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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)

VOLUNTARY ANNOUNCEMENT

PROPOSED ISSUE OF THE THIRD TRANCHE OF THE MEDIUM-TERM FINANCING NOTES BY MAOYE SHANGSHA IN THE PRC

This announcement is made voluntarily by the Company.

The Board is pleased to announce that Maoye Shangsha, a wholly-owned subsidiary of the Group, proposes to issue the third tranche of the Notes on 20 February 2014 in the national inter-bank market in the PRC, after having registered the proposed issue with the Association. The total principal amount of the third tranche of the Notes is RMB700 million.

In connection with issuing the third tranche of the Notes, Maoye Shangsha has published, amongst others, an offering circular in the PRC on 17 February 2014 to provide investors with certain information concerning the terms and conditions of the Notes, credit rating report, legal opinion and the financial information of Maoye Shangsha for the years ended 31 December 2010, 2011 and 2012, and the nine months ended 30 September 2013.

This announcement is made voluntarily by the Company.

Reference is made to the announcements of the Company dated 30 July 2013, 24 July 2013, 9 January 2013 and 31 December 2012 in relation to the issue of the Notes by Maoye Shangsha (the “**Announcements**”).

Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Announcements.

As stated in the Announcements, Maoye Shangsha proposed to issue the Notes with an aggregate principal amount of not exceeding RMB2.2 billion in tranches, and Maoye Shangsha completed the issue of the first and second tranche of the Notes with a principal amount of RMB800 million on 9 January 2013, and RMB700 million on 30 July 2013, respectively. The Board is pleased to announce that Maoye Shangsha proposed to issue the third tranche of the Notes with an aggregate principal amount of RMB700 million on 20 February 2014 in the national inter-bank market in the PRC, after having registered the proposed issue with the Association. The principal terms of the third tranche of the Notes to be issued are as follows:

Issuer:	Maoye Shangsha
Aggregate maximum principal amount of the Notes which have been registered with the Association:	RMB2.2 billion
Principal amount of the third tranche of the Notes:	RMB700 million
Place of issue:	The PRC
Term of the third tranche of the Notes:	3 years (From 24 February 2014 to 24 February 2017)

Interest rate:	Fixed interest rate will be adopted. The interest rate will be determined by the results of book building. The interest rate will be fixed during the term of the Notes.
Date of proposed issue of the third tranche of the Notes:	20 February 2014
Credit rating:	As assessed by China Cheng Xin International Credit Rating Co. Ltd. (中誠信國際信用評級有限公司), the third tranche of the Notes has been given AA rating and the issuer of the Notes has been given AA rating. The credit outlook is classified as “stable”.
Use of proceeds:	The Group intends to use the proceeds of the issue of the third tranche of the Notes for payment for goods and rental for leasing of stores, and general working capital purpose to facilitate the day-to-day operation of the Group.

In connection with issuing the third tranche of the Notes, Maoye Shangsha has published, amongst others, an offering circular in the PRC on 17 February 2014 to provide investors with certain information concerning the terms and conditions of the Notes, credit rating report, legal opinion and the financial information of Maoye Shangsha for the years ended 31 December 2010, 2011 and 2012, and the nine months ended 30 September 2013. The announcement and the relevant documents of the third tranche of the Notes issued by Maoye Shangsha in the PRC have been posted on www.chinamoney.com.cn and www.shclearing.com.

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

Hong Kong, February 18, 2014

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.