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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)

ANNOUNCEMENT

**(1) MAJOR TRANSACTIONS RELATING TO
SHARE PURCHASE AND SUBSCRIPTION AGREEMENT AND
ISSUE OF EXCHANGEABLE AND CONVERTIBLE BONDS AND
(2) ISSUE OF SHARES UPON CONVERSION OF THE EXCHANGEABLE AND
CONVERTIBLE BONDS UNDER SPECIFIC MANDATE**

Financial Adviser



Reference is made to the announcement issued by the Company dated 7 June 2015 in relation to, among other things, the Acquisition and the issue and allotment of Conversion Shares under the Specific Mandate (the “**Announcement**”) and the circular issued by the Company dated 30 June 2015 (the “**Circular**”). Terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise stated.

The Board would like to announce that a special general meeting of the Company (the “**SGM**”) will be convened to approve the ordinary resolution for the grant of the specific mandate for the allotment and issue of the Conversion Shares and any additional Shares issuable upon adjustments pursuant to the terms of the Bonds (the “**Specific Mandate**”). Further details of, among other things, the Specific Mandate, is contained in the Circular. A notice convening the SGM to consider, and if thought fit,

to approve the ordinary resolution for the grant of the Specific Mandate will be given to the Shareholders after the date of the SGM is confirmed in compliance with all relevant requirements under the Listing Rules and the memorandum of association and bye-laws of the Company.

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

Hong Kong, 30 June 2015

The Board, as at the date of this Announcement, comprises Mr. King Pak Fu (Chairman), Mr. Leung Wing Cheong Eric (Chief Executive Officer) and Mr. Gong Xiao Cheng as executive Directors, and Mr. Chan Wai Cheung Admiral, Mr. Lie Chi Wing and Ms. Hu Gin Ing as independent non-executive Directors.