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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 OF A NON-WHOLLY OWNED  
SUBSIDIARY**

**THE ACQUISITION**

The Board announces that Baotou Maoye Dongzheng, a wholly-owned subsidiary of the Company, has acquired on the market in a series of transactions conducted between 23 March 2018 and 15 February 2019 a total of 25,956,157 Maoye Commercial Shares, representing approximately 1.50% of the issued share capital of Maoye Commercial as at the date of this announcement, for an aggregate consideration of approximately RMB149.90 million (exclusive of transaction costs), the average purchase cost of each Maoye Commercial Share is approximately RMB5.78.

**LISTING RULES IMPLICATIONS**

The relevant applicable percentage ratios (as defined in the Listing Rules) in respect of each transaction under the Acquisition, when calculated on a standalone basis, are less than 5%, and thus each of them individually is not subject to reporting and announcement requirements under Chapter 14 of the Listing Rules. As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the series of transactions under the Acquisition, when aggregated pursuant to Rule 14.22 of the Listing Rules, exceeds 5% but are less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

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million (exclusive of transaction costs), the average purchase cost of each Maoye Commercial Share is approximately RMB5.78. The consideration for the Acquisition was determined based on the market price of the Maoye Commercial Shares as quoted on the Shanghai Stock Exchange.

As the Acquisition was made through the open market, the Company is not aware of the identities of the sellers of the Maoye Commercial Shares. To the best knowledge, information and belief of the Directors, the sellers of the Maoye Commercial Shares and their ultimate beneficial owners (as applicable) are third parties independent of the Company and its connected persons.

The consideration for the Acquisition was settled by cash and was financed by internal resources of the Group. After the Acquisition, the Company's shareholding in Maoye Commercial has increased from 81.69% to 82.73% .

## **INFORMATION ON MAOYE COMMERCIAL**

Maoye Commercial is a joint stock company established in the PRC and listed on the Shanghai Stock Exchange (stock code: 600828) and a non-wholly owned subsidiary of the Company. Maoye Commercial is principally engaged in the operation of department stores.

The following financial information is extracted from the annual report of Maoye Commercial for the financial year ended 31 December 2017 and 2016 published on the website of the Shanghai Stock Exchange:

	<b>For the year ended 31 December 2017 (RMB)</b>	<b>For the year ended 31 December 2016 (RMB)</b>
Revenue	11,760,549,935.72	9,414,253,380.12
Net profit before taxation	1,508,310,736.40	836,650,692.87
Net profit after taxation	1,087,131,987.03	571,692,217.05

The audited consolidated net assets of Maoye Commercial as at 31 December 2017 and 2016 were RMB6,140,791,131.91 and RMB4,459,559,584.49, respectively.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Group is principally engaged in the operation and management of department stores and property development in the PRC. As a leading domestic operator of the retail industry, the Group operates stores in the affluent regions and regions with high economic growth in the PRC.

Maoye Commercial, with its 36 department stores in China, has performed and developed well in recent years. Having considered the performance of Maoye Commercial in recent

years and its future development potential, the Company considers that the Acquisition is an attractive investment and can enhance income for the Group.

As the Acquisition was made on the market price, the Directors (including the independent non-executive Directors) are of the view that the Acquisition was fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

The relevant applicable percentage ratios (as defined in the Listing Rules) in respect of each transaction under the Acquisition, when calculated on a standalone basis, are less than 5%, and thus each of them individually is not subject to reporting and announcement requirements under Chapter 14 of the Listing Rules. As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the series of transactions under the Acquisition, when aggregated pursuant to Rule 14.22 of the Listing Rules, exceeds 5% but are less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

### **Definitions**

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

"Acquisition"	the acquisition made by the Company of an aggregate of 25,956,157 Maoye Commercial Shares on-market between 23 March 2018 and 15 February 2019 for a total consideration of approximately RMB149.90 million
“Baotou Maoye Dongzheng”	Baotou Maoye Dongzheng Real Estate Development Co., Ltd (包頭市茂業東正房地產開發有限公司), a company established in the PRC with limited liabilities and a wholly-owned subsidiary of the Company
"Board"	the board of Directors
"Company"	Maoye International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Directors"	the directors of the Company
"Group"	the Company and its subsidiaries

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Maoye Commercial"	Maoye Commercial Co., Ltd. (茂業商業股份有限公司), a joint stock limited company established in the PRC and listed on the Shanghai Stock Exchange (stock code: 600828) and a non-wholly owned subsidiary of the Company
"Maoye Commercial Shares"	the ordinary shares in the share capital of Maoye Commercial
"PRC"	the People's Republic of China and for the purposes of this announcement, excluding Hong Kong, the Macau and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholders"	the shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 15 February 2019

*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.*