

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.

This announcement is not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. No public offering of the securities referred to herein will be made in the United States. None of the Notes will be offered to the public in Hong Kong nor will the Notes be placed to any connected persons of the Company.



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)

INSIDE INFORMATION

PROPOSED ISSUE OF USD DENOMINATED SENIOR GUARANTEED NOTES

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company proposes to conduct an international offering of the Notes to professional investors only. The Notes are expected to be issued by the Company and guaranteed by the Subsidiary Guarantors.

The completion of the Proposed Notes Issue is subject to market conditions and investors' interest. Deutsche Bank AG, Singapore Branch, Guotai Junan Securities (Hong Kong) Limited and UBS AG Hong Kong Branch, as joint global coordinators, joint lead managers and joint bookrunners, and Haitong International Securities Company Limited, DBS Bank Ltd., Guosen Securities (HK) Brokerage Company Limited and CMB International Capital Limited, as joint bookrunners and joint lead managers, are managing the Proposed Notes Issue.

If the Notes are issued, the Company intends to use the net proceeds primarily to supplement its general working capital and repay a portion of its existing indebtedness.

The Company is in the process of applying to the Stock Exchange for the listing of, and permission to deal in, the Notes by way of debt issue to professional investors only, and has received the eligibility letter from the Stock Exchange for the listing of the Notes. Listing of the Notes on the Stock Exchange is not to be taken as an indication of the merits of the Company, the Group or the Notes.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not proceed. Investors and shareholders of the Company are advised to exercise caution when dealing in the securities of the Company.

Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should a purchase agreement in respect of the Proposed Notes Issue be signed.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

THE PROPOSED NOTES ISSUE

Introduction

The Company proposes to conduct an international offering of the Notes to professional investors only. The Notes are expected to be issued by the Company and guaranteed by the Subsidiary Guarantors.

The completion of the Proposed Notes Issue is subject to market conditions and investors' interest. Deutsche Bank AG, Singapore Branch, Guotai Junan Securities (Hong Kong) Limited and UBS AG Hong Kong Branch, as joint global coordinators, joint lead managers and joint bookrunners, and Haitong International Securities

Company Limited, DBS Bank Ltd., Guosen Securities (HK) Brokerage Company Limited and CMB International Capital Limited, as joint bookrunners and joint lead managers, are managing the Proposed Notes Issue.

The Notes have not been, and will not be, registered under the U.S. Securities Act. The Notes will be offered or sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. None of the Notes will be offered to the public in Hong Kong nor will the Notes be placed to any connected persons of the Company.

Reasons for the Proposed Notes Issue and proposed use of proceeds

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

If the Notes are issued, the Company intends to use the net proceeds primarily to supplement its general working capital and repay a portion of its existing indebtedness.

The Directors (including the independent non-executive Directors) consider that the Proposed Notes Issue represents a good opportunity to raise additional funds for the Company and is in the interest of the Company and shareholders of the Company as a whole.

Proposed listing

The Company is in the process of applying to the Stock Exchange for the listing of, and permission to deal in, the Notes by way of debt issue to professional investors only, and has received the eligibility letter from the Stock Exchange for the listing of the Notes. Listing of the Notes on the Stock Exchange is not to be taken as an indication of the merits of the Company, the Group or the Notes.

GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not proceed. Investors and shareholders of the Company are advised to exercise caution when dealing in the securities of the Company.

Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should a purchase agreement in respect of the Proposed Notes Issue be signed.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	Maoye International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“connected persons”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	the United States dollar denominated senior notes expected to be issued by the Company and guaranteed by the Subsidiary Guarantors
“PRC”	the People’s Republic of China and for the purposes of this announcement, excluding Hong Kong, Macau and Taiwan
“Proposed Notes Issue”	the proposed issue of the Notes
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantors”	the subsidiaries of the Company incorporated outside of the PRC which are expected to provide a guarantee for the repayment of the Notes

“United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“USD”	United States dollar, the lawful currency of the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

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

Hong Kong, 19 September 2018

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