

# SHANGRI-LA GROUP

*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.*

## **Shangri-La Asia Limited**

(Incorporated in Bermuda with limited liability)

website: [www.ir.shangri-la.com](http://www.ir.shangri-la.com)

(Stock code: 00069)

## **CONNECTED TRANSACTION INTRA-GROUP LOAN AMONG NON-WHOLLY OWNED SUBSIDIARIES**

On 11 September 2020, Myanmar Co A and Myanmar Co B (both being non-wholly owned subsidiaries of the Company), entered into the Cash Advance Agreement pursuant to which Myanmar Co A will provide the Loan Facility to Myanmar Co B.

KHL (a substantial shareholder of the Company) owns more than 10% in each of the Myanmar Cos. Accordingly, the Myanmar Cos are connected persons of the Company and the entering into of the Cash Advance Agreement by the Myanmar Cos constitutes a connected transaction of the Company under the Listing Rules.

As the amount of the Loan Facility exceeds 0.1% but is less than 5% of the applicable Percentage Ratios, the Cash Advance Agreement is subject to announcement and reporting requirements but is exempt from independent shareholders' approval requirement.

## **INTRODUCTION**

On 11 September 2020, Myanmar Co A and Myanmar Co B (both being non-wholly owned subsidiaries of the Company), entered into the Cash Advance Agreement pursuant to which Myanmar Co A will provide the Loan Facility to Myanmar Co B.

## **TERMS OF CASH ADVANCE AGREEMENT**

Date of agreement:	11 September 2020
Lender:	Myanmar Co A
Borrower:	Myanmar Co B
Facility amount:	Up to USD5,000,000
Interest rate:	4% per annum
Security:	Nil
Repayment term:	On lender's demand

## **REASONS FOR AND BENEFITS OF THE CASH ADVANCE AGREEMENT**

Myanmar Co B is the owner and operator of Sule Shangri-La, Yangon, a hotel in Myanmar. Due to the Covid-19 pandemic which has caused severe and sustained business impact on Myanmar Co B's hotel business, Myanmar Co B seeks an intra-group loan from Myanmar Co A through the Cash Advance Agreement.

The Loan Facility is surplus cash from Myanmar Co A. Myanmar Co B will apply the Loan Facility as operating cash for the operations of its owned hotel property.

The Board considers that through the Cash Advance Agreement, the Group can better utilize the funds in its Myanmar projects through mobilizing the surplus cash among its Myanmar operations. This can facilitate the operations of Myanmar Co B's hotel, Sule Shangri-La, Yangon, and will avoid the burden of loan interest otherwise required to be borne by Myanmar Co B and paid to an external financier.

As compared to terms for a commercial loan quoted by external financiers, the Directors (including the independent non-executive Directors) consider that the entering into of the Cash Advance Agreement is in the ordinary and usual course of business of the Group and believe that the terms of the Cash Advance Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

The Board confirms that none of the Directors had any material interest in the Cash Advance Agreement and accordingly none of the Directors was required to abstain from voting on the resolutions in relation to the Cash Advance Agreement.

## **INFORMATION ABOUT THE GROUP AND THE MYANMAR COS**

The principal activities of the Group are the development, ownership and operations of hotel properties, the provision of hotel management and related services, the development, ownership and operations of investment properties and property development for sale. The Group operates its business under various brand names including "Shangri-La", "Kerry Hotel", "JEN by Shangri-La", "Traders Hotel", "Rasa", "Summer Palace", "Shang Palace" and "CHI, The Spa at Shangri-La".

The principal activity of Myanmar Co A is the ownership and operation of Shangri-La Serviced Apartments Yangon, service apartments in Yangon, Myanmar.

The principal activity of Myanmar Co B is the ownership and operation of Sule Shangri-La, Yangon, a hotel in Yangon, Myanmar.

## **IMPLICATIONS UNDER THE LISTING RULES**

KHL (a substantial shareholder of the Company) owns more than 10% in each of the Myanmar Cos. Accordingly, the Myanmar Cos are connected persons of the Company and the entering into of the Cash Advance Agreement by the Myanmar Cos constitutes a connected transaction of the Company under the Listing Rules.

As the amount of the Loan Facility exceeds 0.1% but is less than 5% of the applicable Percentage Ratios, the Cash Advance Agreement is subject to announcement and reporting requirements but is exempt from independent shareholders' approval requirement.

## **DEFINITIONS**

"Cash Advance Agreement" the cash advance agreement dated 11 September 2020 entered into between Myanmar Co A (as lender) and Myanmar Co B (as borrower) pursuant to which Myanmar Co A agrees to provide the Loan Facility to Myanmar Co B

“Company”	Shangri-La Asia Limited, an exempted company incorporated in Bermuda with limited liability, whose shares are primarily listed on the Main Board of the Stock Exchange with secondary listing on Singapore Exchange Securities Trading Limited
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“KHL”	Kerry Holdings Limited, a substantial shareholder of the Company
“KSL”	Kuok (Singapore) Limited, a company which is deemed to have interest of 6% – 7% in the Company under Section 336 of the Securities and Futures Ordinance
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Facility”	the loan facility of up to USD5,000,000 granted by Myanmar Co A to Myanmar Co B pursuant to the Cash Advance Agreement
“Myanmar Co A”	Shangri-La Yangon Company Limited, a company incorporated in Myanmar and owned by the Group, KHL and KSL in the proportion of 72.22%, 13.89% and 13.89% respectively
“Myanmar Co B”	Traders Yangon Company Limited, a company incorporated in Myanmar and owned by the Group, KHL and KSL in the proportion of 76.48%, 11.76% and 11.76% respectively
“Myanmar Cos”	Myanmar Co A and Myanmar Co B
“Percentage Ratios”	has the meaning ascribed to it in Chapter 14 of the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules

By order of the Board of  
**Shangri-La Asia Limited**  
**SEOW Chow Loong Iain**  
*Company Secretary*

Hong Kong, 11 September 2020

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

Executive director(s)

*Ms KUOK Hui Kwong (Chairman)*

*Mr LIM Beng Chee (Group CEO)*

Non-executive director(s)

*Mr HO Kian Guan (alternate – Mr HO Chung Tao)*

Independent non-executive director(s)

*Professor LI Kwok Cheung Arthur*

*Mr YAP Chee Keong*

*Mr LI Xiaodong Forrest*

*Mr ZHUANG Chenchao*