

## **Extension of the Postponement of the Settlement**

of the

### **Public Tender Offer**

by

### **HNA Aviation (Hong Kong) Air Catering Holding Co., Ltd., Hong Kong**

for all publicly held registered shares  
with a nominal value of CHF 5.00 each of

### **gategroup Holding Ltd, Kloten, Switzerland**

until

**31 December 2016**

#### **I. Background**

With the publication of the offer prospectus on 20 May 2016 ("**Offer Prospectus**"), HNA Aviation (Hong Kong) Air Catering Holding Co., Ltd., Hong Kong ("**HNA Aviation**" or "**Offeror**"), launched a public tender offer ("**Public Tender Offer**") according to art. 125 et seqq. of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (Financial Market Infrastructure Act, FMIA) for all publicly held registered shares of gategroup Holding Ltd, Kloten, Switzerland ("**gategroup**"), with a nominal value of CHF 5.00 each ("**gategroup Share**").

According to the definitive notice of the final result, HNA Aviation and the persons acting in concert with HNA Aviation at the end of the additional acceptance period on 21 July 2016 together held a total of 25,741,664 gategroup Shares, corresponding to 96.1% of the share capital and voting rights of gategroup. After the expiration of the additional acceptance period, a subsidiary of HNA Group Co., Ltd acting in concert with the Offeror acquired another 525,072 gategroup Shares on- and off-exchange so that in the meantime, the threshold of 98% of the voting rights has been exceeded. On 20 October 2016, HNA Aviation filed an action regarding the cancellation of outstanding equity securities according to art. 137 FMIA with the competent court.

#### **II. Extension of the Postponement of the Settlement**

At the time of the publication of the Offer Prospects, the Swiss Takeover Board, in accordance with the current practice, approved a postponement of the settlement of the Public Tender Offer for a period of up to four months after the expiration of the additional acceptance period, i.e. until 21 November 2016 (see section A.7.3 (*Period for which the Offer Conditions are in Force and in Effect and Postponement*)).

In the meantime, with the exception of two approvals/permissions, all approvals and permissions required for the settlement of the Public Tender Offer have been granted. The approvals/permissions of two Chinese authorities, namely of the Ministry of Commerce (MOFCOM) and the State Administration of Foreign Exchange (SAFE), which are required for the settlement are still outstanding.

With its decision of 18 November 2016, the Swiss Takeover Board approved an extension of the postponement of the settlement until 31 December 2016 (see section III below).

HNA Aviation is confident that the two outstanding approvals/permissions will be granted until the end of 2016. Should that not be the case, HNA Aviation reserves the right to request another extension of the postponement period.

### **III. Decision of the Swiss Takeover Board**

On 18 November 2016, the Swiss Takeover Board issued the following decision:

- "1. The settlement of the public tender offer of HNA Aviation (Hong Kong) Air Catering Holding Co., Ltd. for all publicly held registered shares of gategroup Holding Ltd is postponed until 31 December 2016.
2. HNA Aviation (Hong Kong) Air Catering Holding Co., Ltd. has to publish the extension of the postponement of the settlement and the statement of grounds for this decision at the latest on 21 November 2016.
3. The fee to be borne by HNA Aviation (Hong Kong) Air Catering Holding Co., Ltd. amounts to CHF 25,000."

### **IV. Second Trading Line**

The tendered gategroup Shares can further on be traded on the second trading line.

### **V. Publication**

This notice will be published on 21 November 2016 before the start of trading on SIX Swiss Exchange on the homepage of the Offeror ([http://www.hnagroup.com/en/discl/HNA\\_Website/legal.html](http://www.hnagroup.com/en/discl/HNA_Website/legal.html)) and will be disseminated in electronic form to the financial information service providers and the Swiss Takeover Board.

### **VI. Governing Law and Jurisdiction**

The Public Tender Offer, including this notice, and all rights and obligations arising under or in connection with the Public Tender Offer, shall be governed by, and con-

strued in accordance with, Swiss law. The exclusive place of jurisdiction for all disputes arising out of or in connection with the Public Tender Offer shall be Zurich 1, Switzerland.

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**Registered shares of gategroup Holding Ltd**

| <b>Securities No.</b> | <b>ISIN</b>  | <b>Ticker Symbol</b> |
|-----------------------|--------------|----------------------|
| 10.018.595            | CH0100185955 | GATE                 |

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**Registered shares of gategroup Holding Ltd tendered to HNA Aviation (separate trading line)**

| <b>Securities No.</b> | <b>ISIN</b>  | <b>Ticker Symbol</b> |
|-----------------------|--------------|----------------------|
| 32.360.039            | CH0323600392 | GATEE                |

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**Financial Advisor and Offer Manager:** UBS AG

**Place and Date:** Zurich, 21 November 2016