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Maoye International Holdings Limited

茂業國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 848)

DISCLOSEABLE TRANSACTION

COMPLETION OF ASSET REORGANISATION OF BOHAI LOGISTICS

Reference is made to the announcements issued by the Company dated 16 October 2012 and 30 March 2012 (the “**Previous Announcements**”) in relation to the proposed reorganisation between Zhongzhao (a wholly-owned subsidiary of the Group) and Bohai Logistics (a non-wholly owned subsidiary of the Group). Terms defined in this announcement shall have the same meanings with the Previous Announcements unless the context otherwise requires.

As mentioned in the Previous Announcements, on 12 October 2012, the Group received the CSRC Approval for the Reorganisation pursuant to which the CSRC approved the issue of the New Bohai Logistics Shares by Bohai Logistics to Zhongzhao for the Asset Transfer. Since then, Bohai Logistics and Zhongzhao have commenced the relevant registration formalities regarding the Asset Transfer in accordance with the applicable requirements. As at the date of this announcement, the Reorganisation has been completed, and the New Bohai Logistics Shares will be listed on the Shenzhen Stock Exchange on 13 November 2012.

Upon completion of the Reorganisation:

- (i) 100% of the issued share capital of the Target Company has been transferred to Bohai Logistics and the registration formalities in relation to the change of shareholder of the Target Company from Zhongzhao to Bohai Logistics has been completed; and
- (ii) according to the relevant documents issued by the China Securities Depository and Clearing Corporation Limited Shenzhen Branch, 106,813,996 New Bohai Logistics Shares have been issued by Bohai Logistics to Zhongzhao and have

been registered under the name of Zhongzhao. The 106,813,996 New Bohai Logistics Shares will be listed on the Shenzhen Stock Exchange on 13 November 2012, and are subject to a lock-up period for 36 months from the date of listing on the Shenzhen Stock Exchange. Accordingly, the total issued share capital of Bohai Logistics has increased from 338,707,568 to 445,521,564 and the shareholding of Zhongzhao in Bohai Logistics has increased from 101,260,836 to 208,074,832 (from 29.90% to 46.70%).

Bohai Logistics is expected to perform the relevant formalities in accordance with the applicable requirements in relation to the increase of its registered capital and the amendment to its articles of association as a result of the completion of the Asset Transfer, in the near future.

In connection with the completion of the Reorganisation, Bohai Logistics, as a company listed on the Shenzhen Stock Exchange, has published, amongst others, announcements and an acquisition report on the website of the Shenzhen Stock Exchange on 10 November 2012 to provide domestic investors of Bohai Logistics with information concerning the completion of the Reorganisation. The announcements issued by Bohai Logistics and the relevant documents of the Reorganisation have also been posted on China Securities Journal (中國證券報), Securities Times (證券時報) and the website of www.cninfo.com.cn.

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

Hong Kong, 12 November 2012

As at the date of this announcement, the Board comprises four executive directors, namely, Mr. Huang Mao Ru, Mr. Zhong Pengyi, Ms. Wang Fuqin and Mr. Wang Bin; and three independent non-executive directors, namely, Mr. Chow Chan Lum, Mr. Pao Ping Wing and Mr. Leung Hon Chuen.