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## **Maoye International Holdings Limited**

**茂業國際控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 848)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the shareholders of Maoye International Holdings Limited (the “Company”) will be held at Victoria IV, 2/F, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Wednesday, 20 January 2010 at 10:00 am. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an Ordinary Resolution:

#### **ORDINARY RESOLUTION**

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of the Company (the “Shares”) which may fall to be issued pursuant to the share option scheme (a copy of which is produced to the meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) (the “**Scheme**”, the principal terms of which are set out in the Appendix to the Company’s circular dated 31 December 2009), the Scheme be and is hereby approved and adopted by the Company and the board of directors of the Company and/or the Share Option Incentive Scheme Committee, a committee duly authorized by the board of directors of the Company, be and are hereby authorized to administer the Scheme, to grant options thereunder, to allot, issue and deal with the Shares pursuant to the exercise of any option granted thereunder and to take such steps and do such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme.”

By Order of the Board  
**Maoye International Holdings Limited**  
**Huang Mao Ru**  
*Chairman*

Hong Kong, 31 December 2009

Registered Office:  
Scotia Centre, 4th Floor, P.O. Box 2804,  
George Town, Grand Cayman,  
KY1-1112,  
Cayman Islands

**Notes:**

- (a) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this announcement, the executive Directors are Mr. Huang Mao Ru, Ms. Wang Fuqin and Mr. Wang Guisheng. The non-executive Directors are Mr. Zhong Pengyi and Mrs. Huang Jingzhang. The independent non-executive Directors are Mr. Chow Chan Lum, Mr Pao Ping Wing and Mr. Leung Hon Chuen.*