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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)

**DISCLOSEABLE TRANSACTIONS IN RELATION TO
THE PROVISION OF GUARANTEE**

PROVISION OF GUARANTEE

In connection with the proposed provision of the Guarantee, the Board announces that on 19 June 2020, Maoye Commercial, a non-wholly owned subsidiary of the Company, entered into the Guarantee Agreement with China Agricultural Bank pursuant to which Maoye Commercial agreed to provide a guarantee up to the amount of RMB235,000,000 in favour of China Agricultural Bank in respect of the repayment obligations under the mortgage loans to be granted to the Purchasers by China Agricultural Bank from the sale of the Properties by Maoye Commercial.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the Guarantee Agreement on an aggregate basis exceed 5% but are less than 25%, the entering into of the Guarantee Agreement and the transactions contemplated thereunder constitute discloseable transactions of the Company and are therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules, but are exempted from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

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Bank from the sale of the Properties by Maoye Commercial.

Details of the terms of the Guarantee Agreement are set out below:

Date:	19 June 2020
Parties:	(i) China Agricultural Bank, as lender (ii) Maoye Commercial, as guarantor
Guarantee:	<p>Maoye Commercial agreed to provide a guarantee up to the amount of RMB235,000,000 in favour of China Agricultural Bank in respect of the repayment obligations under the mortgage loans to be granted to the Purchasers by China Agricultural Bank from the sale of the Properties by Maoye Commercial.</p> <p>The Properties to be sold to the Purchasers who take out mortgage loan from China Agricultural Bank will be mortgaged to China Agricultural Bank under the relevant mortgage agreement as securities of the mortgage loans.</p> <p>The repayment obligations of the Purchasers guaranteed by Maoye Commercial under the mortgage loans to be granted by China Agricultural Bank include the principal amount, accrued interest thereon (including penalty interest and compound interest), default payment, damages and all expenses arising from the enforcement of rights by China Agricultural Bank under the relevant mortgage loan agreement including but not limited to litigation, arbitration fees and legal fees etc.</p> <p>The terms of the Guarantee Agreement, including the guarantee amount, were negotiated and entered into on an arm's length basis and on normal commercial terms. The guarantee amount was determined with reference to the amount of mortgage loans to be granted to the Purchasers, which is based on the prevailing market price of the Properties, and the amount which would be incurred by the Purchasers from the repayment obligations under the relevant mortgage agreement.</p>
Term:	Maoye Commercial's obligation to guarantee the relevant mortgage loans of the Purchasers will commence from the date on which China Agricultural Bank releases the loan amount under the mortgage agreement to the relevant Purchasers and will terminate when China Agricultural Bank receives the relevant valid title deeds and documents of the Properties and completes the registration of the relevant mortgages.

Source of funding for the fulfillment of the guarantee:	Any payment obligations of Maoye Commercial arising from the Guarantee Agreement will be satisfied by internal resources of the Group.
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To the best knowledge, information and belief of the Directors having made all reasonable enquiries, China Agricultural Bank and their ultimate beneficial owners are third parties independent of the Company and their connected persons. Maoye Commercial currently does not intend to sell the Properties to Purchasers who are connected persons of the Group. However, if circumstances arise such that Maoye Commercial sells the Properties to Purchasers who are connected persons of the Group, the Company will comply with all the applicable requirements under Chapter 14A of the Listing Rules if and when necessary.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE GUARANTEE

Maoye Commercial has developed the Maoye Haoyuan Sale Project under which Maoye Commercial will sell certain commercial and residential properties in Chengdu city of the PRC. The Board believes that the provision of the Guarantee by Maoye Commercial in favour of China Agricultural Bank to guarantee the repayment obligations of the Purchasers will be beneficial to facilitate the sale of Properties and realise the capital recovery.

The Board is also of the view that the provision of the Guarantee is in line with the relevant policy requirements and the usual commercial practice in the property sale business in the PRC. The Directors (including the independent non-executive Directors) consider that the terms of the Guarantee Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable, and in the interest of the Company and the Shareholders as a whole.

INFORMATION ON THE PARTIES

China Agricultural Bank

China Agricultural Bank is the Chengdu Qingyang Branch of Agricultural Bank of China Limited, a joint stock commercial bank in the PRC, the shares of which are listed on the Stock Exchange (stock code: 1288) and the Shanghai Stock Exchange (stock code: 601288).

Maoye Commercial

Maoye Commercial is a joint stock company established in the PRC and listed on the Shanghai Stock Exchange (stock code: 600828) and a non-wholly owned subsidiary of the Company. Maoye Commercial is principally engaged in the operation of department stores.

The Company

The Company is principally engaged in the operation and management of department stores and property development in the PRC, and is a leading department store chain operator in the affluent regions throughout the PRC. The Company is focused on developing more department stores, mainly in the second and third-tier cities and in the most economically developed regions and regions with high economic growth in the PRC.

IMPLICATIONS UNDER THE LISTING RULES

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DEFINITIONS

In this announcement, the following terms shall have the following meanings:

"Board"	the board of Directors;
"Company"	Maoye International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange;
"China Agricultural Bank"	the Chengdu Qingyang Branch of Agricultural Bank of China Limited;
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Group"	the Company and its subsidiaries;
"Guarantee"	the repayment obligations of the Purchasers guaranteed by Maoye Commercial under the Guarantee Agreement;
"Guarantee Agreement "	the guarantee agreement dated 19 June 2020 entered into between Maoye Commercial and China Agricultural Bank;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;

"Maoye Commercial"	Maoye Commercial Co., Ltd. (茂業商業股份有限公司), a joint stock limited company established in the PRC and listed on the Shanghai Stock Exchange (stock code: 600828) and a non-wholly owned subsidiary of the Company;
"Maoye Haoyuan Sale Project"	the sale of residential and commercial properties named "Maoye Haoyuan" (茂業豪園) in the Jin Jiang area of Chengdu city (成都市錦江區) of the PRC by Maoye Commercial;
"PRC"	the People's Republic of China, and for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
"Properties"	the certain properties to be sold under the Maoye Haoyuan Sale Project;
"Purchasers"	the purchasers of the Properties who will obtain mortgage loans from China Agricultural Bank to fund such purchases;
"RMB"	Renminbi, the lawful currency of the PRC;
"Shareholder(s)"	the shareholders of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited.

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

Hong Kong, 19 June 2020

As at the date of this announcement, the Board comprises three executive directors, namely, Mr. Huang Mao Ru, Mr. Zhong Pengyi and Ms. Lu Xiaojuan; 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.