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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 SHARES IN PING AN INSURANCE**

The Company is pleased to announce that Shenzhen Maoye Trade Building Co., Ltd., the wholly-owned subsidiary of the Company, has acquired in aggregate 3,475,258 A shares of Ping An Insurance, being a company listed on the Shanghai Stock Exchange (stock code: 601318), from 17 April 2015 to 24 April 2015, representing approximately 0.038% of the issued share capital of Ping An Insurance as of 2 April 2015, through on-market purchases on the Shanghai Stock Exchange. The aggregate cost of the Acquisitions is approximately RMB 304,417,863 in aggregate. The average acquisition cost per A share of Ping An Insurance is approximately RMB 87.60

**As the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Acquisitions exceed 5% but are below 25%, the Acquisitions on an aggregate basis constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. The Acquisitions are not subject to approval of shareholders of the Company under the listing rules.**

#### **THE ACQUISITIONS**

Summary : The Company is pleased to announce that Shenzhen Maoye Trade Building Co., Ltd., the wholly-owned subsidiary of the Company has acquired in aggregate 3,475,258 A shares of Ping An Insurance (stock code: 601318) from 17 April 2015 to 24 April 2015, representing approximately 0.038% of the issued share capital of Ping An Insurance as of 2 April 2015, through on-market purchases on the Shanghai Stock Exchange.

- Consideration : The aggregate cost of the Acquisitions is approximately RMB 304,417,863. The average acquisition cost per A share of Ping An Insurance is approximately RMB 87.60. The full consideration of the Acquisitions has been paid by the Company. The Acquisitions have been funded by internal resources of the Company.
- Condition : The Acquisitions were effected through on-market purchases on the Shanghai Stock Exchange and, as such, the completion of the Acquisitions was not subject to any conditions.
- Completion : The Acquisitions have been completed.

## REASONS FOR AND BENEFITS OF THE ACQUISITIONS

The Company is optimistic towards the development of Ping An Insurance.

The Acquisitions were made at the prevailing market price of the shares of Ping An Insurance. The Directors (including the independent non-executive Directors) consider the consideration and the Acquisitions to be fair and reasonable and in the interests of the shareholders of the Company as a whole.

## FINANCIAL INFORMATION OF PING AN INSURANCE

Based on the audited accounts of Ping An Insurance prepared in accordance with the PRC accounting principles as contained in the annual report of Ping An Insurance for the financial years ended 31 December 2014 published on the Shanghai Stock Exchange, the total asset and net asset value of Ping An Insurance as at 31 December 2014 were RMB 4,005,911 million and RMB 353,816 million, respectively.

Based on the audited accounts of Ping An Insurance prepared in accordance with the PRC accounting principles as contained in the annual reports of Ping An Insurance for the financial years ended 31 December 2014 published on the Shanghai Stock Exchange, the audited net profit (before and after taxation) of Ping An Insurance for two financial years ended 31 December 2014 and 2013 were as follows:

	<b>For the year end</b>	
	<b>31 December 2014</b>	<b>31 December 2013</b>
	<i>RMB</i>	<i>RMB</i>
Net profit before taxation	62,353,000,000	46,224,000,000
Net profit after taxation	47,930,000,000	36,014,000,000

## 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.

### Ping An Insurance

Ping An Insurance together with its subsidiaries is an insurance and financial services group in the PRC with the ability to provide multiple insurance and financial services and products to corporate and retail customers.

## REQUIREMENTS OF THE LISTING RULES

The Company confirms that, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiry, none of the Acquisitions were effected with any connected persons of the Company.

The Company has in aggregate acquired 3,475,258 shares in Ping An Insurance, representing 0.038% of its issued share capital as of 24 April 2015, in the last 12 months. As the applicable percentage ratios pursuant to Rule 14.07 of the Listing Rules in respect of the Acquisitions exceed 5% but are less than 25%, the Acquisitions on an aggregate basis constitute a discloseable transaction under Chapter 14 of the Listing Rules.

## DEFINITIONS

<b>“Acquisitions”</b>	a series of acquisitions by Shenzhen Maoye Trade Building Co., Ltd. of 3,475,258 A shares of Ping An Insurance from 17 April 2015 to 24 April 2015, through on-market purchases on the Shanghai Stock Exchange;
<b>“Board”</b>	the board of Directors;
<b>“Company”</b>	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;

<b>“Director(s)”</b>	director(s) of the Company;
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the PRC;
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange;
<b>“Ping An Insurance”</b>	Ping An Insurance (Group) Company of China, Ltd., a joint stock limited company duly incorporated in the PRC, the A shares of which are listed on the Shanghai Stock Exchange and the H shares of which are listed on the Stock Exchange;
<b>“RMB”</b>	Renminbi, the lawful currency of the PRC;
<b>“PRC”</b>	The People’s Republic of China;
<b>“Shareholder(s)”</b>	holder(s) of shares of the Company;
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited;
<b>“%”</b>	per cent.

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

Hong Kong, 26 April 2015

*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.*