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Maoye International Holdings Limited

茂業國際控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 848)

DISCLOSEABLE TRANSACTION ACQUISITION OF SHARES

Zhongzhao Investment Management, a wholly owned subsidiary of the Company, has entered into the Agreement on 3 December 2009 pursuant to which Zhongzhao Investment Management has agreed to purchase from the Vendor 24,380,000 shares of BoHai Logistics, representing 7.2% of the issued share capital of BoHai Logistics for an aggregate consideration of RMB 170,660,000.

The Acquisition, together with the Previous Acquisition, constitute a discloseable transaction of the Company under Rule 14.08 of the Listing Rules. The Acquisition is not subject to shareholders' approval of the Company under the Listing Rules.

THE ACQUISITION

| | | |
|----------|------------|---|
| Parties: | Vendor: | Anhui New Changjiang Investment shareholding Co., Ltd |
| | Purchaser: | Zhongzhao Investment Management, a wholly owned subsidiary of the Company |
| Summary: | | On 3 December 2009, Zhongzhao Investment Management entered into the Agreement with the Vendor. Pursuant to the Agreement, Zhongzhao Investment Management agreed to purchase from the Vendor 24,380,000 shares of BoHai Logistics at a price of RMB7.00 per share, representing 7.2% of the issued share capital of BoHai Logistics. The total consideration for the Acquisition is RMB 170,660,000. |

- Consideration: The full consideration of RMB 170,660,000 will be paid by Zhongzhao Investment Management to the Vendor in accordance with terms of the Agreement. The Acquisition will be funded by internal resources of the Company.
- Condition: The completion of the Acquisition is not subject to any condition.
- Completion: The transfer of the shares in BoHai Logistics from the Vendor to Zhongzhao Investment Management and the relevant registration are to be completed within 10 business days from the date of the Agreement.

BASIS OF DETERMINATION OF THE CONSIDERATION

The consideration for the Acquisition was determined after arm's length negotiations between the parties with reference to the market price of Bohai Logistics' shares. The purchase price of RMB7.00 per share represents a discount of approximately 16.5% to the closing price of RMB8.38 per share on the date of the Agreement. The Directors (including the independent non-executive Directors) consider the consideration to be fair and reasonable.

FINANCIAL INFORMATION OF BOHAI LOGISTICS

Based on the audited accounts of BoHai Logistics prepared in accordance with PRC accounting principles, the audited net profit (before and after taxation and extraordinary items) of BoHai Logistics for the two financial years ended 31 December 2007 and 2008 are as follows:

| | For the year ended | |
|--|---------------------------|--------------------|
| | 31 December | 31 December |
| | 2007 | 2008 |
| | <i>RMB</i> | <i>RMB</i> |
| Net profit before taxation and extraordinary items | 3,384,061.46 | 3,733,717.50 |
| Net profit after taxation and extraordinary items | -9,687,309.73 | -381,670.87 |

REASONS FOR ENTERING INTO THE TRANSACTION

The Company is optimistic towards the prospect of Bohai Logistics and therefore decided to further increase its strategic investment in the company.

INFORMATION ON THE PARTIES

The Company

The Company is a leading department store chain in the affluent regions of southern and southwestern China, operating 22 stores (including twelve Maoye-branded stores and ten Chengshang-branded stores) across eleven cities and targeting the medium to high-end segment of the retail market.

BoHai Logistics

BoHai Logistics is a department store company that owns several department stores in QinHuangDao city, Hebei Province.

Vendor

The Vendor is a company incorporated in the PRC with limited liability, who owned 15.27% of the issued share capital of BoHai Logistics and was the second largest shareholder of Bohai Logistics prior to the Acquisition.

REQUIREMENTS OF THE LISTING RULES

The Company confirms that, to the best of the Directors knowledge, information and belief, the Vendor is a third party independent of the Company and its connected persons.

The Company had in aggregate acquired 78,628,767 shares in Bohai Logistics, representing 23.21% of its issued share capital, through the Acquisition and the Company's previous purchase of Bohai Logistics' shares in the last 12 months (the "**Previous Acquisitions**"). As the relevant percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Acquisition and the Previous Acquisition exceeds 5% but less than 25%, the Acquisition, together with the Previous Acquisition, constitute a discloseable transaction. As at the date of this announcement, the Company owns a total of 101,260,836 shares of BoHai Logistics, representing 29.9% of the issued share capital of Bohai Logistics.

Definition

"Acquisition" the acquisition by Zhongzhao Investment Management of the 24,380,000 shares of BoHai Logistics (representing 7.2% of the issued share capital of BoHai Logistics) from the Vendor

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|-----------------------------------|--|
| “Agreement” | the sale and purchase agreement dated 3 December 2009 between Zhongzhao Investment Management and the Vendor |
| “BoHai Logistics” | Qinhuangdao Bohai Logistics Holding Corporation., Ltd. (秦皇島渤海物流控股股份有限公司), a limited company established in the PRC and listed on the Shenzhen Stock Exchange (stock code: 000889) |
| “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 |
| “Listing Rules” | Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | The People’s Republic of China |
| “RMB” | Renminbi, the lawful currency in the PRC |
| “Zhongzhao Investment Management” | Zhongzhao Investment Management Company Limited (中兆投資管理有限公司), a wholly-owned subsidiary of the Company incorporated in the PRC |
| “Vendor” | Anhui New Changjiang Investment shareholding Co.,Ltd (安徽新長江投資股份有限公司), a company incorporated in the PRC with limited liability, holder of 15.27% of the issued share capital of Bohai Logistics prior to the Acquisition |

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

7 December 2009, Hong Kong

As at the date of this announcement, the executive Directors are Mr. HUANG Mao Ru, Mr. WANG Guisheng and Ms. WANG Fuqin. The non-executive Directors are Mr. ZHONG Pengyi and Mrs. HUANG Jingzhang. The independent non-executive Directors are Mr. CHOW Chan Lum, Mr. PAO Ping Wing and Mr. LEUNG Hon Chuen.