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英皇集團（國際）有限公司*
Emperor International Holdings Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 163)

MAJOR TRANSACTION
ACQUISITION OF THE ENTIRE EQUITY INTEREST
IN TWO COMPANIES INCORPORATED IN
GRAND DUCHY OF LUXEMBOURG

THE ACQUISITION

The Board is pleased to announce that on 23 January 2017, the Purchaser, an indirect wholly-owned subsidiary of the Company, the Company, the Seller and the Seller's Guarantor, both being Independent Third Parties, entered into the SP Agreement for the sale and purchase of the Sale Shares at the consideration equivalent to the aggregate of the Completion NAV, Intra-Group Debt and External Debt. The consideration will be approximately GBP260 million, equivalent to approximately HK\$2,561 million.

The Sale Shares represent the entire equity interest in the Target Companies. The principal asset of the Target Group is the Property, being a composite building comprising retail spaces, office premises and leasehold apartments, namely Ampersand Building, located at Nos.111-125 Oxford Street, No. 178 Wardour Street and No. 15 Hollen Street, London, W1F8ZZ, United Kingdom, with a total floor area of approximately 90,999 sq. ft.

LISTING RULES IMPLICATION

As one of the applicable percentage ratios (as defined under Chapter 14 of the Listing Rules) in respect of the Acquisition is more than 25% but less than 100%, the Acquisition constitutes a major transaction for the Company and is subject to announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Shareholders has a material interest in the Acquisition. Accordingly, no Shareholder will be required to abstain from voting if the Company had to

convene a general meeting for approving the Acquisition. Pursuant to Rule 14.44 of the Listing Rules, in lieu of holding a general meeting, shareholders' written approval has been obtained from Emperor International Group Holdings Limited, being a controlling Shareholder of the Company which, as at the date of this announcement, holds 2,747,610,489 Shares, representing approximately 74.71% of the issued share capital of the Company, approving the Acquisition. As such, the Company is not required to convene a special general meeting for this purpose.

GENERAL

Pursuant to Rule 14.41(a) of the Listing Rules, a circular containing, among other things, (i) information relating to the SP Agreement; (ii) further information on the Target Group; (iii) unaudited pro forma financial information of the Group assuming Completion took place; and (iv) valuation report of the Property and other information as required under the Listing Rules will be despatched to the Shareholders. In order to allow for sufficient time to prepare the information to be included in the circular, the circular is expected to be despatched to the Shareholders on or before 28 February 2017.

THE SP AGREEMENT

Pursuant to the SP Agreement, the Seller has agreed to sell and transfer to the Purchaser and the Purchaser has agreed to acquire the entire equity interest of the Target Companies upon the terms in the SP Agreement.

Date: 23 January 2017

Seller: Peterson (London) Company Limited, a company incorporated in Hong Kong and is principally engaged in investment holding.

Seller's Guarantor: Peterson Holdings Company Limited, a company incorporated in Hong Kong with limited liability and the sole shareholder of the Seller.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Seller, the Seller's Guarantor and its ultimate beneficial owners are Independent Third Parties.

Purchaser: Big Target Holdings Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company. As at the date of this announcement, the Purchaser has not engaged in any business operation.

Purchaser's guarantor: The Company.

Assets to be acquired: The Sale Shares, being the entire equity interest of the Target Companies.

The principal asset of the Target Group is the Property, details of which are set out in the paragraph headed “Information of the Target Group” below.

Consideration and payment terms

The consideration for Acquisition shall be equivalent to the aggregate of (i) the Completion NAV payable to the Seller, (ii) the Intra-Group Debt payable to the Seller’s Guarantor and (iii) the External Debt payable to the lender, all in cash in the following manner:-

- (i) the Completion NAV shall be payable to the Seller in the following manner:
 - (a) an initial deposit of GBP26 million has been paid by the Purchaser to the Seller’s solicitors as stakeholder; and
 - (b) the remaining balance of the Completion NAV shall be paid to the Seller upon Completion;
- (ii) the Intra-Group Debt shall be payable to the Seller’s Guarantor upon Completion; and
- (iii) the External Debt shall be payable to the lender upon Completion.

The consideration was determined after arm’s length negotiations between the parties and based on the valuation on the Property as appraised by an independent valuer of GBP260 million as at 19 January 2017. The consideration is and shall be financed by internal resources of the Group.

Guarantee

The Seller’s Guarantor unconditionally and irrevocably guarantees to the Purchaser that the Seller’s due and punctual performance and observance of all its obligations under or pursuant to the SP Agreement.

The Company as the Purchaser’s guarantor unconditionally and irrevocably guarantees to the Seller that the Purchaser’s due and punctual performance and observance of all its obligations under or pursuant to the SP Agreement.

Completion

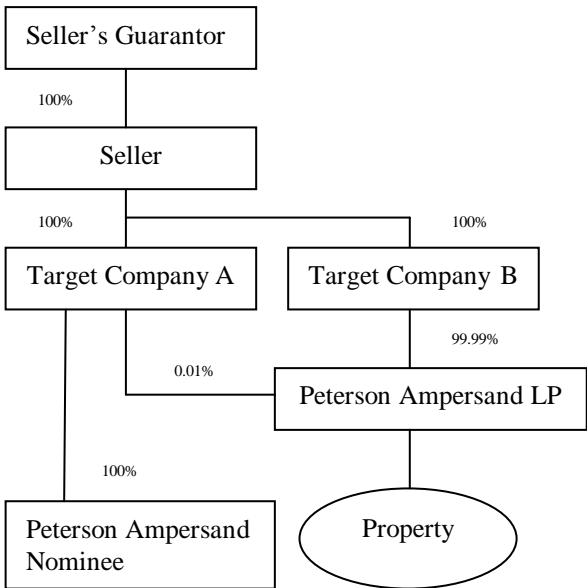
Completion will take place on 14 June 2017, or at such other place, time or date as the Seller and the Purchaser may agree in writing.

At Completion, the Seller shall transfer to the Purchaser the Sale Shares, free from Encumbrances.

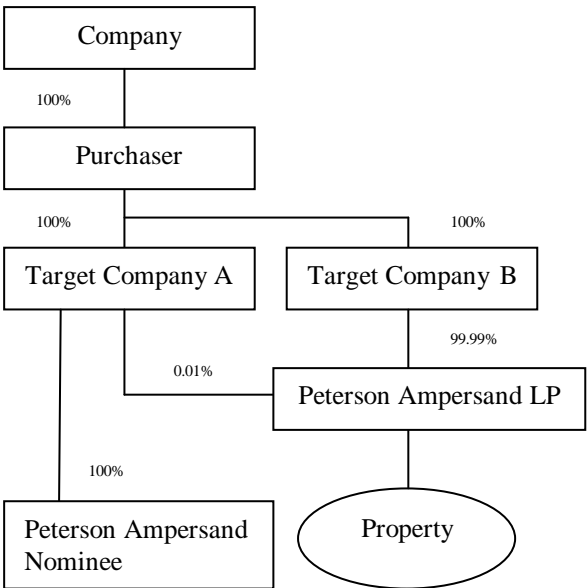
Shareholding and corporate structure of the Target Group

Set out below is the shareholding and corporate structure of the Target Group immediately before and after the Completion:

Immediately before Completion



Immediately after Completion



INFORMATION OF THE TARGET GROUP

The Target Companies are incorporated in Grand Duchy of Luxembourg and their major assets are investment in the Subsidiaries and through the Subsidiaries, the Property. As at the date this announcement, the Target Group has no other business operation other than holding the Property.

Located at Nos.111-125 Oxford Street, No. 178 Wardour Street and No. 15 Hollen Street, London, W1F8ZZ, United Kingdom, the Property is a freehold 8-storey (including basement) composite building namely Ampersand Building comprising retail spaces, office premises and leasehold apartments with a total floor area of approximately 90,999 sq. ft. The Property is wholly owned by Peterson Ampersand LP as investment property for rental purpose. Peterson Ampersand LP is held by the Target Company A as to 0.01% and by the Target Company B as to 99.99%.

Based on the information made available by the Seller, the financial information of Peterson Ampersand LP is set out below. No material difference is expected between the results of Peterson Ampersand LP and that of the Target Group. Financial information of the Target Group shall be included in the circular to be despatched to the Shareholders.

	As at 30 September 2016	
	<i>(Unaudited)</i>	
	GBP'000	
Total assets		223,200
Net asset value		106,274
	For the year ended	For the year ended
	31 December 2015	31 December 2014
	<i>(Audited)</i>	<i>(Audited)</i>
	GBP'000	GBP'000
Net profit before taxation	34,264	83,426
Net profit after taxation	34,264	83,426

REASONS FOR THE ACQUISITION

The Company is an investment holding company and its subsidiaries are principally engaged in property investments, property development and hospitality in the Greater China and overseas. The Purchaser is an indirect wholly-owned subsidiary of the Company.

The Group's investment properties primarily focus on quality street-level retail spaces and commercial buildings at prominent locations. Adjacent to the Tottenham Court Road Crossrail development, the Property is located at the popular commercial and shopping area with promising pedestrian traffic in London. In line with the Group's strategic focus, the Acquisition presents a rare opportunity to acquire a quality asset, on a whole block basis, in a prime location which is perpetually attractive to retail and office tenants. The Group believes that the Property will provide a solid rental income stream with long-term upside potential, which can be realised through active asset management.

In 2015, the Group acquired two retail and office complexes on Oxford Street, London, and initiated its foothold beyond the Greater China region. The Acquisition will help the Group to solidify its presence in overseas markets, which will further geographically diversify its property portfolio.

The Board considers that the terms and conditions for the Acquisition are on normal commercial terms, which are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATION

As one of the applicable percentage ratios (as defined under Chapter 14 of the Listing Rules) in respect of the Acquisition is more than 25% but less than 100%, the Acquisition constitutes a major transaction for the Company and is subject to announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Shareholders has a material interest in the Acquisition. Accordingly, no Shareholder will be required to abstain from voting if the Company had to convene a general meeting for approving the Acquisition. Pursuant to Rule 14.44 of the Listing Rules, in lieu of holding a general meeting, shareholders' written approval has been obtained from Emperor International Group Holdings Limited, being a controlling Shareholder of the Company which, as at the date of this announcement, holds 2,747,610,489 Shares, representing approximately 74.71% of the issued share capital of the Company, approving the Acquisition. As such, the Company is not required to convene a special general meeting for this purpose.

GENERAL

Pursuant to Rule 14.41(a) of the Listing Rules, a circular containing, among other things, (i) information relating to the SP Agreement; (ii) further information on the Target Companies and the Property; (iii) unaudited pro forma financial information of the Group assuming Completion took place; and (iv) valuation report of the Property and other information as required under the Listing Rules will be despatched to the Shareholders. In order to allow for sufficient time to prepare the information to be included in the circular, the circular will be despatched to the Shareholders on or before 28 February 2017.

TERMS USED IN THIS ANNOUNCEMENT

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“Acquisition”	the acquisition of the Sale Shares by the Purchaser pursuant to the SP Agreement
“Board”	the board of Directors
“Company”	Emperor International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares in which are listed on the Stock Exchange
“Completion”	completion of the Acquisition pursuant to the SP Agreement

“Completion NAV”	the unaudited combined net asset values of the Target Group as at Completion subject that the value of the non-current assets including the Property is agreed at GBP 260 million
“connected persons”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Encumbrance”	any claim, option, charge (fixed or floating), mortgage, lien, pledge, equity, encumbrance, right to acquire, right of pre-emption, right of first refusal, title retention or any other third party right, or any other security interest of any kind or any agreement to create any of the foregoing
“External Debt”	all outstanding liabilities and obligations which are owed by the Target Group to a financial institution as lender as at Completion
“GBP”	British Pound Sterling, the lawful currency of the United Kingdom
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules)
“Intra-Group Debt”	the total outstanding liabilities which are owed by the Target Group to the Seller’s Guarantor as at Completion
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Peterson Ampersand LP”	Peterson Ampersand Limited Partnership, a limited partnership incorporated in United Kingdom, whose partners are Target Company A and Target Company B
“Peterson Ampersand Nominee”	Peterson Ampersand Nominee Limited, a private company limited by shares incorporated in United Kingdom and a direct wholly-owned subsidiary of the Target Company A

“Property”	Ampersand Building, Nos. 111-125 Oxford Street, No. 178 Wardour Street and No. 15 Hollen Street, London, W1F8ZZ, United Kingdom
“Purchaser”	Big Target Holdings Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“SP Agreement”	the agreement for the sale and purchase of the Sale Shares dated 23 January 2017 entered into among the Seller, the Seller’s Guarantor, the Purchaser and the Company
“Sale Shares”	the entire equity interest of the Target Companies
“Seller’s Guarantor”	Peterson Holdings Company Limited, a company incorporated in Hong Kong with limited liability
“Seller”	Peterson (London) Company Limited, the seller under the SP Agreement, a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of the Seller’s Guarantor
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiaries”	Peterson Ampersand LP and Peterson Ampersand Nominee
“Target Companies”	Target Company A and Target Company B
“Target Company A”	Peterson Ampersand General Partner S.à r.l., a private limited liability company incorporated in the Grand Duchy of Luxembourg and a wholly-owned subsidiary of the Seller
“Target Company B”	Peterson Ampersand S.à r.l., a private limited liability company incorporated in the Grand Duchy of Luxembourg and a wholly-owned subsidiary of the Seller
“Target Group”	Target Companies and the Subsidiaries
“United Kingdom”	the United Kingdom of Great Britain and Northern Ireland

“%” per cent

“sq. ft.” square feet

For the purpose of this announcement, the translation of GBP into HK\$ is based on the approximate exchange rate of GBP1.00 = HK\$9.85. Such translation should be not construed as a representation that the amount in question have been, could have been or could be converted at any particular rate or at all.

By Order of the Board
Emperor International Holdings Limited
Luk Siu Man, Semon
Chairperson

Hong Kong, 23 January 2017

As at the date of this announcement, the Board comprises:

Non-executive Director: Ms. Luk Siu Man, Semon

Executive Directors: Mr. Wong Chi Fai
Ms. Fan Man Seung, Vanessa
Mr. Cheung Ping Keung

Independent Non-executive Directors: Ms. Cheng Ka Yu
Mr. Wong Tak Ming, Gary
Mr. Chan Hon Piu