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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)

INSIDE INFORMATION

**PROPOSED ISSUE OF ADDITIONAL US\$ DENOMINATED
SENIOR GUARANTEED NOTES DUE 2020
(TO BE CONSOLIDATED AND FORM A SINGLE SERIES
WITH THE US\$150,000,000 13.25% SENIOR GUARANTEED NOTES
DUE 2020 ISSUED ON 27 SEPTEMBER 2018)**

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 a further international offering of US\$ senior guaranteed notes which will be consolidated and form a single series with the US\$150,000,000 13.25% senior guaranteed notes due 2020 issued on 27 September 2018.

The completion of the Proposed Additional Notes Issue is subject to market conditions and investors' interest. Guotai Junan Securities (Hong Kong) Limited and UBS AG Hong Kong Branch, as joint global coordinators, joint lead managers and joint bookrunners, and AMTD Global Markets Limited and CMB International Capital Limited as joint bookrunners and joint lead managers, are managing the Proposed Additional Notes Issue.

If the Additional 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 Original Notes are listed on the Stock Exchange. The Company is in the process of applying to the Stock Exchange for the listing of, and permission to deal in, the Additional 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 Additional Notes. Listing of the Additional Notes on the Stock Exchange is not to be taken as an indication of the merits of the Company, the Group or the Additional Notes.

As no binding agreement in relation to the Proposed Additional Notes Issue has been entered into as at the date of this announcement, the Proposed Additional 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 Additional Notes Issue will be made by the Company should a purchase agreement in respect of the Proposed Additional 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 ADDITIONAL NOTES ISSUE

Introduction

The Company proposes to conduct a further international offering of US\$ senior guaranteed notes which will be consolidated and form a single series with the US\$150,000,000 13.25% senior notes due 2020 issued on 27 September 2018.

The completion of the Proposed Additional Notes Issue is subject to market conditions and investors' interest. Guotai Junan Securities (Hong Kong) Limited and UBS AG Hong Kong Branch, as joint global coordinators, joint lead managers and joint bookrunners, and AMTD Global Markets Limited and CMB International Capital Limited as joint bookrunners and joint lead managers, are managing the Proposed Additional Notes Issue.

The Additional Notes have not been, and will not be, registered under the U.S. Securities Act. The Additional 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 Additional Notes will be offered to the public in Hong Kong nor will the Additional Notes be placed to any connected persons of the Company.

Reasons for the Proposed Additional 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 Additional 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 Additional 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 Original Notes are listed on the Stock Exchange. The Company is in the process of applying to the Stock Exchange for the listing of, and permission to deal in, the Additional 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 Additional Notes. Listing of the Additional Notes on the Stock Exchange is not to be taken as an indication of the merits of the Company, the Group or the Additional Notes.

GENERAL

As no binding agreement in relation to the Proposed Additional Notes Issue has been entered into as at the date of this announcement, the Proposed Additional 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 Additional Notes Issue will be made by the Company should a purchase agreement in respect of the Proposed Additional Notes Issue be signed.

DEFINITIONS

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

“Additional Notes”	the US\$ denominated 13.25% senior guaranteed notes due 2020 to be issued by the Company
“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
“Original Notes”	US\$150,000,000 13.25% Senior Guaranteed Notes due 2020 issued by the Company on 27 September 2018
“PRC”	the People’s Republic of China and for the purposes of this announcement, excluding Hong Kong, Macau and Taiwan
“Proposed Additional Notes Issue”	the proposed issue of the Additional Notes
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$”	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, 9 October 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.