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銀泰商業

INTIME RETAIL (GROUP) COMPANY LIMITED

銀泰商業(集團)有限公司

(Incorporated in the Cayman Islands with Limited Liability)

(Stock Code: 1833)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE CLARIFICATION ANNOUNCEMENT

This announcement is made by Intime Retail (Group) Company Limited (the “**Company**”) pursuant to Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). Reference is made to the joint announcement of the Company, Alibaba Investment Limited (“**Alibaba Investment**”) and Intime International Holdings Limited (together with Alibaba Investment, (the “**Joint Offerors**”)) dated 10 January 2017 (the “**Announcement**”). Capitalized terms used herein shall have the same meanings as those defined in the Announcement.

UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board was informed on 6 February 2017 that 13,500 Share Options at the exercise price of HK\$9.27 and 45,000 Share Options at the exercise price of HK\$10.77 have lapsed pursuant to the terms of the Share Option Scheme on 16 January 2017.

Details of all classes of “relevant securities” (as defined in note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such securities in issue as at the date of this announcement are as follows:

- (a) a total of 2,721,600,226 Shares of the Company are in issue; and
- (b) a total of 39,149,500 outstanding Share Options granted under the Share Option Scheme with rights to subscribe for a total of 39,149,500 new Shares.

As at the date of this announcement, save as disclosed above, the Company has no outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

CLARIFICATION OF PREVIOUS ANNOUNCEMENTS

Reference is also made to the following announcements (the “**Previous Announcements**”) of the Company issued during the period from 16 January 2017 to the date of this announcement: (i) the announcement pursuant to Rule 3.8 of the Takeovers Code dated 16 January 2017 (the “**16 January Announcement**”), (ii) the announcement pursuant to Rule 3.8 of the Takeovers Code dated 17 January 2017 (the “**17 January Announcement**”), (iii) the announcement pursuant to Rule 3.8 of the Takeovers Code dated 18 January 2017 (the “**18 January Announcement**”) and (iv) the announcement pursuant to Rule 3.8 of the Takeovers Code dated 20 January 2017 (the “**20 January Announcement**”).

The Company would like to clarify that:

- (i) the number of outstanding Share Options granted under the Share Option Scheme as at the date of the 16 January Announcement should be 40,410,000 (instead of 40,468,500 as stated in the 16 January Announcement) with rights to subscribe for a total of 40,410,000 new Shares (instead of 40,468,500 new Shares as stated in the 16 January Announcement);
- (ii) the number of outstanding Share Options granted under the Share Option Scheme as at the date of the 17 January Announcement should be 40,388,500 (instead of 40,447,000 as stated in the 17 January Announcement) with rights to subscribe for a total of 40,388,500 new Shares (instead of 40,447,000 new Shares as stated in the 17 January Announcement);
- (iii) the number of outstanding Share Options granted under the Share Option Scheme as at the date of the 18 January Announcement should be 40,387,500 (instead of 40,446,000 as stated in the 18 January Announcement) with rights to subscribe for a total of 40,387,500 new Shares (instead of 40,446,000 new Shares as stated in the 18 January Announcement); and
- (iv) the number of outstanding Share Options granted under the Share Option Scheme as at the date of the 20 January Announcement should be 39,149,500 (instead of 39,208,000 as stated in the 20 January Announcement) with rights to subscribe for a total of 39,149,500 new Shares (instead of 39,208,000 new Shares as stated in the 20 January Announcement).

Save as stated above, all information set out in the Previous Announcements remains unchanged.

DISCLOSURE OF DEALINGS

The respective associates of the Joint Offerors and the Company are hereby reminded to disclose their dealings in any securities of the Company in accordance to Rule 22 of the Takeovers Code.

Pursuant to Note 11 to Rule 22 of the Takeovers Code, stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and

dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.

WARNING: Shareholders and potential investors generally should exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By Order of the Board of
Intime Retail (Group) Company Limited
Xin Xiangdong
Non-executive Director

Beijing, 7 February 2017

As at the date of this announcement, the executive Director of the Company is Mr. Chen Xiaodong, the non-executive Directors of the Company are Mr. Zhang Yong and Mr. Xin Xiangdong, and the independent non-executive Directors of the Company are Mr. Chow Joseph, Mr. Chen Jiangxu and Mr. Hu Yongmin.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.