

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **MAOYE INTERNATIONAL HOLDINGS LIMITED**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

**MAJOR TRANSACTION**  
**DEEMED DISPOSAL OF INTEREST IN MAOYE COMMERCIAL**

---

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
<b>Appendix I — Financial Information of the Group</b> .....	I-1
<b>Appendix II — General Information</b> .....	II-1

---

## DEFINITIONS

---

*In this circular, the following expressions have the meanings set out below unless the context requires otherwise:*

“A Share(s)”	A share(s) of RMB1.00 each of Maoye Commercial
“Board”	the board of Directors
“Chongqing Maoye”	Chongqing Maoye Department Store Co., Ltd. (重慶茂業百貨有限公司), a company established in the PRC and a wholly-owned subsidiary of the Company
“Chongqing Maoye Agreement”	the share transfer agreement dated 6 June 2016 entered into between the Chongqing Maoye Sellers and Maoye Commercial in respect of the transfer of the entire equity interest in Chongqing Maoye
“Chongqing Maoye Sellers”	Zhongzhao and Maoye Department Stores (China) Limited (茂業百貨(中國)有限公司), a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“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
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Price”	90% of the average closing price per A Share quoted on the Shanghai Stock Exchange for the past consecutive 20 trading days immediately preceding the Price Determination Benchmark Date, being the minimum issue price of the New Shares to be issued under the Proposed Maoye Commercial Placing
“Latest Practicable Date”	26 September 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

---

## DEFINITIONS

---

“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 company established in the PRC and listed on the Shanghai Stock Exchange (stock code: 600828) and a subsidiary of the Company
“Maoye Shangsha”	Shenzhen Maoye Shangsha Co., Ltd. (深圳茂業商廈有限公司), a company established in the PRC and a wholly-owned subsidiary of the Company
“Mr. Huang”	Mr. Huang Mao Ru
“Mr. Zhong”	Mr. Zhong Pengyi
“New Share(s)”	new A Share(s) to be issued under the Proposed Maoye Commercial Placing
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Price Determination Benchmark Date”	6 June 2016, being the date on which the resolutions of the board of directors of Maoye Commercial approving the Proposed Maoye Commercial Placing were announced
“Proposed Maoye Commercial Placing”	a proposed non-public placing of shares in Maoye Commercial in the PRC to independent third party(ies) to be conducted by Maoye Commercial on such terms to be approved by Maoye Commercial
“Qinhuangdao Maoye”	Qinhuangdao Maoye Holdings Co., Ltd. (秦皇島茂業控股有限公司), a company established in the PRC and a wholly-owned subsidiary of the Company
“Qinhuangdao Maoye Agreement”	the share transfer agreement dated 6 June 2016 entered into between Zhongzhao and Maoye Commercial in respect of the transfer of the entire equity interest in Qinhuangdao Maoye
“Shareholder(s)”	holder(s) of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

---

## DEFINITIONS

---

“Taizhou First”	Taizhou First Department Store Co., Ltd. (泰州第一百貨商店股份有限公司), a company established in the PRC and a non-wholly owned subsidiary of the Company
“Taizhou First Agreement”	the share transfer agreement dated 6 June 2016 entered into between Maoye Shangsha and Maoye Commercial in respect of the transfer of Taizhou First
“Zhongzhao”	Zhongzhao Investment Management Co., Ltd. (中兆投資管理有限公司), a company established in the PRC and a wholly-owned subsidiary of the Company

---

LETTER FROM THE BOARD

---



**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)**

*Executive Directors:*

Mr. Huang Mao Ru (*Chairman*)

Mr. Zhong Pengyi

Mr. Liu Bo

Mr. Wang Bin

*Registered Office:*

Floor 4, Willow House

Cricket Square

P.O. Box 2804

Grand Cayman KY1-1112

Cayman Islands

*Independent non-executive Directors:*

Mr. Chow Chan Lum

Mr. Pao Ping Wing

Mr. Leung Hon Chuen

*Head Office:*

38/F, World Finance Centre

4003 Shennan East Road

Shenzhen

PRC

30 September 2016

*To the Shareholders*

Dear Sir or Madam,

**MAJOR TRANSACTION**  
**DEEMED DISPOSAL OF INTEREST IN MAOYE COMMERCIAL**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 10 August 2016 in relation to (1) the supplemental agreements regarding the Qinhuangdao Maoye Agreement and the Chongqing Maoye Agreement, (2) termination of the Taizhou First Agreement, and (3) the deemed disposal of interest in Maoye Commercial. Maoye Commercial is a company whose shares are listed on the Shanghai Stock Exchange and an indirect non-wholly owned subsidiary of the Company.

---

## LETTER FROM THE BOARD

---

To finance the purchase price for the equity interests in Qinhuangdao Maoye and Chongqing Maoye in the aggregate sum of RMB1,987,074,600 and optimise its capital structure and support its future development plan, the board of directors of Maoye Commercial has approved the Proposed Maoye Commercial Placing in principle, pursuant to which Maoye Commercial proposes to issue no more than 372,874,200 New Shares at the Issue Price of no less than RMB6.08 each to not more than ten (10) independent third parties to raise a maximum amount of proceeds of RMB2,267,074,600.

The 372,874,200 New Shares represent approximately 21.53% of the issued share capital of Maoye Commercial as at the date of this circular and approximately 17.72% of the issued share capital of Maoye Commercial as enlarged by the issue of the New Shares.

Set out below is a summary of the principal terms of the Proposed Maoye Commercial Placing:

Expected date of Proposed Maoye Commercial Placing	The Proposed Maoye Commercial Placing is expected to take place within six (6) months after the approval being obtained from the CSRC.
Class and par value of New Shares to be issued	A Shares with a par value of RMB1.00 each.
Method of the Proposed Maoye Commercial Placing	The Proposed Maoye Commercial Placing will be carried out by way of non-public offer of New Shares to not more than ten (10) target investors, who and whose ultimate beneficial owner(s) (where applicable) shall be independent third parties.
Target Investors	The New Shares shall be issued to not more than ten (10) target investors, including security investment funds management companies, securities companies, insurance companies, trust and investment companies, financial companies, qualified foreign institutional investors and other corporate investors and natural persons investors qualified under the requirements of the CSRC and Maoye Commercial. The final target investors shall be determined after obtaining the approval from the CSRC on the Proposed Maoye Commercial Placing by the negotiation between the board of directors of Maoye Commercial (pursuant to the mandate granted by the shareholders of Maoye Commercial) and the relevant underwriter(s) in accordance with the relevant requirements promulgated by the CSRC. As at the Latest Practicable Date, no potential subscribers for the New Shares had been identified by Maoye Commercial.

---

## LETTER FROM THE BOARD

---

Price determination and  
issue price of the New  
Shares

The issue price of each New Share was determined based on 90% of the average trading price per A Share quoted on the Shanghai Stock Exchange for the past consecutive twenty (20) trading days immediately preceding the Price Determination Benchmark Date (i.e. the twenty (20) trading days from 27 April 2016 to 25 May 2016), being RMB6.18, which shall be adjusted in cases of ex-rights or ex-dividend with respect to Maoye Commercial during the period between the Price Determination Benchmark Date and the date on which New Shares are issued.

As Maoye Commercial has paid the dividend for the year ended 31 December 2015 to the shareholders of Maoye Commercial on 7 July 2016, the board of directors of Maoye Commercial resolved that the issue price of each is adjusted to RMB6.08 accordingly.

The Issue Price of RMB6.08 per New Share represents:

- (i) a discount of approximately 3.49% over the closing price of each A Share as quoted on the Shanghai Stock Exchange on 25 May 2016 (being the last trading day immediately prior to the Price Determination Benchmark Date); and
- (ii) a discount of approximately 3.83% over the average closing price of each A Share as quoted on the Shanghai Stock Exchange for the five (5) trading days up to and including 25 May 2016 (being the last trading day immediately prior to the Price Determination Benchmark Date).

The final issue price of each New Share will be determined after obtaining the approval from the relevant regulatory authorities including the Shanghai Stock Exchange and the CSRC in respect of the Proposed Maoye Commercial Placing and the negotiation between the board of directors of Maoye Commercial and the relevant underwriter(s) in accordance with the results of price bidding and the relevant legal and regulatory requirements. Further announcement will be made by the Company as and when appropriate after the final issue price of each New Share has been determined.

The subscribers shall pay for the subscription of the New Shares in cash.



---

## LETTER FROM THE BOARD

---

Number of New Shares to  
be issued

Based on the Issue Price of RMB6.08 per New Share and the maximum amount of proceeds of RMB2,267,074,600 to be raised from the Proposed Maoye Commercial Placing, the maximum number of the New Shares to be issued will be 372,874,200.

The number of New Shares to be issued shall be adjusted accordingly in cases of ex-rights or ex-dividend with respect to Maoye Commercial during the period between the Price Determination Benchmark Date and the date on which the New Shares are issued.

The actual number of New Shares to be issued will be determined based on, among other things, (i) the final issue price to be fixed after obtaining CSRC's approval; and (ii) the number of New Shares to be actually subscribed by the target investors.

Conditions Precedent

The completion of the Proposed Maoye Commercial Placing is conditional on the following:

1. the approval of the board of directors and shareholders of Maoye Commercial;
2. all necessary approvals, authorisation, consent and permit as required under the Listing Rules (including but not limited to the approval of the Board and the Shareholders (if required)) being obtained and completion of relevant procedures by the Company as required under the Listing Rules; and
3. the approval of the CSRC being obtained.

Use of Proceeds

After deduction of the issuance costs, the proceeds to be raised from the Proposed Maoye Commercial Placing will be used as to approximately 87.65% for the acquisition of the equity interest in Qinhuangdao Maoye and Chongqing Maoye by Maoye Commercial and as to 12.35% for the repayment of bank loans of Maoye Commercial.

---

## LETTER FROM THE BOARD

---

If the proceeds from the Proposed Maoye Commercial Placing is less than the maximum amount of RMB2,267,074,600 but more than the consideration for the acquisition of the equity interests in Qinhuangdao Maoye and Chongqing Maoye, Maoye Commercial shall use the proceeds for the settlement of such consideration whilst the remaining proceeds will be used for the repayment of its bank loans. If the proceeds from the Proposed Maoye Commercial Placing is less than the consideration for the acquisition of the equity interests in Qinhuangdao Maoye and Chongqing Maoye, Maoye Commercial shall use the entire proceeds for the settlement of such consideration and pay the remaining consideration by way of its internal resources.

### Lock-up Period

The New Shares are not transferable by the subscriber(s) for a period of twelve (12) months commencing from the date on which the New Shares are listed on the Shanghai Stock Exchange. After the expiry of the said twelve (12) months, the transfer of the New Shares shall be governed by the relevant regulations of the CSRC and the Shanghai Stock Exchange.

### Validity Period

The validity period of the shareholders' approval of the Proposed Maoye Commercial Placing is 12 months commencing from 26 August 2016, being the date on which the Proposed Maoye Commercial Placing was approved by its shareholders at its general meeting.

The written shareholder's approval by Maoye Department Store Investment Limited, the holder of 4,200,000,000 Shares as at the Latest Practicable Date (representing approximately 81.69% of the total issued share capital of the Company) has been obtained on 17 August 2016 in lieu of holding a general meeting of the Company to approve the Proposed Maoye Commercial Placing. In the event that the Proposed Maoye Commercial Placing is not completed by 26 August 2017, being the day on which Maoye Commercial's shareholders' approval of the Proposed Maoye Commercial Placing expires, then the Company will seek further Shareholders approval of placing of shares by Maoye Commercial as and when necessary in accordance with the Listing Rules.

---

## LETTER FROM THE BOARD

---

The table below sets out the shareholding structure of Maoye Commercial before and after the completion of the Proposed Maoye Commercial Placing (assuming that 372,874,200 New Shares will be issued pursuant to the Proposed Maoye Commercial Placing and there is no other change in the issued share capital of Maoye Commercial):

	<b>As at the date of this circular</b>		<b>Immediately after completion of the Proposed Maoye Commercial Placing</b>	
	<i>Number of A Shares held</i>	<i>Approximate % of the issued share capital held</i>	<i>Number of A Shares held</i>	<i>Approximate % of the issued share capital held</i>
The Company	1,481,430,321	85.53	1,481,430,321	70.38
Other shareholders	250,552,225	14.47	250,552,225	11.90
Subscriber(s) under the Proposed Maoye Commercial Placing	<u>—</u>	<u>—</u>	<u>372,874,200</u>	<u>17.72</u>
<b>Total equity</b>	<u><u>1,731,982,546</u></u>	<u><u>100.00</u></u>	<u><u>2,104,856,746</u></u>	<u><u>100.00</u></u>

As at the date of this circular, Maoye Commercial is indirectly owned as to approximately 85.53% by the Company and is a non-wholly owned subsidiary of the Company. Following the completion of the Proposed Maoye Commercial Placing and assuming all the 372,874,200 New Shares are being issued, the Company's equity interest in Maoye Commercial will be approximately 70.38% and accordingly, Maoye Commercial will continue to remain as a subsidiary of the Company.

---

## LETTER FROM THE BOARD

---

### Financial Information of Maoye Commercial

Set out below are the key financial information of Maoye Commercial for the years ended 31 December 2014 and 31 December 2015 and the 6 months ended 30 June 2016:

	<b>For the six months ended 30 June</b>		
	<b>2016 (RMB) <i>(unaudited)</i></b>	<b>2015 (RMB) <i>(audited)</i></b>	<b>2014 (RMB) <i>(audited)</i></b>
Total Assets	<u>15,647,861,172</u>	<u>2,884,049,812</u>	<u>2,309,509,895</u>
Net Assets	<u>4,253,704,428</u>	<u>1,316,697,341</u>	<u>1,266,000,177</u>
Profit before taxation	<u>448,283,433</u>	<u>106,779,452</u>	<u>255,412,120</u>
Profit after taxation	<u>337,613,509</u>	<u>76,446,578</u>	<u>193,498,953</u>

The outstanding bank loans of Maoye Commercial as at 30 June 2016 are set out below:

<b>Lender</b>	<b>Principal Amount as at 30 June 2016 (RMB)</b>	<b>Maturity Date</b>
Industrial and Commercial Bank of China	30,000,000	5 August 2016
China Merchants Bank	40,000,000	5 August 2016
Shanghai Pudong Development Bank	80,000,000	6 August 2016
China Merchants Bank	40,000,000	10 August 2016
China Everbright Bank	50,000,000	18 August 2016
China Everbright Bank	20,000,000	19 August 2016
China Everbright Bank	35,000,000	27 August 2016
Industrial and Commercial Bank of China	34,000,000	30 August 2016
China Everbright Bank	42,000,000	9 September 2016
Industrial and Commercial Bank of China	56,000,000	28 October 2016
Shanghai Pudong Development Bank	80,000,000	1 November 2016
Huarong International Trust Co., Ltd.	11,900,000	20 November 2016
Huarong International Trust Co., Ltd.	48,100,000	20 November 2016
Huarong International Trust Co., Ltd.	90,000,000	2 December 2016
China CITIC Bank	30,000,000	7 December 2016
China CITIC Bank	20,000,000	19 January 2017

---

## LETTER FROM THE BOARD

---

<b>Lender</b>	<b>Principal Amount as at 30 June 2016 (RMB)</b>	<b>Maturity Date</b>
China Everbright Bank	50,000,000	26 January 2017
China CITIC Bank	30,000,000	15 February 2017
China Everbright Bank	32,300,000	26 February 2017
China Everbright Bank	43,700,000	2 March 2017
China Everbright Bank	50,000,000	2 March 2017
China Everbright Bank	3,000,000	13 March 2017
China Everbright Bank	60,000,000	14 April 2017
China Everbright Bank	25,000,000	22 May 2017
Industrial Bank	70,000,000	30 May 2017
China Construction Bank	100,000,000	24 November 2017
China Construction Bank	100,000,000	17 December 2017
China Construction Bank	100,000,000	18 January 2018
Industrial and Commercial Bank of China	8,000,000	29 January 2018
Industrial and Commercial Bank of China	100,000,000	29 January 2018
Industrial and Commercial Bank of China	60,000,000	29 January 2018
Ping An Trust Co., Ltd.	490,000,000	17 March 2019
Agricultural Bank of China	133,333,600	22 September 2019
Agricultural Bank of China	59,740,000	22 September 2019
Industrial and Commercial Bank of China	485,000,000	24 February 2021
Industrial and Commercial Bank of China	500,000,000	24 February 2021
Agricultural Bank of China	510,000,000	25 February 2023
Agricultural Bank of China	130,000,000	25 February 2023
Agricultural Bank of China	90,000,000	25 February 2023
Agricultural Bank of China	100,000,000	25 February 2023
Agricultural Bank of China	320,000,000	25 February 2023
All In Pay Network Services Co., Ltd.	7,079,938.89	4 July 2016

### **Listing Rules Implications**

As at the date of this circular, the Company directly holds 85.53% equity interest in Maoye Commercial. Following the completion of the Proposed Maoye Commercial Placing and assuming all the 372,874,200 New Shares are being issued, the Company's equity interest in Maoye Commercial will be diluted from 85.53% to 70.38%. Such dilution of the Company's equity interest in Maoye Commercial will constitute a deemed disposal of the Company's equity interest in Maoye Commercial under Chapter 14 of the Listing Rules.

---

## LETTER FROM THE BOARD

---

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Proposed Maoye Commercial Placing exceed 25% but all of which are less than 75%, the Proposed Maoye Commercial Placing constitutes a major transaction for the Company under the Listing Rules and is subject to announcement, reporting and shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders or any of their respective associates have any material interest in the Proposed Maoye Commercial Placing and none of the Shareholders are required to abstain from voting in favour of the resolution approving the Proposed Maoye Commercial Placing. Pursuant to Rule 14.44 of the Listing Rules, written shareholders' approval by Maoye Department Store Investment Limited, the holder of 4,200,000,000 Shares as at the Latest Practicable Date (representing approximately 81.69% of the total issued share capital of the Company) has been obtained in lieu of holding a general meeting of the Company to approve the Proposed Maoye Commercial Placing.

Accordingly, no extraordinary general meeting of the Company will be convened for the purposes of approving the Proposed Maoye Commercial Placing.

### **Reasons for and Benefits of the Proposed Maoye Commercial Placing**

A maximum of RMB2,267,074,600 will be raised from the Proposed Maoye Commercial Placing. After deduction of the issuance costs, the proceeds to be raised from the Proposed Maoye Commercial Placing will be used for the acquisition of certain equity interest in Qinhuangdao Maoye and Chongqing Maoye by Maoye Commercial and the repayment of bank loans of Maoye Commercial. Please refer to the announcement of the Company dated 6 June 2016 for further details of the acquisition of equity interests in Qinhuangdao Maoye and Chongqing Maoye by Maoye Commercial.

Maoye Commercial is principally engaged in the operation of department stores in the PRC, whereas the Group (excluding Maoye Commercial) is also principally engaged in the operation and management of department stores and property development in the PRC. As at the Latest Practicable Date, other than carrying out the business of the operation of department stores in the PRC, Maoye Commercial and the Group (excluding Maoye Commercial) had no overlapping the business, whether in terms of business nature, geographical location or otherwise.

Following completion of the reorganisation matter of the Group on 26 February 2016 (the "**Reorganisation**", the details of which were disclosed in the circular of the Company dated 31 October 2015), certain department store assets in the PRC were transferred from Maoye Shangsha to Maoye Commercial. As a company listed on the Shanghai Stock Exchange, Maoye Commercial is obliged to comply with various rules and regulations in the PRC, one of which being the Regulations on Disclosure of Information on Public Securities Offering No. 26 — Material Asset Reorganisation Of Listed Companies (《公開發行證券的公司資訊披露內容與格式準則第26號——上市公司重大資產重組》) issued by CSRC (the "**Regulation**"). The Reorganisation was considered as a material assets reorganisation for Maoye Commercial under the Regulation. According to the Standards of Contents and Formats of Information Disclosure by Companies Offering securities No. 26 - Material Asset Reorganisation of Listed Companies (Amended in 2014) (《公開發行證券的公司信息披露內容與格式準則第26號——上市公司重大資產重組(2014年修訂)》) issued by the CSRC, in case of a material

---

## LETTER FROM THE BOARD

---

assets reorganisation by a company listed on the Shanghai Stock Exchange, the listed company is required to disclose in its reorganisation proposal details of any competition within the same industry between the listed issuer on one hand and its actual controllers and its affiliates on the other hand, and proposed measure to resolve such competition.

From the perspective of Maoye Commercial, as a result of the Reorganisation, it is required under the above regulations to propose measures to resolve the competition between Maoye Commercial on one hand and the Group (excluding Maoye Commercial) on the other hand, namely the operation of the department store business within the same region. As Maoye Commercial and the Group (excluding Maoye Commercial) has department store business in Chengdu and Chongqing, respectively, which are considered to be within the same region, and they both have department store business in Shandong Province, after the Reorganisation, as part of the Reorganisation approval process of the CSRC and in order to resolve the competition issue mentioned above, certain undertakings were jointly given by Maoye Shangsha and Mr. Huang in June 2015, pursuant to which Maoye Shangsha and Mr. Huang agreed that:

- (a) within 12 months after completion of the Reorganisation, Maoye Shangsha Friendship Department Store, a subsidiary of the Company, shall complete the cessation of its business and deregistration;
- (b) within 24 months after completion of the Reorganisation, depending on the operation requirements of Maoye Commercial, Chongqing Maoye together with its assets shall be transferred to a third party or Maoye Commercial;
- (c) within 48 months after completion of the Reorganisation, depending on the operation requirements of Maoye Commercial, such department store or other similar retail businesses owned by Maoye Shangsha or Mr. Huang in the Shandong Province which are similar to the business of Maoye Commercial shall be transferred to a third party or Maoye Commercial; and
- (d) within 48 months after completion of the Reorganisation, subject to the protection of the interests of the minority shareholders of the listed companies controlled by Maoye Shangsha or Mr. Huang and the compliance with the applicable security regulations, other unlisted department store or retail business controlled by Maoye Shangsha or Mr. Huang shall be transferred to Maoye Commercial.

As at the Latest Practicable Date, (i) actions had been taken by the Company in respect of (a) and (b) above; and (ii) no further actions were proposed to be taken by the Company in respect of the other undertakings mentioned above. Further announcement(s) in this regard will be made by the Company in accordance with the Listing Rules as and when necessary.

From the perspective of Maoye Commercial, its acquisition of the equity interests in Qinhuangdao Maoye and Chongqing Maoye is a measure to resolve the potential competition between the Group and Maoye Commercial in accordance with the requirements of the above regulations whereas, from the perspective of the Company, the disposal of such equity interests constitute an internal restructuring of the Group where certain assets are being transferred between subsidiaries.

---

## LETTER FROM THE BOARD

---

From the perspective of the Group as a whole, it is intended that the proceeds from the Proposed Maoye Commercial Placing will be used for general working capital and payment of loans.

There will be no material gain or loss expected to accrue to the Company on the Proposed Maoye Commercial Placing.

The Directors (including the independent non-executive Directors) are of the view that the Proposed Maoye Commercial Placing was entered into in the ordinary and usual course of business of the Company and on normal commercial terms, and the Proposed Maoye Commercial Placing is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### Information on 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.

### Information on Maoye Commercial

Maoye Commercial is a joint stock company established in the PRC with limited liability, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600828). As at the date of this circular, Maoye Commercial is a subsidiary of the Company where 85.53% of the issued share capital of Maoye Commercial is held by the Company. Maoye Commercial is principally engaged in the operation of department stores in the PRC.

Set out below is certain financial information extracted from the annual report of Maoye Commercial for the years ended 31 December 2014 and 2015 and the interim report for the six months ended 30 June 2016.

	<b>For the six months ended 30 June</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<b>(RMB)</b>	<b>(RMB)</b>	<b>(RMB)</b>
	<i>(unaudited)</i>	<i>(audited)</i>	<i>(audited)</i>
Total Assets	15,647,861,172	2,884,049,812	2,309,509,895
Revenue	3,733,556,814	1,909,240,336	2,066,717,897
Profit before taxation	448,283,433	106,779,452	255,412,120
Profit after taxation	337,613,509	76,446,578	193,498,953



---

## LETTER FROM THE BOARD

---

### FINANCIAL EFFECTS OF THE PROPOSED MAOYE COMMERCIAL PLACING ON EARNINGS, ASSETS AND LIABILITIES OF THE GROUP

As at the date of this circular, Maoye Commercial is a subsidiary of the Company where 85.53% of the issued share capital of Maoye Commercial is held by the Company.

Following the completion of the Proposed Maoye Commercial Placing, and assuming all the 372,874,200 New Shares are being issued, the Company's equity interest in Maoye Commercial will be diluted from 85.53% to 70.38% and accordingly, Maoye Commercial will continue to be a subsidiary of the Company. No profit or loss are expected to result in the consolidated financial statements of the Group as a result of the deemed disposal.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information contained in the appendices to this circular.

### RECOMMENDATION

The Directors, including the independent non-executive Directors, consider that the terms of the Proposed Maoye Commercial Placing are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole. Had an extraordinary general meeting been convened for the approval of the Proposed Maoye Commercial Placing, the Directors, including the independent non-executive Directors, would have recommended the Shareholders to vote in favour of the Proposed Maoye Commercial Placing.

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

**FINANCIAL SUMMARY OF THE GROUP**

The published audited consolidated financial statements of the Group for the years ended 31 December 2014 and 2015 are disclosed in the annual reports of the Company for the year ended 31 December 2014 and 2015 respectively. The published unaudited consolidated financial statements of the Group for the six months ended 30 June 2016 is disclosed in 2016 interim report of the Company. They can be accessed on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

**WORKING CAPITAL**

The Directors are of the opinion that, after taking into account its present available financial resources, the Group will have sufficient working capital for its present requirements and for the period up to 12 months from the date of this circular in the absence of unforeseen circumstances.

**STATEMENT OF INDEBTEDNESS**

As at 10 August 2016, the Group had total outstanding interest-bearing bank loans and other borrowings of approximately RMB19,059million, comprising secured current bank loans of approximately RMB4,618million, unsecured current other loans of approximately RMB951 million, secured current portion of long-term bank loans of approximately RMB3,529million unsecured current portion of long-term bank loans of approximately RMB1,396million, secured non-current bank loans and other loans of approximately RMB6,484million, unsecured other long-term loans of approximately RMB2,081million.

As at 10 August 2016, the Group's bank loans were secured by certain land and buildings, land lease prepayments, investment properties, completed properties held for sale of the Group and properties under development of the Group of approximately RMB4,314million, RMB1,303 million, RMB721 million, RMB198million and RMB2,399 million, respectively.

As at 10 August 2016, Zhongzhao Investment Management Co., Ltd., Maoye Department Store Holdings Limited, Maoye (China) Investment Limited, Maoye Shangsha Investment Limited, Shenzhen Maoye Group, Maoye commercial Co., Ltd, Shenzhen Xinghua Industry Co., Ltd, Mr. Huang Mao Ru and Mrs. Huang Jingzhang (spouse of Mr. Huang Mao Ru) have guaranteed certain of the Group's bank loans up to RMB2, 372 million.

Save as aforesaid, as at the close of business on 10 August 2016, the Group did not have any outstanding mortgages, pledge, debentures, loan capital, bank loans and overdrafts or other similar indebtedness, finance leases or hire purchase commitments, acceptance liabilities or acceptance credits, any guarantees or other material contingent liabilities.

**FINANCIAL AND TRADING PROSPECT OF THE GROUP**

Upon completion of the Proposed Maoye Commercial Placing, Maoye Commercial will continue to be the Company's subsidiary and its financial statements should continue to be consolidated into those of the Company's for the year ended 31 December 2016.

As disclosed in the Company's interim results announcement dated 29 August 2016, according to data from Department of Commerce, total retail sales of consumer goods from January to June 2016 experienced a year-on-year growth of 10.3% and the general economic level in China remained stable, indicating a positive trend for the economic fundamentals. As such, it is expected that following the further implementation of favourable policies to the respective industries, the consumer market in China will be facing a stable and positive development trend in general. Along with the rise of emerging middle class, the upgraded consumption needs is going to provide a broad development prospect. The Group will actively explore goods and service models that meets the personalized consumption needs of the major consumer group and create a diversified experiential consumption platform in order to gain sustainable sales growth and profit margin.

The Group will uphold its strategies to grow moderately and healthily. On business structure:

Firstly, it will promote the transformation of existing stores to shopping malls, and focus much effort on markets in major cities across Southern China, Southwestern China, Eastern China and Northern China, leading the industry in regions.

Secondly, it will focus on the consolidation of acquired stores and increase efforts on the consolidation of acquirees in terms of, among other things, management, systems and employees, and capitalise on the synergies generated from such acquisitions.

Thirdly, it will actively promote the opening and development of the "Maoye Complex" project, prepare for the opening of major projects such as Nanjing Fuzimiao Maoye Complex, Taiyuan Maoye Complex Phase II and Baotou Maoye Complex in order to generate interaction and complementary effect with existing department store layout.

Fourthly, it will increase its efforts on the realisation of non-core assets and adjustments to loss-making stores and improvement of their operations in order to optimise assets structure and lower gearing ratio.

On operation strategies:

Firstly, it will unify the management of suppliers through the integration of group resources in order to lower purchase costs and operation expenses.

Secondly, it will utilise the information system to manage the conditions of merchandises on a database basis and through analysing the conditions of merchandises optimise the purchases and sales of merchandises in order to enhance stores' operational management level and area efficiency of shopping malls.

Thirdly, it will improve service capacities, especially service upgrading in respect of members. It will continuously improve and upgrade functions and application of the CRM system and conduct more refined establishment of membership system and classification of grade and achieve precise marketing to members through member-exclusive promotion activities, points discount, member-exclusive restrooms, customized membership services and shopping advisory services.

Fourthly, it will continue to develop and apply internet and mobile internet tools, provide intelligent user services, create intelligent shopping space, establish O2O service platform with sources of profit growth, provide intelligent carpark functions such as car finding and parking payment, convenient functions such as online restaurant queuing up, intelligent consumption services such as electronic coupons, points checking and points rebate for consumption as well as intelligent methods such as VR experience, in order to enhance customers' consumption experience.

Fifthly, it will actively explore the development of proprietary business, deepen cooperation with domestic and foreign brands and agents and increase the proportion of featured brands purchased in order to gradually achieve differential operation through providing personalised merchandise items.

On financing arrangements, it will actively promote the various financing activities and adjust debt structure in order to achieve reasonable allocation of assets and liabilities and lower overall financing costs.

The Group is committed to deliver on the strategy of focusing on core businesses to generate sustainable returns and maximising shareholders' wealth.

## 1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## 2. DISCLOSURE OF INTERESTS

### (a) Directors' and chief executives' interests and short positions in shares and underlying shares of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of the Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

#### (i) Long positions in the shares of the Company

Name of director	Capacity	Number of ordinary shares interested	Approximate percentage of the Company's issued share capital*
Mr. Huang Mao Ru	Interest of controlled corporations	4,200,000,000( <i>Note</i> )	81.69%
	Beneficial owner	<u>50,000,000</u>	<u>0.97%</u>
		<u>4,250,000,000</u>	<u>82.66%</u>

*Note:* These shares were held by Maoye Department Store Investment Limited, a wholly-owned subsidiary of MOY International Holdings Limited, which in turn was wholly owned by Mr. Huang.

\* The percentage represents the number of ordinary shares divided by the number of the Company's issued shares as at the Latest Practicable Date.

(ii) *Long position in shares of associated corporations of the Company*(2.1) *Maoye Department Store Investment Limited, the immediate holding company of the Company*

<b>Name of director</b>	<b>Capacity</b>	<b>Number of ordinary shares interested</b>	<b>Percentage of the issued share capital in such associated corporation*</b>
Mr. Huang Mao Ru	Interest of controlled corporations	2 <i>(Note)</i>	100%

*Note:* These shares were held by MOY International Holdings Limited, which was wholly owned by Mr. Huang.

\* The percentage represents the number of ordinary shares divided by the number of Maoye Department Store Investment Limited's issued shares as at the Latest Practicable Date.

(2.2) *MOY International Holdings Limited, the ultimate holding company of the Company*

<b>Name of director</b>	<b>Capacity</b>	<b>Number of ordinary shares interested</b>	<b>Percentage of the issued share capital in such associated corporation*</b>
Mr. Huang Mao Ru	Beneficial owner	100	100%

\* The percentage represents the number of ordinary shares divided by the number of MOY International Holdings Limited's issued shares as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

As at the Latest Practicable Date, no Director or proposed Director is a director or employee of a company which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO.

(b) **Substantial shareholders' interests and short positions in shares and underlying shares of the Company**

As at the Latest Practicable Date, the following persons (other than the Directors of the Company, whose interests have been disclosed in the above section headed "Directors' and chief executives' interests and short positions in shares and underlying shares of the Company and its associated corporations") had interests of 5% or more in the shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

*Long position in the shares of the Company*

Name	Capacity	Number of ordinary shares interested	Approximate percentage of the Company's issued share capital*
Mrs. Huang Jingzhang	Interest of spouse	4,250,000,000 <i>(Note (a))</i>	82.66%
Maoye Department Store Investment Limited	Beneficial owner	4,200,000,000 <i>(Note (b))</i>	81.69%
MOY International Holdings Limited	Interest of controlled corporation	4,200,000,000 <i>(Note (b))</i>	81.69%

*Notes:*

- (a) Mrs. Huang Jingzhang was deemed to be interested in these shares through the interest of her spouse, Mr. Huang.
- (b) Maoye Department Store Investment Limited was a wholly-owned subsidiary of MOY International Holdings Limited. Such interests were also disclosed as the interests of Mr. Huang in the above section headed "Directors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares of the Company and its Associated Corporations".

\* The percentage represents the number of ordinary shares divided by the number of the Company's issued shares as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, no person (other than the directors of the Company, whose interests have been disclosed in the above section headed "Directors' and chief executives' interests and short positions in shares and underlying shares of the Company and its associated corporations") had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

**3. DIRECTORS' SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation other than statutory compensation.

**4. EXPERT AND CONSENT**

The following sets out the qualification of the expert who has given opinion or advice which are contained in this circular:

<b>Name</b>	<b>Qualification</b>
Ernst & Young	Certified Public Accountants

As at the Latest Practicable Date, the above expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter(s) and references to its names in the form and context in which they respectively appear.

As at the Latest Practicable Date, the above expert did not have any interest in the share capital of any member of the Group nor any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

**5. LITIGATION**

As at the Latest Practicable Date, no members of the Group were engaged in any litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

**6. COMPETING INTERESTS**

As at the Latest Practicable Date, save as disclosed below, none of the Directors nor their respective associates had any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

- (a) Mr. Huang owns the Wuxi Maoye Department Store Company Limited through Maoye Holdings Limited, a company wholly-owned by Mr. Huang. The Maoye Wuxi Store is managed by our Group under management agreements entered on 5 May 2014 to operate Maoye-branded department stores.



In addition, Mr. Huang owns a 18.93% equity interest in Guiyang Friendship Group Holdings Company Limited (the “**Guiyang Friendship Group**”) as of the Latest Practicable Date. Guiyang Friendship Group primarily operates two department stores in Guiyang, Guizhou Province. The operations of our Group and Guiyang Friendship Group are totally independent. Therefore, we are capable of carrying on our business independently of, and at arm’s length from, Guiyang Friendship Group.

To manage the conflicts of interest between the Group and the Controlling Shareholder Group in respect of these stores, Mr. Huang, Maoye Holdings Limited and Richon Holdings Limited have granted the Group an option to purchase the whole or part of the interest of these companies.

- (b) Mr. Zhong, an executive Director, currently holds a 40% equity interest in Shenzhen Friendship Trading Centre Company Limited, which in turn holds a 90% equity interest in Shenzhen Friendship Department Store Company Limited and a 25.01% equity interest in Shenzhen Aeon Friendship Co., Ltd. Mr. Zhong is also the chairman of Shenzhen Friendship Department Store Company Limited and the vice-chairman of Shenzhen Aeon Friendship Co., Ltd., but he does not have control over the board of Shenzhen Aeon Friendship Co., Ltd.

Both Shenzhen Friendship Department Store Company Limited and Shenzhen Aeon Friendship Co., Ltd. are engaged in the department store and retail business. As advised by Mr. Zhong and based on the best knowledge and belief of the other Directors, the department store of Shenzhen Friendship Department Store Company Limited is situated in the central commercial district on Renmin South Road in Shenzhen, and Shenzhen Aeon Friendship Co., Ltd has four department stores in Shenzhen.

The Directors consider that there is competition between our Group and Shenzhen Friendship Department Store Company Limited and Shenzhen Aeon Friendship Co., Ltd. To manage the conflict of interest arising from Mr. Zhong’s interests in these companies, Mr. Zhong is required to abstain from participation, deliberation or voting at Board meetings where matters involving these companies are discussed or resolved, and he will not be counted for purpose of determining quorum for such Board meetings.

## **7. DIRECTORS’ AND EXPERT’S INTERESTS IN ASSETS/CONTRACTS AND OTHER INTERESTS**

As at the Latest Practicable Date, none of the Directors and the expert(s) had any direct or indirect interests in any asset which had been acquired, or disposed of by, or leased to any member of the Group, or was proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 December 2015, the date to which the latest published audited financial statements of the Group were made up.

As at the Latest Practicable Date, save as disclosed below, no Director had a significant beneficial interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year:

- (a) Maoye Shangsha and Shenzhen City Friendship Trading Center Company Limited (“**Shenzhen Friendship**”) which is 40% owned by Mr. Zhong, a director of the Company, have entered into the lease agreement dated 30 April 2013 (the “**Lease Agreement**”), pursuant to which Maoye Shangsha has agreed to lease the first four storeys of the Friendship City Building with a gross floor area of approximately 21,000 square metres at 63 Friendship Road, Shenzhen, PRC. The Lease Agreement has a term of three years and is effective from 1 May 2013. Pursuant to the Lease Agreement, the rents payable for the three years ended 30 April 2016 are RMB25,000,000, RMB27,060,000 and RMB27,060,000, respectively.
- (b) The Company and Maoye Holdings Limited which is wholly-owned by Mr. Huang, the chairman and an executive Director, have entered into the master leasing agreement dated 29 December 2015 (the “**Master Leasing Agreement**”), pursuant to which the Group may lease premises from Mr. Huang, any of his associates and companies majority owned or controlled by Mr. Huang and his associates (but excluding the Group) for a period of three years with effect from 1 January 2016. The annual maximum rents and other payments payable by the Company under the Master Leasing Agreement is RMB177,000,000.

## 8. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the members of the Group within two years immediately preceding the issue of this circular and are material:

- (a) The agreement dated 24 July 2014 entered into between Maoye Communication and Network Co., Ltd (“Maoye Communication”) (formerly known as Maoye Logistics Corporation Limited) and Xiaochang Yingxigu Investment Centre (Limited Partnership) and Beijing Bosheng Youshi Technology Development Co., Ltd, pursuant to which Maoye Communication agreed to purchase from Xiaochang Yingxigu Investment Centre (Limited Partnership) and Beijing Bosheng Youshi Technology Development Co., Ltd 100% equity interest in Beijing TrustMeDu Sci-tech Co., Ltd (北京創世漫道科技有限公司) for a consideration of RMB878 million, which was settled partly by issuing shares and partly by cash.
- (b) The agreement dated 19 September 2014 entered into between Shenyang Maoye and Maoye Property to terminate the Jinlang Management Agreement, pursuant to which no party is required to pay any penalty or compensation to any other party in respect of the early termination of the Jinlang Management Agreement.

- (c) The agreement dated 13 March 2015 entered into between Maoye Shangsha, a wholly-owned subsidiary of the Company, Baotou Lucheng and Baotou Real Estate, whereby Maoye Shangsha agreed to purchase and Baotou Lucheng and Baotou Real Estate together agreed to sell 100% of the issue share capital of Baotou-Maoye East River Real Estate Development Company, a company established pursuant to the agreement, for a consideration of RMB270,000,000, which was payable in cash.
- (d) The agreement dated 20 April 2015 entered into between Zhongzhao, and Shenyang Maoye Property Company Limited, a company wholly-owned by Mr. Huang, the controlling shareholder of the Company, in respect of the sale of 8,000,000 shares in Maoye Communication, representing 1.29% of the issued share capital of Maoye Communication, for a consideration of RMB87,520,000.
- (e) The agreement dated 5 June 2015 entered into among Maoye Shangsha (as vendor), Demao Investment Enterprises (Limited Partnership) (“**Demao**”) and Shenzhen Hezhengmao Investment Enterprise (Limited Partnership) (“**Hezhengmao**”) (together as purchasers), pursuant to which Demao and Hezhengmao agreed to purchase 16.43% and 6.57% equity interest, respectively, in Shenzhen Maoye Department Store Huaqiangbei Co., Limited (“**Maoye Huaqiangbei**”) for a consideration of RMB368,611,815 and RMB147,399,855, respectively.
- (f) The agreement dated 28 August 2015 entered into among Maoye Shangsha, Shenzhen Demao and Hezhengmao (together as vendors) and Chengshang, a subsidiary of the Company (as purchaser) in respect of the sale of the entire issued share capital of Shenzhen Maoye Department Store Company Limited, Shenzhen Maoye Department Store Shennan Co., Ltd., Maoye Huaqiangbei, Shenzhen Maoye Oriental Times Department Store Co., Ltd. and Zhuhai City Maoye Department Store Co., Ltd. for a consideration of RMB8,560,571,100 in aggregate.
- (g) The agreement dated 29 September 2015 entered into between Maoye Communication and Zhongzhao, pursuant to which Zhongzhao agreed to purchase, and Maoye Communication agreed to sell, the entire registered share capital of Qinhuangdao Maoye Holdings Co., Ltd., for a consideration of RMB1,405,875,700.
- (h) The agreement dated 5 April 2016 entered into between, among others, Maoye Commercial, Inner Mongolia Victoria Commercial (Group) Co., Ltd. (“**Inner Mongolia Victoria**”) and Victoria Investment Holding Co., Ltd. (“**Victoria Investment**”) pursuant to which Maoye Commercial conditionally agreed to purchase and Victoria Investment conditionally agreed to sell 70% of the equity interests in Inner Mongolia Victoria for a consideration of RMB1,565,300,000.
- (i) The loan agreement dated 19 April 2016 entered into between Shenzhen Maoye (Group) Co., Ltd (“**Maoye Group**”) and Maoye Shangsha pursuant to which Maoye Group has agreed to provide a term loan to Maoye Shangsha in the sum of RMB300 million with an interest rate at 4.79% per annum for a term of one year commencing from 19 April 2016.

- (j) The loan agreement dated 31 May 2016 entered into between Maoye Group and Maoye Shangsha pursuant to which Maoye Group has agreed to provide a term loan to Maoye Shangsha in the sum of RMB350 million with an interest rate at 4.79% per annum for a term of one year commencing from 31 May 2016.
- (k) The Chongqing Maoye Agreement.
- (l) The Qinhuangdao Maoye Agreement.
- (m) The Taizhou First Agreement.
- (n) The supplemental agreement entered into between the Chongqing Maoye Sellers and Maoye Commercial dated 9 August 2016 in respect of the amendment of the Chongqing Maoye Agreement.
- (o) The supplemental agreement entered into between Zhongzhao and Maoye Commercial dated 9 August 2016 in respect of the amendment of the Qinhuangdao Maoye Agreement.
- (p) The agreement between Maoye Shangsha and Maoye Commercial dated 9 August 2016 in respect of the termination of the Taizhou First Agreement.

## **9. MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial position or trading position of the Group since 31 December 2015, being the date to which the latest published and audited financial statements of the Group were made up.

## **10. MISCELLANEOUS**

- (a) The registered office of the Company is located at Floor 4, Willow House, Cricket Square, P.O. Box 2804 Grand Cayman KY1-1112, Cayman Islands. The head office in the PRC is at 38/F, World Finance Centre, 4003 Shennan East Road, Shenzhen, PRC and the principal place of business in Hong Kong is at Room 3301, 33/F, Office Tower Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong.
- (b) The branch share registrar and transfer office of the Company in Hong Kong is Tricor Investor Services Limited at Level 22, Hopewell Centre 183 Queen's Road East, Hong Kong.

- (c) The company secretary of the Company is Ms. Soon Yuk Tai (“**Ms Soon**”). Ms. Soon is a director of the Corporate Services Division of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. Soon is a Chartered Secretary and a fellow of both the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom. Apart from the Company, Ms. Soon has been providing professional secretarial services to a number of listed companies.
  
- (d) This circular has been printed in English and Chinese, in the event of inconsistency, the English version shall prevail.

#### **11. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours (i.e. 9:30 a.m. to 5:00 p.m., Monday to Friday (public holidays excluded)) at the offices of Herbert Smith Freehills in Hong Kong at 23/F, Gloucester Tower, 15 Queen’s Road Central, Hong Kong from the date of this circular up to and including at least 14 days after the date of this circular:

- (a) the articles of association of the Company;
  
- (b) the letter from the Board, the text of which is set out on pages 4 to 15 of this circular;
  
- (c) the written consent of the expert referred to in the paragraph headed “Expert and Consents” in this appendix;
  
- (d) the material contracts referred to in the paragraph headed “Material Contracts’ in this appendix;
  
- (e) the 2014 and 2015 annual reports of the Company; and
  
- (f) this circular.