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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  
ACQUISITION OF LAND IN QINHUANGDAO CITY**

The Board is pleased to announce that Qinhuangdao Maoye Real Estate, a wholly-owned subsidiary of the Company, has entered into the Land Use Rights Transfer Agreement on 25 April 2014 pursuant to which Qinhuangdao Maoye Real Estate has agreed to purchase from the Vendor the Target Land with a total site area of approximately 51,364.06 square meters. The aggregate consideration of the Acquisition is RMB 291,233,900.

The Target Land is currently a vacant site and the Company intends to build an urban commercial complex on the Target Land.

As the applicable percentage ratios pursuant to Rule 14.07 of the Listing Rules in respect of the Acquisition exceed 5% but are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirement under Chapter 14 of the Listing Rules. The Acquisition is not subject to approval of shareholders of the Company under the Listing Rules.

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## **THE ACQUISITION AND THE LAND USE RIGHTS TRANSFER AGREEMENT**

### **Date of the Land Use Rights Transfer Agreement**

25 April 2014

### **Parties to the Land Use Rights Transfer Agreement**

Vendor: The Bureau of Land and Resources Qinhuangdao (秦皇島市國土資源局)

Purchaser: Qinhuangdao Maoye Real Estate Development Co., Ltd (秦皇島茂業房地產開發有限公司)

### **Summary of the Acquisition and Consideration**

Summary: Pursuant to the Land Use Rights Transfer Agreement, Qinhuangdao Maoye Real Estate has agreed to purchase from the Vendor the Target Land.

Consideration: The aggregate consideration of in respect of the Acquisition is RMB291,233,900. The Acquisition will be funded by internal resources of the Company.

Payment of consideration: As of the date of this announcement, RMB290,000,000 has been paid by the Group, which will be used to satisfy part of the consideration payable under the Land Use Rights Transfer Agreement. The balance of the consideration, being RMB1,233,900, will be paid by 9 May 2014.

### **BASIS OF DETERMINATION OF THE CONSIDERATION**

The Company considers that the value of the Target Land is commensurate with the consideration for the Acquisition and represents certain discounts to the market price. The acquisition price was arrived at as a result of the listing-for-sale process. In determining the consideration, the Company has taken into account various factors including, amongst others, the development prospect and the potential of the Target Land, the minimum bid price for the Target Land and the average market price or assessed value of similar plots of land in the proximity.

The Directors (including the independent non-executive Directors) consider that the Acquisition is fair and reasonable and in the interests of the shareholders of the Company as a whole.

## **PARTICULARS OF THE TARGET LAND**

The Target Land comprises a parcel of land located at the north of Hebei Street and the west of Wenchang Road, in Haigang District of Qinhuangdao City, with a site area of approximately 51,364.06 square metres. It is located at a prime location within the emerging commercial circle in Qinhuangdao.

The permitted uses of the Target Land are for, amongst others, retail purposes. The term for the grant of the land use rights of the Target Land is 40 years. The Target Land is currently a vacant site.

## **REASONS AND BENEFITS FOR THE TRANSACTION**

Qinhuangdao City is one of the first 14 coastal cities opened for development in PRC. It is also an important port for foreign trade in Northern China and a first class tourist city of the country endorsed by State Council. The Beidaihe District of Qinghuangdao City has been historically known as the “back garden of Beijing” since ancient times.

The Target Land is located at the emerging business centre which the Qinhuangdao Municipal Government strives to build, thus possesses tremendous business development prospect and room for appreciation. The project is surrounded by various mid-to-high-end property projects and many universities including Yanshan University, all of which provide sufficient business consumption support for it. The Company intends to operate an urban commercial complex on the Target Land with the operation of retail department store as the core business.

The Directors believe that, in conjunction with the five existing stores already operated by Maoye Logistics (which is controlled by the Company) in Qinhuangdao City, this large-scale urban complex project on the Target Land is expected to create economies of scale in terms of commercial operation. It will be beneficial to the Company for consolidating its market position in Qinhuangdao City and will facilitate the implementation of the Company’s development strategies at the Bohai Economic Rim, which is in the interests of shareholders of the Company as a whole.

## INFORMATION ON THE PARTIES

### The Company

The Company is principally engaged in the operation and management of department stores and property development in the PRC, and is a leading department store chain operator in the affluent regions throughout the PRC. Currently, the Company is focused on developing future department stores mainly in the second- and third-tier cities in the most economically developed regions and the regions with high economic growth in the PRC.

### Qinhuangdao Maoye Real Estate

Qinhuangdao Maoye Real Estate is a wholly-owned subsidiary of the Company. It is principally engaged in property development and retail operation.

### Vendor

The Vendor is The Bureau of Land and Resources Qinhuangdao, which manages land resources of Qinhuangdao City, Hebei Province, the PRC. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

### Definition

“Acquisition”	the acquisition by Qinhuangdao Maoye Real Estate of the Target Land from the Vendor pursuant to the Land Use Rights Transfer Agreement
“Board”	the board of Directors
“Company”	Maoye International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

“Land Use Rights Transfer Agreement”	the formal agreement for the transfer of the land use rights of state-owned land (國有建設用地使用權出讓合同) in respect of the Target Land dated 25 April 2014 entered into between Qinhuangdao Maoye Real Estate and the Vendor
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Maoye Logistics”	Maoye Logistics Corporation Ltd., a subsidiary of the Company and a joint stock limited company established in the PRC and listed on the Shenzhen Stock Exchange (stock code: 000889). As at the date of this announcement, the Company holds 208,074,832 shares in Maoye Logistics through Zhongzhao Investment Management Co., Ltd., representing approximately 46.7% of its issued share capital
“PRC”	the People’s Republic of China
“Qinhuangdao Maoye Real Estate”	Qinhuangdao Maoye Real Estate Development Co., Ltd (秦皇島茂業房地產開發有限公司), a wholly-owned subsidiary of the Company incorporated in the PRC
“RMB”	Renminbi, the lawful currency in the PRC
“Target Land”	a parcel of land located at the north of Hebei Street and the west of Wenchang Road, in Haigang District of Qinhuangdao City, with a site area of approximately 51,364.06 square metres
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Vendor”	The Bureau of Land and Resources Qinhuangdao (秦皇島市國土資源局)

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

Hong Kong, 25 April 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.*