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SHANGRI-LA ASIA LIMITED

香格里拉(亞洲)有限公司

(Incorporated in Bermuda with limited liability)

website: www.ir.shangri-la.com

(Stock code: 00069)

CONTINUING CONNECTED TRANSACTIONS

Purchase of Wines through Kerry Wines Limited and its Subsidiary(ies)

The Group Members order Wines from various wine suppliers (including the KW Members) on an ongoing basis for the Group's hotel operations in food and beverage business.

Each KW Member is a non-wholly owned subsidiary of KHL which in turn is a substantial shareholder of the Company. Accordingly, the KW Members are connected persons of the Company and the Wine Orders constitute continuing connected transactions for the Company. In view of the size of the Annual Cap, the Wine Orders are subject to announcement, annual review and reporting requirements, but are exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

INTRODUCTION

The Group Members order Wines from various wine suppliers (including the KW Members) on an ongoing basis for the Group's hotel operations in food and beverage business. As the KW Members are considered as connected persons of the Company, the Wine Orders constitute continuing connected transactions for the Company under the Listing Rules.

The particulars (including the annual cap) of the Wine Orders for the financial year ended 31 December 2013 were described in the Previous Announcement. It is anticipated that the total amount of the Group Members' purchase of the Wines from the KW Members for the financial year ending 31 December 2014 may exceed the de minimis threshold and therefore, the Wine Orders are again subject to disclosure under the Listing Rules. Hence, the Company is required to set a maximum aggregate annual value for the Wine Orders for the financial year ending 31 December 2014.

WINES AND WINE ORDERS

The Wines purchased and to be purchased from the KW Members mainly include (1) readily available wines and (2) wines en primeur. All purchases were or will be effected by purchase orders placed by the Group Members with the KW Members.

Purchases of Readily Available Wines

The Group has maintained the Wine Program with various wine suppliers (including the KW Members). Under the Wine Program, each wine supplier offers to provide or procure to provide for the Group Members certain unique and readily available wines at certain prices to be agreed from time to time. Save for the unique types of wines and the prices agreed thereto, the other terms and conditions of the Wine Program are generally consistently applied across the purchases from all such wine suppliers.

In carrying out the Wine Program with Kerry Wines, each of the Group Members has entered into or will enter into a Customer Agreement with a KW Member. Each Customer Agreement sets out the general terms and conditions applicable to the Wine Order(s) to be placed by the Group Member with the KW Member. The particulars of the Customer Agreements include:

Parties:	Supplier – a KW Member Purchaser – a Group Member
Applicable period:	1 January 2014 to 31 December 2014
Products offered:	The wines listed by Kerry Wines under the Wine Program and any other types of wines that may be available through the KW Member from time to time
Purchase price:	Wines listed under the Wine Program will be offered by Kerry Wines in accordance with the agreed unit prices, subject to revision from time to time Prices of other specific types of wines not currently offered under the Wine Program will be agreed between the Group Member and the KW Member at each time a Wine Order is placed All such prices were or will be determined on a fair and reasonable basis with reference to the relevant market prices
Payment terms:	Payment for the wines purchased (if any) in each month shall be paid within 30 days following the relevant month or as may be otherwise agreed from time to time
Termination:	Either party may terminate the Customer Agreement by 90 days' notice

The Group Members have no binding obligation to purchase any minimum quantity/amount of Wines from any KW Member under the Wine Program or any Customer Agreement.

The terms of the Wine Program with Kerry Wines and the terms of the Customer Agreements were or will be arrived at after arm's length negotiation between the respective Group Member and the respective KW Member.

During the period from 1 January 2014 to 31 August 2014, the total purchases of readily available wines from the KW Members by the Group Members under the Wine Program and/or the Customer Agreements amounted to approximately US\$1,598,000.

Purchases of Wines En Primeur

The Group's decisions on purchases of wines en primeur will heavily depend on various market conditions including the types, the quality and the quantity of wines then anticipated to be available at the appropriate seasons of a year. The Group's purchase(s) of wines en primeur from the KW Member(s), if any, will be effected by purchase order(s)/sales contract(s) to be entered into between a Group Member and a KW Member. Such purchase order(s)/sales contract(s) will set out the detailed particulars of each type of the wines to be ordered including the unit price, the quantity, the payment terms and the delivery terms which will be negotiated and concluded on normal commercial terms and arm's length basis.

MAXIMUM AGGREGATE ANNUAL VALUE

Based on (i) the value of the Wine Orders recognized during the period from 1 January 2014 to 31 August 2014, and (ii) the business plans of the Group Members for the remaining months of 2014, the Group has estimated the maximum aggregate value of the Wine Orders to be placed with the KW Members for the financial year ending 31 December 2014. In view of the volatility of the business forecasts, the cyclical seasons and the unique nature of wines en primeur, the Board has applied an optimistic forecast in arriving the Annual Cap for the Wine Orders for the financial year ending 31 December 2014, as set out below (the actual figure for the previous year is also provided for reference purpose):

	2014	2013
	Annual Cap	Actual amount
	(US\$)	(US\$)
Total annual amount	<u>4,000,000</u>	<u>2,224,000</u>

The Wine Orders will be made, if considered appropriate, by the Group Members on a continuous basis. The Company will report in its next annual report the annual amount payable/committed for the Wine Orders for the year ending 31 December 2014. The Board will estimate the aggregate annual value of the Wine Orders for future year(s) after 2014 and on a yearly basis. The Board will, if required under the Listing Rules, observe all compliance requirements including the disclosure of the anticipated maximum aggregate annual value(s) of the Wine Orders to be placed in the relevant financial year.

REASONS FOR THE WINE ORDERS

One of the major business activities of the Group is operation of luxury hotels. For part of their ordinary food and beverage services, the Group Members order Wines from various wine suppliers, including the KW Members, on an ongoing basis.

The Board considers that the wine choices available from each of such wine suppliers (including the KW Members) support a comprehensive wine list providing a wide range of wine choices for the Group Members' food and beverage business. The Board also believes that the expertise and the advisory services of the KW Members can facilitate the selection of wines en primeur suitable for the operations of the Group Members and that the KW Members are able to offer preferred pricing of wines through their bulk purchases directly from the wineries.

The Board confirms that in view of his interest in Kerry Wines as described below, Mr KUOK Khoon Chen has abstained from voting on the resolutions in relation to the Wine Orders.

The other Directors (including the independent non-executive Directors) consider that the Wine Orders are made in the ordinary and usual course of business of the Group Members, on normal commercial terms, and that such terms are fair and reasonable and in the interests of the Company and its shareholders as a whole.

INFORMATION ABOUT THE GROUP AND THE KW MEMBERS

The principal activities of the Group are the ownership and operation of hotels and associated properties and the provision of hotel management and related services. The Company's subsidiaries are also the registered proprietors of various trademarks and service marks in various countries, including the brand names "Shangri-La", "Traders", "Rasa", "Hotel Jen", "Summer Palace" and "Shang Palace" and related devices and logos.

Kerry Wines is owned as to:

- (a) 20% by a wholly owned subsidiary of the Company;
- (b) 60% by a wholly owned subsidiary of KHL; and
- (c) 20% by a company which is an associate of Mr KUOK Khoon Chen, a Director, under Rule 14A.12 of the Listing Rules.

The principal activities of the KW Members include sourcing, trading, wholesale and retailing of quality wines, and wine related services.

IMPLICATIONS UNDER THE LISTING RULES

Each KW Member is a non-wholly owned subsidiary of KHL which in turn is a substantial shareholder of the Company. Accordingly, the KW Members are connected persons of the Company and the Wine Orders constitute continuing connected transactions for the Company. In view of the size of the Annual Cap, the Wine Orders are subject to announcement, annual review and reporting requirements, but are exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

In the event any future Wine Order of the current financial year causes to exceed the Annual Cap or any term of it is materially different from those disclosed herein, the Company will, if required under the Listing Rules or by HKSE, make timely disclosure and/or re-comply with the relevant requirements.

DEFINITIONS

"Annual Cap"	the anticipated maximum aggregate annual cap of the amounts payable/committed for the Wine Orders for the financial year ending 31 December 2014 as described under the heading of "Maximum Aggregate Annual Value"
"Board"	the board of Directors
"Company"	Shangri-La Asia Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are primarily listed on the Main Board of HKSE with secondary listing on the Singapore Exchange Securities Trading Limited

“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Customer Agreement(s)”	sale and purchase contract(s), each being entered into or to be entered into between a Group Member and a KW Member in relation to such Group Member’s ongoing purchases of readily available wines in carrying out the Wine Program with Kerry Wines
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Group Member(s)”	certain selected subsidiary(ies) (acting through such subsidiary or the underlying hotel owned by such subsidiary) of the Group
“HKSE”	The Stock Exchange of Hong Kong Limited
“Kerry Wines”	Kerry Wines Limited, a company incorporated in Hong Kong
“KHL”	Kerry Holdings Limited, a substantial shareholder of the Company
“KW Member(s)”	Kerry Wines and/or its subsidiary(ies)
“Listing Rules”	the Rules Governing the Listing of Securities on HKSE
“Previous Announcement”	the announcement of the Company dated 20 December 2013 in relation to the Wine Orders for the financial year ended 31 December 2013
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“Wine(s)”	a wide range of alcoholic beverages including, but not limited to, readily available wines and wines en primeur, and the associated services related thereto
“Wine Order(s)”	the purchase order(s) of the Wines placed by the Group Member(s) with the KW Member(s)
“Wine Program”	the program established by a Group Member with various wine suppliers in relation to the Group Members’ purchases of readily available wines, as described in the first paragraph under the sub-heading of “Purchases of Readily Available Wines”

On behalf of the board of
Shangri-La Asia Limited
KUOK Khoon Chen
Chairman

Hong Kong, 19 September 2014

As at the date hereof, the directors of the Company are:

Executive directors

Mr KUOK Khoon Chen (Chairman)

Mr LUI Man Shing

Mr Madhu Rama Chandra RAO

Mr Gregory Allan DOGAN

Independent non-executive directors

Mr Alexander Reid HAMILTON

Mr Timothy David DATTELS

Mr WONG Kai Man

Professor LI Kwok Cheung Arthur

Non-executive directors

Mr HO Kian Guan

Mr HO Kian Hock (alternate to Mr HO Kian Guan)