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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)

### **MEMORANDUM OF UNDERSTANDING IN RELATION TO THE PROPOSED ACQUISITION**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and Part XIVA of the SFO.

The Board is pleased to announce that on 2 September 2014, the Company entered into the MOU with the Proposed Vendors, pursuant to which the Company and the Proposed Vendors have agreed to negotiate in good faith to enter into (or, in respect of the Company, to procure its affiliate to enter into) the SPA in relation the Proposed Acquisition.

The consideration for the Proposed Acquisition will be subject to further negotiation between the Company and the Proposed Vendors with reference to, among other things, the results of the Due Diligence Investigation and the Independent Valuation.

Pursuant to the MOU, the Proposed Vendors have agreed to grant the Company (or its relevant affiliate) and their respective advisors a period of 40 days from the date of the MOU to conduct the Due Diligence Investigation. Subject to the satisfactory results of the Due Diligence Investigation, the Independent Valuation and good faith negotiation between the parties, the Proposed Vendors and the Company (or its relevant affiliate) will endeavour to enter into the SPA no later than 30 days following the expiry of the Due Diligence Period or such later date as the parties may agree in writing.

The MOU is not legally binding except in relation to, among other things, confidentiality, governing law and jurisdiction.

**Shareholders of the Company should note that the Proposed Acquisition may or may not materialise. If the Proposed Acquisition materialised, it may constitute a notifiable transaction on the part of the Company pursuant to the Listing Rules. The Company will comply with the relevant requirements of the Listing Rules when any formal agreement in relation to the Proposed Acquisition is entered into. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

This announcement is made 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 Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

## **THE MOU**

The board of directors of the Company (the “**Board**”) is pleased to announce that on 2 September 2014, the Company entered into the memorandum of understanding (the “**MOU**”) with Berjaya Leisure (Cayman) Limited (“**Berjaya Leisure**”) and Berjaya Times Square (Cayman) Limited (“**Berjaya TS**”, together with Berjaya Leisure, the “**Proposed Vendors**”), pursuant to which the Company and the Proposed Vendors have agreed to negotiate in good faith to enter into (or, in respect of the Company, to procure its affiliate to enter into) a definitive sale and purchase agreement (the “**SPA**”) in relation the proposed acquisition by the Company (or its relevant affiliate) of 70% equity interest in Berjaya (China) Great Mall Co., Ltd. (the “**Proposed Acquisition**”).

Berjaya (China) Great Mall Co., Ltd. (“**Berjaya China**”) is a company incorporated in the People’s Republic of China (the “**PRC**”) with limited liability. It is principally involved in the development and construction of hotels, restaurants, recreational centres and commercial shops on two parcels of land located in Yanjiao National High-Tech Industrial Development Area (燕郊國家高新技術產業開發區) in Sanhe City, Hebei Province, PRC (the “**Development Project**”).

The consideration for the Proposed Acquisition will be subject to further negotiation between the Company and the Proposed Vendors with reference to, among other things, the results of the due diligence investigation on the financial, business, operational and legal position of Berjaya China, its assets and liabilities and the Development Project (the “**Due Diligence Investigation**”) and the valuation of Berjaya China to be conducted by an independent valuer to be engaged by the Company at its own costs and expenses (the “**Independent Valuation**”).

Pursuant to the MOU, the Proposed Vendors have agreed to grant the Company (or its relevant affiliate) and their respective advisors, with immediate effect from the date of the MOU, reasonable access to all documents and information to enable the Company (or its relevant affiliate) and their respective advisors to conduct the Due Diligence Investigation provided that the Due Diligence Investigation shall be completed within a period of 40 days from the date of the MOU (the “**Due Diligence Period**”). Subject to the satisfactory results of the Due Diligence Investigation, the Independent Valuation, and good faith negotiation between the parties, the Proposed Vendors and the Company (or its relevant affiliate) will endeavour to enter into the SPA no later than 30 days following the expiry of the Due Diligence Period or such later date as the parties may agree in writing.

The MOU is not legally binding except in relation to, among other things, confidentiality, governing law and jurisdiction.

## **INFORMATION ON THE PROPOSED VENDORS**

To the best knowledge, information and belief of the directors of the Company (the “**Directors**”), having made all reasonable enquiries, the Proposed Vendors and their ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

Berjaya Leisure is an investment holding company incorporated in the Cayman Islands with limited liability and a wholly-owned subsidiary of Berjaya Land Berhad (“**Berjaya Land**”). Berjaya Land is a company incorporated in Malaysia with limited liability. It is principally engaged in businesses of gaming, lottery management, hotels, resorts, recreation development, vacation timeshare, property investment and development. Berjaya Land is a subsidiary of Berjaya Corporation Berhad (“**Berjaya Corporation**”). Both Berjaya Land and Berjaya Corporation are listed on Bursa Malaysia Securities Berhad. Tan Sri Dato’ Seri Vincent Tan Chee Yioun (“**TSVT**”) is the controlling shareholder of Berjaya Corporation.

Berjaya TS is a property development and investment company incorporated in the Cayman Islands with limited liability. Its issued share capital is owned as to 80% and 20% by TSVT and his son, Mr. Rayvin Tan Yeong Sheik respectively.

By order of the Board  
**Carnival Group International Holdings Limited**  
**King Pak Fu**  
*Chairman*

Hong Kong, 2 September 2014

*The Board, as at the date of this announcement, comprises Mr. King Pak Fu (Chairman), Mr. Wang Xiong (Vice Chairman), Mr. Leung Wing Cheong Eric (Chief Executive Officer) and Mr. Gong Xiao Cheng as executive Directors, and Mr. Chan Wai Yip Freeman, Ms. Leung Po Ying Iris and Ms. Hu Gin Ing as independent non-executive Directors.*