market Acquisitions**”). As the On Market Acquisitions were conducted on the open market, the price of each trade represented the then market price at the relevant time of the On Market Acquisitions.

The consideration of the On Market Acquisitions has been funded by the P&R Group's internal financial resources.

The On Market Acquisitions have taken place on-market and the P&R Group is not aware of the identities of the related sellers. To the best of the knowledge, information and belief of the Century City Directors and the Paliburg Directors having made all reasonable enquiries, each of the sellers and their ultimate beneficial owners are Independent Third Parties.

The total of 24,666,000 Cosmo Shares and 2,329,000 Cosmo Consolidated Shares acquired by the P&R Group in the On Market Acquisitions represented approximately 0.54% of the total issued Cosmo Consolidated Shares of Cosmopolitan as at the date of this joint announcement (after taking into account the adjustment of the Cosmo Shares to the Cosmo Consolidated Shares as a result of the Cosmo Share Consolidation).

B. INFORMATION ON CENTURY CITY, PALIBURG AND COSMOPOLITAN

Century City, through its subsidiaries, is principally engaged in property development and investment, construction and building related businesses, hotel ownership, hotel operation and management, asset management, aircraft ownership and leasing business and other investments including financial assets investments.

Paliburg is a listed subsidiary of Century City. Paliburg, through its subsidiaries, is principally engaged in property development and investment, construction and building related businesses, hotel ownership, hotel operation and management, asset management, aircraft ownership and leasing business and other investments including financial assets investments.

Cosmopolitan is a listed subsidiary of P&R, which is a 50-50 owned joint venture of Paliburg and Regal, and a subsidiary of Century City and Paliburg. The Cosmopolitan Group is principally engaged in property development and investment, investment in financial assets and other investments.

Based on the published consolidated financial statements of Cosmopolitan for the two years ended 31 December 2022 and the six months ended 30 June 2023, set out below is the key financial information of Cosmopolitan:

	Year ended 31 December 2021	Year ended 31 December 2022	Six months ended 30 June 2023
	<i>(Audited)</i>	<i>(Audited)</i>	<i>(Unaudited)</i>
	<i>HK\$'million</i>	<i>HK\$'million</i>	<i>HK\$'million</i>
Revenue	1,638.9	1,015.7	23.5
Profit/(loss) before taxation	267.7	146.0	(64.5)
Profit/(loss) after taxation	33.6	4.0	(98.3)

	As at 31 December 2021 <i>(Audited)</i> <i>HK\$'million</i>	As at 31 December 2022 <i>(Audited)</i> <i>HK\$'million</i>	As at 30 June 2023 <i>(Unaudited)</i> <i>HK\$'million</i>
Total assets	4,844.7	4,000.5	3,982.5
Total liabilities	3,216.3	2,589.8	2,751.9
Net assets	1,628.4	1,410.7	1,230.6

C. REASON FOR AND BENEFIT OF THE ON MARKET ACQUISITIONS

The On Market Acquisitions provided an opportunity for the Century City Group and the Paliburg Group to further increase its interests in Cosmopolitan at market prices. The Century City Group and the Paliburg Group believe that as the asset portfolio of the Cosmopolitan Group matures over time, the Century City Group and the Paliburg Group will be able to benefit from the future prospects of the Cosmopolitan Group, particularly when the real estate market in Mainland China gradually revives. The Century City Directors and the Paliburg Directors consider that the terms of the On Market Acquisitions are fair and reasonable and in the interests of Century City and Paliburg and their respective shareholders as a whole.

D. LISTING RULES IMPLICATIONS

Each of the On Market Acquisitions, on a standalone basis, does not constitute a discloseable transaction for Century City and Paliburg under Chapter 14 of the Listing Rules.

One of the applicable percentage ratios (as defined in the Listing Rules) in respect of the On Market Acquisitions, when aggregated as a whole, exceeds 5% but all are less than 25% for each of Century City and Paliburg. As such, the On Market Acquisitions, when aggregated as a whole, constitute a discloseable transaction for each of Century City and Paliburg, and are subject to the reporting and announcement requirements but not subject to the shareholders' approval requirement under Chapter 14 of the Listing Rules.

VII. SHAREHOLDING STRUCTURE OF COSMOPOLITAN

The following table sets out the shareholding structure of Cosmopolitan (i) upon completion of the Cosmo Bonus Issue and (ii) immediately after completion of the Cosmo Bonus Issue and assuming there are no other changes to the shareholding structure of Cosmopolitan, (a) completion of the Cosmo Shares Transfer Agreement, (b) completion of the CB Conversion; (c) completion of the CN Conversion; and (d) the On Market Acquisitions on 4 December 2023:

Impacts of the following:

	Upon completion of the Cosmo Bonus Issue		Upon completion of the Cosmo Shares Transfer Agreement	Upon completion of the CB Conversion	Upon completion of the CN Conversion	Upon completion of the On Market Acquisitions on 4 December 2023	Immediately after completion of the Cosmo Bonus Issue, completion of the Cosmo Shares Transfer Agreement, the CB Conversion, the CN Conversion and the On Market Acquisitions on 4 December 2023	
	Cosmo Consolidated Shares (in million)	%	Cosmo Consolidated Shares (in million)	Cosmo Consolidated Shares (in million)	Cosmo Consolidated Shares (in million)	Cosmo Consolidated Shares (in million)	Cosmo Consolidated Shares (in million)	%
Cosmopolitan Controlling Shareholders:								
Paliburg	53.3	5.96%	-	-	-	-	53.3	4.30%
Regal	106.5	11.91%	-	-	-	-	106.5	8.59%
P&R	316.8	35.40%	36.8	225.0	120.0	2.2	700.8	56.54%
Sub-total:	<u>476.6</u>	<u>53.27%</u>	<u>36.8</u>	<u>225.0</u>	<u>120.0</u>	<u>2.2</u>	<u>860.6</u>	<u>69.43%</u>
Cosmopolitan Directors:								
LO Chun To	0.7	0.08%	-	-	-	-	0.7	0.05%
Jimmy								
LO Po Man	0.4	0.05%	-	-	-	-	0.4	0.03%
Public:								
The Cosmo Shares Vendor	36.8	4.12%	(36.8)	-	-	-	-	-
Other Cosmopolitan Shareholders	380.1	42.48%	-	-	-	(2.2)	377.9	30.49%
Total:	<u><u>894.6</u></u>	<u><u>100%</u></u>	<u><u>-</u></u>	<u><u>225.0</u></u>	<u><u>120.0</u></u>	<u><u>-</u></u>	<u><u>1,239.6</u></u>	<u><u>100%</u></u>

By order of the board of directors of
Century City International Holdings Limited
Eliza Lam Sau Fun
Secretary

By order of the board of directors of
Paliburg Holdings Limited
Eliza Lam Sau Fun
Secretary

By order of the board of directors of
Regal Hotels International Holdings Limited
Eliza Lam Sau Fun
Secretary

By order of the board of directors of
Cosmopolitan International Holdings Limited
Eliza Lam Sau Fun
Secretary

By order of the board of directors of
RH International Finance Limited
Kenneth Ng Kwai Kai
Director

Hong Kong, 4 December 2023

As at the date of this joint announcement, the Century City Board comprises the following members:

Executive directors:

Mr. LO Yuk Sui
(Chairman and Chief Executive Officer)
Mr. Jimmy LO Chun To *(Vice Chairman)*
Miss LO Po Man *(Vice Chairman)*
Mr. Kenneth NG Kwai Kai
(Chief Operating Officer)
Mr. Kelvin LEUNG So Po
Mr. Allen WAN Tze Wai

Independent non-executive directors:

Mr. Anthony CHUANG
Ms. Winnie NG, JP
Mr. WONG Chi Keung

As at the date of this joint announcement, the Paliburg Board comprises the following members:

Executive directors:

Mr. LO Yuk Sui
(Chairman and Chief Executive Officer)
Mr. Jimmy LO Chun To
(Vice Chairman and Managing Director)
Mr. Kelvin LEUNG So Po
Miss LO Po Man
Mr. Kenneth NG Kwai Kai
Mr. Kenneth WONG Po Man

Independent non-executive directors:

Mr. Bowen Joseph LEUNG Po Wing, GBS, JP
Ms. Winnie NG, JP
Mr. Abraham SHEK Lai Him, GBS, JP
Mr. WONG Chi Keung

As at the date of this joint announcement, the board of directors of Regal comprises the following members:

Executive directors:

Mr. LO Yuk Sui
(Chairman and Chief Executive Officer)
Miss LO Po Man
(Vice Chairman and Managing Director)
Ms. Belinda YEUNG Bik Yiu, JP
(Chief Operating Officer)
Mr. Kelvin LEUNG So Po
Mr. Jimmy LO Chun To
Mr. Kenneth NG Kwai Kai
Mr. Allen WAN Tze Wai

Non-executive director:

Dr. Francis CHOI Chee Ming, GBS, JP
(Vice Chairman)

Independent non-executive directors:

Ms. Alice KAN Lai Kuen
Professor Japhet Sebastian LAW
Ms. Winnie NG, JP
Mr. WONG Chi Keung

As at the date of this joint announcement, the Cosmopolitan Board comprises the following members:

Executive directors:

Mr. LO Yuk Sui
(Chairman and Chief Executive Officer)
Mr. Jimmy LO Chun To
(Vice Chairman and Managing Director)
Miss LO Po Man *(Vice Chairman)*
Mr. Kenneth WONG Po Man
(Chief Operating Officer)
Mr. Kelvin LEUNG So Po
(Chief Financial Officer)
Mr. Kenneth NG Kwai Kai

Independent non-executive directors:

Mr. Francis BONG Shu Ying
Ms. Alice KAN Lai Kuen
Mr. David LI Ka Fai
Mr. Abraham SHEK Lai Him, GBS, JP

As at the date of this joint announcement, the board of directors of RH International comprises the following members:

Directors:

Mr. LO Yuk Sui
Mr. Jimmy LO Chun To
Miss LO Po Man
Mr. Kenneth NG Kwai Kai
Mr. Allen WAN Tze Wai
Ms. Belinda YEUNG Bik Yiu, JP