

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



Crown International Corporation Limited
皇冠環球集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 727)

ISSUE OF PROMISSORY NOTES

On 10 March 2015, after trading hours, the Company entered into the Subscription Agreement with the Investor pursuant to which the Company has agreed to issue, and the Investor agreed to subscribe for the Promissory Notes with a principal amount of HK\$500,000,000.

The proceeds from the issue of the Promissory Notes will be approximately HK\$500,000,000, which is intended to be used for general working capital and/or for the payment of the outstanding amounts of the Group's projects.

THE SUBSCRIPTION AGREEMENT

Date: 10 March 2015

Parties: (i) Issuer: the Company
(ii) Investor: Rich Bay Global Limited

The Investor is a company incorporated in the British Virgin Islands with limited liability.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Investor and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

On 10 March 2015, after trading hours, the Company entered into the Subscription Agreement with the Investor pursuant to which the Company has agreed to issue, and the Investor agreed to subscribe for the Promissory Notes with a principal amount of HK\$500,000,000.

The proceeds from the issue of the Promissory Notes will be approximately HK\$500,000,000, which is intended to be used for general working capital and/or for the payment of the outstanding amounts of the Group's projects.

Completion of the Issue of the Promissory Notes

Completion shall take place on the Completion Date (or such other date as the Investor and the Company may agree in writing).

Principal Terms of the Promissory Notes

The following are the principal terms of the Promissory Notes:

Issuer of the Promissory Notes	:	The Company
Principal amount	:	HK\$500,000,000
Maturity Date	:	The first anniversary date of the date of issue of the Promissory Notes.
Issue price	:	The Promissory Notes will be issued at 100% of their principal amount.

- Interest : 2.5% per annum on the outstanding principal amount of the Promissory Notes, payable on the Maturity Date.
- Status of the Promissory Notes : The Promissory Notes will constitute direct, unconditional, unsubordinated and unsecured contractual obligations of the Company which will at all time rank at least pari passu with all other present and future unsecured and unsubordinated obligations of the Company.
- Transferability : Subject to the consent of the Company, the Promissory Notes may be transferred to a third party independent of and not connected with the Company and its connected person. Any transfer of the Promissory Notes shall be in respect of the whole or part only (in integral multiples of HK\$1,000,000) of the outstanding principal amount of the Promissory Notes.
- Early redemption : In the sole discretion of the Company, the Promissory Notes may at any time prior to the maturity date be redeemed by the Company in full with interest on the redeemed amount accrued up to the date of redemption calculated pro rata on a monthly basis (round up to the nearest whole number of months) at 2.5% per annum.
- Listing : No application will be made for the listing of, or permission to deal in, the Promissory Notes on the Stock Exchange or any other stock exchange.
- Events of default : Events of default include but not limited to the following:
- (a) the Company defaults in the payment of principal and interest in respect of the Promissory Notes; and
 - (b) the winding up or dissolution of the Company.

REASONS FOR THE ISSUE OF PROMISSORY NOTES

The principal activities of the Group are hotel investment and operations, and property investment. The Directors consider that the issue of the Promissory Notes represents a good opportunity to raise additional funds for the Company.

The Directors (including the independent non-executive Directors) consider that (i) the transactions contemplated under the Subscription Agreement are on normal commercial terms; (ii) the terms and conditions of the Subscription Agreement are fair and reasonable; and (iii) the issue of the Promissory Notes is in the interest of the Company and the Shareholders as a whole.

Assuming the Promissory Notes in the principal amount of HK\$500,000,000 are successfully issued to the Investor, the estimated net proceeds from the issue of the Promissory Notes, will be approximately HK\$500,000,000, which is intended to be used for general working capital and/or for the payment of the outstanding amounts of the Group's projects.

FUND RAISING ACTIVITIES IN THE PAST TWELVE-MONTH PERIOD

The following fund raising activity has been carried out by the Company in the twelve months immediately prior to the date of this announcement:

Date of announcement	Event	Net proceeds Raised <i>(approximately)</i>	Intended use of proceeds	Actual use of proceeds
19 June 2014	Placing of promissory notes in the principal amount of HK\$120,000,000	HK\$119,316,000	general working capital and/or for financing future investment opportunities of the Group.	Used or intended to be used as intended

Save as disclosed above, the Company has not carried out any fund raising activity in the twelve months immediately prior to the date of this announcement.

DEFINITIONS

Unless the context requires otherwise, the following terms have the following meanings in this announcement:

“Board”	the board of Directors of the Company
“Business Day”	any day (excluding Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business in Hong Kong
“Company”	Crown International Corporation Limited, a company incorporated in Hong Kong, whose Shares are listed on the Main Board
“Completion”	completion of the issue of the Promissory Notes in accordance with the terms and conditions of the Subscription Agreement
“Completion Date”	the date and time at which Completion takes place, which shall be the Business Day immediately after the date of the Subscription Agreement (or such other date as the Company and the Investor may agree in writing)
“connected persons”	has the meaning ascribed thereto in the Listing Rules
“Directors”	the directors of the Company
“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

“Investor”	Rich Bay Global Limited, a company with limited liability incorporated in the British Virgin Islands
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board maintained and operated by the Stock Exchange
“Promissory Note(s)”	2.5% promissory notes due on the first anniversary date of the date of issue of it up to an principal amount HK\$500,000,000 to be issued by the Company to the Investor pursuant to the Subscription Agreement
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary shares of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 10 March 2015 entered into between the Investor and the Company in relation to the issue of the Promissory Notes in the principal amount of HK\$500,000,000
“%”	per cent

By order of the Board
Crown International Corporation Limited
Liao Pin Tsung
Chairman

Hong Kong, 10 March 2015

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. LIAO Pin Tsung and Mr. MENG Jin Long; one non-executive Director, namely Mr. LIU Hong Shen and three independent non-executive Directors namely, Mr. LONG Tao, Mr. REN Guo Hua and Mr. CHEN Fang.