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## **INTIME DEPARTMENT STORE (GROUP) COMPANY LIMITED**

**銀泰百貨(集團)有限公司**

*(Incorporated in the Cayman Islands with Limited Liability)*

**(Stock Code: 1833)**

**HK\$1,941,000,000 1.75 per cent. Convertible Bonds due 2013**

**Convertible into Ordinary Shares of the Company**

**(the “Convertible Bonds”)**

*(Stock Code: 4329)*

### **ANNOUNCEMENT**

#### **ADJUSTMENT OF CONVERSION PRICE OF HK\$1,941,000,000**

#### **1.75% CONVERTIBLE BONDS DUE 2013**

In accordance with the CB Terms and Conditions, as a result of the declaration of the Interim Dividend by the Company, the Conversion Price will be adjusted from HK\$13.31 per Share to HK\$13.09 per Share with effect from 17 October 2011, being the business day immediately after the record date in connection with such declaration.

Reference is made to the announcement (the “**CB Announcement**”) of Intime Department Store (Group) Company Limited (the “**Company**”) dated 21 September 2010 in relation to the issue by the Company of the HK\$1,941,000,000 1.75% convertible bonds due 2013 (the “**Convertible Bonds**”), the results announcement of the Company for the year ended 31 December 2010 published on 30 March 2011 (the “**2010 Final Results Announcement**”) and the results announcement of the Company for the six months ended 30 June 2011 published on 30 August 2011 (the “**2011 Interim Results Announcement**”). Capitalised terms used herein have the same meaning as those defined in the CB Announcement, unless otherwise defined herein.

## Adjustment of the Conversion Price relating to the Convertible Bonds

The terms and conditions of the Convertible Bonds (the “**CB Terms and Conditions**”) provided, among other things, that if the Company pays or makes any Capital Distributions (as defined in the CB Terms and Conditions) to the shareholders of the Company (the “**Shareholders**”), the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such Capital Distribution by the following fraction:

$$\frac{A-B}{A}$$

Where:

A is the Current Market Price (as defined in the CB Terms and Conditions) of one Share on the date on which the Capital Distribution is publicly announced; and

B is the Fair Market Value (as defined in the CB Terms and Conditions) on the date of such announcement of the portion of the Capital Distribution attributable to one Share.

Such adjustment shall become effective on the date that such Capital Distribution is actually made or if a record date is fixed therefor, the business day immediately after such record date.

As announced in the 2010 Final Results Announcement, the board of directors (the “**Board**”) of the Company recommended the declaration of a final dividend of RMB0.05 per Share for the year ended 31 December 2010 (the “**Final Dividend**”). The Final Dividend was paid on 28 June 2011. As announced in the 2011 Interim Results Announcement, the Board declared an interim dividend of RMB0.10 per Share for the six months ended 30 June 2011 (the “**Interim Dividend**”). Pursuant to the CB Terms and Conditions, both the Final Dividend and the Interim Dividend fall within the definition of Capital Distribution. However, pursuant to the CB Terms and Conditions, no adjustment was made to the Conversion Price after the Final Dividend was declared as such adjustment was less than 1% of the then applicable Conversion Price and therefore such amount has been carried forward and taken into account in computing the adjustment described in this announcement. Accordingly, the Conversion Price per Share will be adjusted from HK\$13.31 to HK\$13.09 effective from 17 October 2011 (Hong Kong time), being the business day immediately after the record date in connection with the declaration of the Interim Dividend (the “**Adjustment**”). Apart from the Adjustment, there is no change in the terms of the Convertible Bonds.

As at the date of this announcement, the total number of the issued Shares of the Company is 1,916,520,835 Shares, and none of the Convertible Bonds has been converted into Conversion Shares. Following the Adjustment, the number of Conversion Shares issuable by the Company upon full conversion of the Convertible Bonds will increase by 2,450,928 Shares and the maximum number of Conversion Shares to be issued by the Company upon full conversion of the Convertible Bonds will be 148,281,130. Such Conversion Shares will be issued and allotted pursuant to the general mandate granted by the Shareholders to the Directors in the annual general meeting of the Company held on 7 June 2010.

Holders of the Convertible Bonds who are in any doubt as to the action to be taken should consult their stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

*As at the date of this announcement, the executive Directors of the Company are Mr. Shen Guojun and Mr. Chen Xiaodong, the non-executive Directors of the Company are Mr. Xin Xiangdong and Mr. Lee Ka Kit, and the independent non-executive Directors of the Company are Mr. Shi Chungui, Mr. Yu Ning and Mr. Chow Joseph.*

By Order of the Board  
**Intime Department Store (Group) Company Limited**  
**Shen Guojun**  
*Chairman*

Beijing, 13 October 2011

Website: [www.intime.com.cn](http://www.intime.com.cn)