

Hong Kong Exchange 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 disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 LAND IN NANJING CITY**

The Board is pleased to announce that the Purchaser has entered into the Land Use Rights Transfer Agreement on 27 February 2012 pursuant to which the Purchaser has agreed to purchase from the Vendor the Target Land with a total site area of approximately 13,452.5 square meters. The aggregate consideration of the Acquisition is RMB650,000,000.

The Target Land is currently a vacant site and the Company intends to operate a commercial project (i.e., construction and operation of department stores) on the Target Land.

As the applicable percentage ratios pursuant to Rule 14.07 of the Listing Rules in respect of the Acquisition exceed 5% but are below 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. The Acquisition is not subject to shareholders' approval of the Company under the Listing Rules.

Reference is made to the announcement of the Company dated 17 February 2012 in respect of the successful bid for the Target Land.

The Board is pleased to announce that the Purchaser has entered into the Land Use Rights Transfer Agreement on 27 February 2012 pursuant to which the Purchaser has agreed to purchase from the Vendor the Target Land. The aggregate consideration of the Acquisition is RMB650,000,000.

THE ACQUISITION

Parties:	Vendor:	Nanjing Municipal Bureau of Land and Resources (南京市國土資源局).
	Purchaser:	Shenzhen Maoye Shangsha Company Limited (深圳茂業商廈有限公司), a wholly-owned subsidiary of the Company incorporated in the PRC.
	Summary:	<p>Pursuant to the Land Use Rights Transfer Agreement, the Purchaser has agreed to purchase from the Vendor the Target Land. The total consideration of the Acquisition is RMB650,000,000.</p> <p>The Target Land is situated in Jiaofu Alley, Jiankang Road, Qinhuai District, Nanjing, Jiangsu Province, the PRC, with a site area of approximately 13,452.5 square metres.</p>
	Consideration:	The full consideration of RMB650,000,000, in relation to the Target Land will be paid by the Purchaser to the Vendor according to the provisions set out below. The acquisition will be funded by internal resources of the Company.
	Payment of consideration:	As of the date of this announcement, RMB325,000,000 has been paid by the Purchaser, which will be used to satisfy part of the consideration payable under the Land Use Rights Transfer Agreement. The balance of the consideration will be paid by two instalments in 2012.
	Other terms:	The Purchaser has agreed to commence the construction work on the Target Land before 4 March 2013, and to complete the construction work on the Target Land before 4 March 2015.
	Completion:	The Vendor has agreed to deliver the Target Land before 4 September 2012. The Purchaser is entitled to apply for the registration of the land use rights of the Target Land when the full consideration is paid.

BASIS OF DETERMINATION OF THE CONSIDERATION

The Company considers that the value of the Target Land is commensurate with the consideration of the Acquisition which was arrived at as a result of a successful bid by the Purchaser at an open auction, having taken into account the location and potential value of the Target Land and the average market price or assessed value of similar plots of land in the proximity.

The Directors (including the independent non-executive Directors) consider the terms of the Acquisition are fair and reasonable and in the interests of the shareholders of the Company as a whole.

PARTICULARS OF THE TARGET LAND

The Target Land comprises a parcel of land bounded on the north by Jiankang Road, on the east by Jiaofu Yin, on the south by Jiaofu Alley and on the west by Zhonghua Road, with a site area of approximately 13,452.5 square metres. It is located at a prime location within the commercial circle of Fuzi Temple in Nanjing city.

The permitted uses of the Target Land are for retail and wholesale, business and finance use. The Company intends to operate a commercial project (i.e., construction and operation of department stores) on the Target Land. The Target Land is currently a vacant site. The lease and development of the Land is subject to the terms and conditions in the Land Use Rights Transfer Agreement. The term for the grant of the land use rights of the Target Land is 40 years.

REASONS AND BENEFITS FOR THE TRANSACTION

Nanjing is the capital city of Jiangsu province, an important economic centre and transportation hub in the downstream area of Yangtze River. The commercial circle of Fuzi Temple where the Target Land is located has a long history with thriving business atmosphere. It has long been a place where merchants and talents gather.

The Group has successfully penetrated into nearly 20 core cities including Shenzhen, Zhuhai, Wuxi, Taiyuan, Shenyang, Chengdu and Chongqing. Having a presence in Nanjing is an important step for the Group's strategy in the eastern part of China. The Group will use Nanjing as a base, together with the 11 stores already operating nearby, to stimulate the affluent consumer market in Eastern China.

As a prestigious department store operator, the Company has been engaged in the operation and management of department stores in China for many years. The

Directors believe that the acquisition of the Target Land is not only in line with the Company's site selection strategy, but will also facilitate the further enhancement of the Company's market position in eastern China, which is in the long term interests of the Company and its shareholders as a whole.

INFORMATION ON THE PARTIES

The Company

The Company is principally engaged in the operation and management of department stores in PRC, and is a leading department store chain in the affluent Southern China and Southwestern China. The Company's store network coverage has extended to the Eastern China and Northern China. The Company principally targets the medium to high-end segment of the retail market and therefore its department stores are strategically located in the prime areas of the PRC's cities having strong economy and growth potential. The Company currently operates 18 stores across 38 cities.

Vendor

The Vendor is a local government body of the PRC and is in charge of managing and administering the land resources of Nanjing, Jiangsu Province, the PRC. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor is a third party independent of the Company and connected persons of the Company.

Definition

"Acquisition"	the acquisition by the Purchaser of the Target Land from the Vendor pursuant to the Land Use Rights Transfer Agreement
"Board"	the board of Directors
"Company"	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
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries

“Land Use Rights Transfer Agreement”	the formal agreement for the transfer of the land use rights of state-owned land (國有建設用地使用權出讓合同) in respect of the Target Land dated 27 February 2012 entered into between the Purchaser and the Vendor
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Ltd
“PRC”	the People’s Republic of China
“Purchaser”	Shenzhen Maoye Shangsha Company Limited (深圳茂業商廈有限公司), a wholly-owned subsidiary of the Company incorporated in the PRC
“RMB”	Renminbi, the lawful currency in the PRC
“Target Land”	a parcel of land located in Jiaofu Alley, Jiankang Road, Qinhuai District, Nanjing, Jiangsu Province, with a site area of approximately 13,452.5 square metres
“Vendor”	Nanjing Municipal Bureau of Land and Resources (南京市國土資源局), an independent third party of the Company

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

Hong Kong, 27 February 2012

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.