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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)**

14 April 2010

Dear Shareholders,

### **SECOND PROXY FORM FOR 2010 ANNUAL GENERAL MEETING**

Reference is made to (i) the circular of Maoye International Holdings Limited (the “**Company**”) dated 26 March 2010 regarding, among other matters, the re-election of directors at the forthcoming annual general meeting of the Company to be held on Friday, 30 April 2010 (the “**AGM**”); and (ii) the Company’s announcement dated 8 April 2010 regarding the re-designation of Mr. Zhong Pengyi from a non-executive director to an executive director of the Company with effect from 7 April 2010 and the proposed retirement of Mrs. Huang Jingzhang as a non-executive director of the Company at the AGM.

Due to the foregoing re-designation and retirement of directors, the proxy form for the AGM despatched to the shareholders of the Company (the “**Shareholders**”) on 26 March 2010 (the “**First Proxy Form**”) should be amended. The Company is pleased to enclose herewith for your attention and use a revised proxy form (the “**Second Proxy Form**”) relating to the AGM for (i) amending the proposed resolution no. 3 set out in the First Proxy Form to re-elect Mr. Zhong Pengyi as an executive director, instead of a non-executive director, of the Company and (ii) removing the proposed resolution no. 4 set out in the First Proxy Form regarding the re-election of Mrs. Huang Jingzhang as a non-executive director of the Company. The Second Proxy Form is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.maoye.cn](http://www.maoye.cn)).

For Shareholders who wish to appoint proxy to attend and vote at the AGM but have not yet lodged the First Proxy Form with the Company’s Branch Share Registrar in Hong Kong (the “**Registrar**”), please complete and sign the Second Proxy Form in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Registrar at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. In this case, the First Proxy Form should not be lodged with the Registrar.

A Shareholder who has already lodged the First Proxy Form with the Registrar should note that:

- (1) If no Second Proxy Form is lodged with the Registrar, the First Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed. The proxy so appointed by the Shareholder will be entitled to cast his/her votes or to abstain from voting at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM and the First Proxy Form, including the amended resolution no. 3 for the re-election of executive director set out in this letter.
- (2) If the Second Proxy Form is lodged with the Registrar 48 hours prior to the time appointed for holding the AGM (the “**Closing Time**”), the Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed. The Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by the Shareholder.
- (3) If the Second Proxy Form is lodged with the Registrar after the Closing Time, the proxy appointment under the Second Proxy Form will be invalid. However, such Second Proxy Form will revoke the First Proxy Form previously lodged by the Shareholder and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If any Shareholder in this case wishes to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude Shareholders from attending and voting at the AGM if they so wish and in such event, such proxy form(s) shall be deemed to be revoked.

Yours faithfully,  
By order of the Board  
**Maoye International Holdings Limited**  
**Huang Mao Ru**  
*Chairman*

*Executive Directors:*

Mr. Huang Mao Ru (*Chairman*)  
Mr. Zhong Pengyi (*Vice Chairman*)  
Ms. Wang Fuqin  
Mr. Wang Guisheng

*Non-executive Director:*

Mrs. Huang Jingzhang

*Independent Non-executive Directors:*

Mr. Chow Chan Lum  
Mr. Pao Ping Wing  
Mr. Leung Hon Chuen

*Registered Office:*

Scotia Centre  
4th Floor  
P.O. Box 2804  
George Town  
Grand Cayman KY1-1112  
Cayman Islands

*Head office:*

38/F, World Finance Centre  
4003 Shennan East Road  
Shenzhen  
The People’s Republic of China