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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)**

### **ANNOUNCEMENT**

#### **PROPOSED ISSUE OF SHORT-TERM FINANCING NOTES BY MAOYE SHANGSHA IN THE PRC**

This is an announcement made pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571) and Rule 13.09 of the Listing Rules.

The Board is pleased to announce that Shenzhen Maoye Shangsha Company Limited (深圳茂業商厦有限公司) (“**Maoye Shangsha**”), a wholly-owned subsidiary of the Group, proposes to issue the first tranche of the 2013 Notes with an aggregate principal amount of RMB 800 million on 28 March 2013 in the national inter-bank market in the PRC, after having registered the proposed issue with the National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會) (the “**Association**”). In connection with issuing the first tranche of the 2013 Notes, Maoye Shangsha has published, amongst others, an offering circular in the PRC on 25 March 2013 to provide investors with certain information concerning the terms and conditions of the 2013 Notes, credit rating report, legal opinion and the financial information of Maoye Shangsha for the years ended 31 December 2009, 2010 and 2011, and the nine months ended 30 September 2012.

Maoye Shangsha has issued short-term financing notes with an aggregate principal amount of RMB 1.6 billion in February 2012 and July 2012 (among which RMB 800 million has been repaid) and the first tranche of medium-term financing notes with a principal amount of RMB 800 million in January 2013 (the “**Previous Issue**”). Please refer to the announcements issued by the Company dated 9 January 2013, 31 December 2012, 26 July 2012, 23 July 2012, 16 February 2012, 9 February 2012 and 30 September 2011 for further details. For the avoidance of doubt, the proposed issue of the 2013 Notes is separate from the Previous Issue.

This is an announcement made pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571) and Rule 13.09 of the Listing Rules.

The Board is pleased to announce that Maoye Shangsha proposes to issue the first tranche of the 2013 Notes with an aggregate principal amount of RMB 800 million on 28 March 2013 in the national inter-bank market in the PRC, after having registered the proposed issue with the Association. The principal terms of the first tranche of the 2013 Notes to be issued are as follows:

Issuer:	Maoye Shangsha
Aggregate maximum principal amount of the 2013 Notes which have been registered with the Association:	RMB 1.6 billion
Principal amount of the first tranche of the 2013 Notes:	RMB 800 million
Place of issue:	The PRC
Term of the first tranche of the Notes:	365 days (From 29 March 2013 to 29 March 2014)
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 2013 Notes.
Date of proposed issue:	28 March 2013

Credit rating: As assessed by China Cheng Xin International Credit Rating Co. Ltd. (中誠信國際信用評級有限責任公司), the first tranche of the 2013 Notes has been given A-1 rating and the issuer of the 2013 Notes has been given AA rating. The credit outlook is classified as “stable”.

Use of proceeds: The Group intends to use the proceeds received for repayment of bank loans and general working capital purpose.

In connection with issuing the first tranche of the 2013 Notes, Maoye Shangsha has published, amongst others, an offering circular in the PRC on 25 March 2013 to provide investors with certain information concerning the terms and conditions of the 2013 Notes, credit rating report, legal opinion and the financial information of Maoye Shangsha for the years ended 31 December 2009, 2010 and 2011, and the nine months ended 30 September 2012. The announcement issued by Maoye Shangsha and the relevant documents of the 2013 Notes are posted on [www.chinamoney.com.cn](http://www.chinamoney.com.cn) and [www.shclearing.com](http://www.shclearing.com).

Maoye Shangsha has issued short-term financing notes with an aggregate principal amount of RMB 1.6 billion in February 2012 and July 2012 (among which RMB 800 million has been repaid) and the first tranche of medium-term financing notes with a principal amount of RMB 800 million in January 2013. Please refer to the announcements issued by the Company dated 9 January 2013, 31 December 2012, 26 July 2012, 23 July 2012, 16 February 2012, 9 February 2012 and 30 September 2011 for further details. For the avoidance of doubt, the proposed issue of the 2013 Notes is separate from the Previous Issue.

## **Definitions**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

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|---------------|---|
| “2013 Notes”  | the short-term financing notes (短期融資券) proposed to be issued by Maoye Shangsha with an aggregate principal amount not exceeding RMB1.6 billion; |
| “Association” | National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會);  |
| “Board”       | the board of directors of the Company;  |

“Company”	Maoye International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange;
“Group”	the Company and its subsidiaries;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Maoye Shangsha”	Shenzhen Maoye Shangsha Company Limited (深圳茂業商廈有限公司), a wholly-owned subsidiary of the Group;
“PRC”	the People’s Republic of China;
“Previous Issue”	has the meaning ascribed to it in the announcement; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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

Hong Kong, 25 March 2013

*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.*