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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)

FURTHER ANNOUNCEMENT

PROFIT FORECAST IN RELATION TO DISCLOSEABLE TRANSACTION AND CONNECTED TRANSACTION AT THE SUBSIDIARY LEVEL

Reference is made to the announcements (the "Announcements") of Maoye International Holdings Limited (the "Company") (i) dated 12 December 2017 and 29 December 2017 in relation to the Loan Agreement entered into among the Lender, an indirect non-wholly owned subsidiary of the Company, and the Borrower, pursuant to which the Lender agreed to provide a term loan to the Borrower in the principal amount of RMB399,933,400, bearing interest at a rate of 10.5% per annum for a term of 12 months commencing from the first date of the relevant drawdown; (ii) dated 28 December 2018 in relation to the Supplemental Loan Agreement entered into among the Lender and the Borrower, pursuant to which, among others, the maturity date of the Loan was extended from 1 January 2019 to 31 December 2019; (iii) dated 2 January 2020 in relation to fact that the Borrower has not repaid the principal amount and interest of the Loan; (iv) dated 16 March 2020 in relation to the Acquisition; (v) dated 3 April 2020 in relation to the completion of the Acquisition. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless the context otherwise requires; and (vi) dated 17 April 2020 in relation to the letter from the Board and grant of the Waiver under Rules 14.62 and 14A.68(7) of the Listing Rules.

The Board wishes to provide the Shareholders and potential investors of the Company with additional information of the profit forecast in relation to the Acquisition Agreement as follows:

Confirmations

RSM Hong Kong (“RSM”), acting as the Company's reporting accountants, has examined the calculations of the discounted future estimated cash flows adopted in the valuation report prepared by the Valuer.

RSM has reported to the Directors as required by Rule 14.62 of the Listing Rules in regards to the calculations of the discounted future estimated cash flows in connection with the valuation of the Target Company prepared by the Valuer. The Directors have reviewed the bases and assumptions based upon which the valuation of the Target Company was prepared by the Valuer. On the basis of the foregoing, the Directors have confirmed that they are satisfied that the valuations prepared by the Valuer in the relevant valuation report have been made after due and careful enquiry.

A letter from RSM dated 29 April 2020 in compliance with Rule 14.62(2) of the Listing Rules have been submitted to the Stock Exchange, the texts of which are included in Appendix I.

Experts and consents

The qualifications of the experts who have given their statements in the Announcements (where applicable) or this announcement are as follows:

Name	Qualification
RSM	Certified Public Accountants
Xiamen Academic Practice Valuer Co., Ltd (廈門 市大學資產評估土地房地產估價有限責任公司)	Independent professional valuer

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the Valuer and RSM is a third party independent of the Group and is not a connected person of the Group. As at the date of this announcement, neither the Valuer nor RSM has any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

Each of the Valuer and RSM has given and has not withdrawn its respective written consent to the issue of the Announcements (where applicable) and this announcement with inclusion of its name, statements and all references to its name (including its qualification) in the form and context in which they are included.

On behalf of the Board
Maoye International Holdings Limited
Mr. Huang Mao Ru
Chairman

Hong Kong, 29 April 2020

As at the date of this announcement, the Board comprises three executive directors, namely, Mr. Huang Mao Ru and Mr. Zhong Pengyi and Ms. Lu Xiao Juan; one non-executive director, namely Mr. Wang Bin; and three independent non-executive directors, namely, Mr. Rao Yong, Mr. Pao Ping Wing and Mr. Gao Yajun.

APPENDIX I — LETTER FROM RSM HONG KONG

The following is the text of a report received from the Company's reporting accountants, RSM Hong Kong, Certified Public Accountants, Hong Kong, for inclusion in this announcement.

REPORT ON CALCULATIONS OF THE DISCOUNTED FUTURE ESTIMATED CASH FLOWS IN CONNECTION WITH THE VALUATION OF INNER MONGOLIA VICTORIA COMMERCIAL (GROUP) CO., LTD. (内蒙古维多利亚商业（集团）有限公司)

TO THE BOARD OF DIRECTORS OF MAOYE INTERNATIONAL HOLDINGS LIMITED

Dear Sirs,

We have examined calculations of the discounted future estimated cash flows on which the valuation dated 11 March 2020 prepared by Xiamen University Valuation Land Real Estate Valuation Co., Ltd. (厦门市大学评估土地房地产估价有限责任公司) (the “Independent Valuer”) in respect of the appraisal of the asset value of Inner Mongolia Victoria Commercial (Group) Co., Ltd. (内蒙古维多利亚商业（集团）有限公司) (the “Target Company”) as at 30 September 2019 (the “Valuation”) is based. The Valuation is in connection with the acquisition of 15% equity interests in Target Company by Maoye Commercial Co., Ltd. (茂业商业股份有限公司), an indirect non-wholly owned subsidiary of Maoye International Holdings Limited (the “Company”) as set out in the Company's announcement dated 16 March 2020 and the further announcements dated 3 April 2020 and 17 April 2020 (the “Further Announcements”). The Valuation, based on the discounted future estimated cash flows, is regarded as a profit forecast under Rule 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Directors' Responsibilities for the Discounted Future Estimated Cash Flows

The directors of the Company (the “Directors”) are responsible for the preparation of the discounted future estimated cash flows in accordance with the bases and assumptions determined by the Director as set out in the Valuation (“the Assumptions”). This responsibility includes carrying out appropriate procedures relevant to the preparation of the discounted future estimated cash flows for the Valuation and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 “Quality Control for Firms That Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements” issued by the HKICPA and accordingly maintains a comprehensive system of quality control including

documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to report, as required by paragraph 14.62(2) of the Listing Rules, on the calculations of the discounted future cash flows used in the Valuation, and for no other purpose. We accept no responsibility to any other person in respect of our work, or arising out of or in connection with our work. We are not reporting on the appropriateness and validity of the Assumptions on which the Valuation is based and our work does not constitute any valuation of the Target Company.

We conducted our work in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" issued by the HKICPA. This standard requires that we plan and perform our work to obtain reasonable assurance on whether the discounted future estimated cash flows, so far as the calculations are concerned, have been properly compiled in accordance with the Assumptions. We reviewed the arithmetical calculations and the compilation of the discounted future estimated cash flows in accordance with the Assumptions adopted by the Directors. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

The Assumptions used in the preparation of the discounted future estimated cash flows include hypothetical assumptions about future events and management actions which cannot be confirmed and verified in the same way as past results and these may or may not occur. Even if the events and actions anticipated do occur, actual results are still likely to be different from those used in the Valuation and the variation may be material. Accordingly we have not reviewed, considered or conducted any work on the completeness, reasonableness and the validity of the Assumptions and do not express any opinion whatsoever thereon.

Opinion

In our opinion, based on the foregoing, the discounted future estimated cash flows, so far as the calculations are concerned, has been properly compiled, in all material respects, in accordance with the Assumptions made by the Directors.

Yours faithfully,

RSM Hong Kong
Certified Public Accountants
Hong Kong