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

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**If you are in any doubt** as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a 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 supplemental circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)**

**SUPPLEMENTAL CIRCULAR  
IN RELATION TO THE RE-ELECTION OF DIRECTORS  
AT THE ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular of Maoye International Holdings Limited (the “**Company**”) dated 21 April 2020 and the notice convening an annual general meeting of the Company (the “**Annual General Meeting**”) to be held at Shenzhen Conference Room, 36/F, Tower A, World Finance Centre, 4003 Shennan East Road, Shenzhen, PRC on Friday, 22 May 2020 at 10:00 a.m. A supplemental notice of the Annual General Meeting is set out on pages 6 to 7 of this supplemental circular. A second form of proxy (the “**Second Proxy Form**”) is enclosed with this supplemental circular. The Second Proxy Form is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.maoye.cn](http://www.maoye.cn)) respectively.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 20 May 2020 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

7 May 2020

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Huang Mao Ru (*Chairman*)

Mr. Zhong Pengyi

Ms. Lu Xiaojuan

*Non-executive Director:*

Mr. Wang Bin

*Independent Non-executive Directors:*

Mr. Rao Yong

Mr. Pao Ping Wing

Mr. Gao Yajun

*Registered Office:*

P.O. Box 31119 Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

*Head office:*

38/F, World Finance Centre

4003 Shennan East Road

Shenzhen

PRC

*To the Shareholders*

Dear Sir/Madam

**SUPPLEMENTAL CIRCULAR  
IN RELATION TO THE RE-ELECTION OF DIRECTORS  
AT THE ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the circular of the Company dated 21 April 2020 (the “**Circular**”) which contains, inter alia, the notice of the Annual General Meeting (the “**Original Notice**”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to provide you with further information relating to the resolutions to be proposed at the Annual General Meeting to approve the re-election of Directors who were appointed after the Latest Practicable Date and accordingly will retire at the Annual General Meeting pursuant to the Articles of Association, and to give you a supplemental notice of the Annual General Meeting and the Second Proxy Form.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised two executive Directors, namely Mr. Huang Mao Ru and Mr. Zhong Pengyi, one non-executive Director, namely Mr. Wang Bin, and three independent non-executive Directors, namely Mr. Chow Chan Lum, Mr. Pao Ping Wing and Mr. Leung Hon Chuen.

Subsequent to the despatch of the Circular and as disclosed in the announcement of the Company dated 29 April 2020, Ms. Lu Xiaojuan (“**Ms. Lu**”) was appointed as an executive Director, and Mr. Rao Yong (“**Mr. Rao**”) and Mr. Gao Yajun (“**Mr. Gao**”) were appointed as independent non-executive Directors with effect from 29 April 2020. In accordance with the Articles of Association, any Director appointed to fill a casual vacancy on the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Ms. Lu, Mr. Rao and Mr. Gao shall retire from office as Directors at the Annual General Meeting and they, being eligible, offer themselves for re-election. Ms. Lu, Mr. Rao and Mr. Gao will be subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years.

As a result, there are now five retiring Directors standing for re-election as Directors at the Annual General Meeting. The resolutions relating to the re-election of Ms. Lu, Mr. Rao and Mr. Gao as Directors will be set out in the supplemental notice of the Annual General Meeting.

The biographies of Ms. Lu, Mr. Rao and Mr. Gao are set out below.

#### **Ms. Lu Xiaojuan**

Ms. Lu Xiaojuan (盧小娟), aged 46, holds a Master of Business Administration degree from the University of Ballarat, Australia. She joined the Group in March 1997 and had previously served as the manager of the finance department, the general manager of the audit and supervision department, and the general manager of the contract management center, deputy general manager of the financial management center of the Group. Ms. Lu has been appointed as the general manager of the financial management center of the Group since September 2017 and as the Chief Financial Officer of the Group since 5 December 2019. Ms. Lu has over 20 years of financial management experience in the PRC.

#### **Mr. Rao Yong**

Mr. Rao Yong (饒永), aged 61, a certified public accountant in the PRC, obtained a diploma in accounting in 1980 from Guangxi University of Finance and Economics, the PRC. Mr. Rao was the former chairman of the Shenzhen Institute of Certified Public Accountants\* (深圳市註冊會計師協會會長) and the vice chairman of the Guangdong Institute of Certified Public Accountants\* (廣東省註冊會計師協會副會長). He currently serves as a member of the Sixth People’s Congress of Shenzhen City\* (深圳市第六屆人大代表) and a member of the project budget committee of People’s Congress Standing Committee of Shenzhen City\* (深圳市人大常務委員會計劃預算委員會委員). He is also an independent non-executive director of Kaisa Group Holdings Limited (a company listed on the Main

\* for identification purposes only

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## LETTER FROM THE BOARD

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Board of the Stock Exchange, stock code: 1638.HK), SMI Culture & Travel Group Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 2366.HK) and Shandong Sinobioway Biomedicine Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002581.SZSE). From 1991 to 1997, he served as a director of the Audit Bureau of Shenzhen City, and from 1984 to 1990, he served as a chief of the Audit Bureau of Wuzhou City, Guangxi Province. Mr. Rao has over 29 years of accounting and auditing experience.

### **Mr. Gao Yajun**

Mr. Gao Yajun (高亞軍), aged 45, is a senior accountant in Hong Kong, Certified Public Accountant in the PRC and Australia, and member of the Chartered Institute of Management Accountants. He is also a member of the Hong Kong Independent Non-Executive Director Association Limited. Mr. Gao graduated from Deakin University in Australia and obtained a master's degree in professional accounting in 2002 and has been an executive director and a partner of Baker Tilly Hong Kong since February 2010. He is an independent non-executive director of Nanjing Panda Electronics Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 553.HK, and Shanghai Stock Exchange, stock code: 600775.SSE) on 29 June 2018. Mr. Gao has engaged in auditing and consulting work for a long time and has extensive experience in financial management.

Ms. Lu has entered into a service agreement with the Company for a term of three years, and each of Mr. Rao and Mr. Gao has signed an appointment letter with the Company for a term of three years. Ms. Lu, Mr. Rao and Mr. Gao are subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles of Association. Ms. Lu, Mr. Rao and Mr. Gao are entitled to an annual remuneration of RMB900,000, HK\$360,000 and HK\$180,000, respectively, as determined by the Remuneration Committee of the Company and the Board with reference to, among other things, their responsibilities and the prevailing market terms.

Save as disclosed above, each of Ms. Lu, Mr. Rao and Mr. Gao has confirmed: (i) he or she does not, and did not in the last three years, hold or held any directorship in public listed companies the securities of which are listed on any securities market in Hong Kong or overseas, or other major appointments and professional qualifications; (ii) he or she does not have any other relationship with any Directors, senior management, substantial Shareholders, or any controlling Shareholders; and (iii) as at the date of this supplemental circular, he or she does not hold any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance. Each of Mr. Rao and Mr. Gao has also confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, the Company is not aware of other matters concerning Ms. Lu, Mr. Rao and Mr. Gao that need to be brought to the attention of the Shareholders or other information of Ms. Lu, Mr. Rao and Mr. Gao that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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## LETTER FROM THE BOARD

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### SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Original Notice and the form of proxy (the “**First Proxy Form**”) sent together with the Circular do not contain the proposed resolutions in relation to the re-election of Ms. Lu, Mr. Rao and Mr. Gao as Directors as set out in this supplemental circular, a supplemental notice of the Annual General Meeting is set out on pages 6 to 7 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolutions.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s Share Registrar, Tricor Investor Services Limited (the “**Share Registrar**”), at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 20 May 2020 (Hong Kong time)) or any adjournment thereof (the “**Closing Time**”). Completion and return of the Second Proxy Form will not preclude Shareholders from attending and voting in person at the meeting if they so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be entitled to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolutions for the proposed re-election of Ms. Lu, Mr. Rao and Mr. Gao as Directors as set out in the supplemental notice of the Annual General Meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions.
- (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

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## LETTER FROM THE BOARD

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Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors believe that the proposed re-election of Ms. Lu as an executive Director and Mr. Rao and Mr. Gao as independent non-executive Directors are in the interests of the Company and the Shareholders as a whole and recommend you to vote in favour of all resolutions to be proposed at the Annual General Meeting.

**Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.**

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

Hong Kong, 7 May 2020

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## SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

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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)**

### SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (the “**Original Notice**”) of Maoye International Holdings Limited (the “**Company**”) dated 21 April 2020, by which the Company convenes an annual general meeting to be held at Shenzhen Conference Room, 36/F,

Tower A, World Finance Centre, 4003 Shennan East Road, Shenzhen, The People’s Republic of China on Friday, 22 May 2020 at 10:00 a.m. (the “**Annual General Meeting**”), and this supplemental notice shall be read together with the Original Notice.

**THIS SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Annual General Meeting will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the Annual General Meeting will be held to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

10. To re-elect Ms. Lu Xiaojuan as an executive director of the Company;
11. To re-elect Mr. Rao Yong as an independent non-executive director of the Company;
12. To re-elect Mr. Gao Yajun as an independent non-executive director of the Company.

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

Hong Kong, 7 May 2020

*Notes:*

- (1) A second form of proxy (the “**Second Proxy Form**”) containing the ordinary resolutions numbered 10 to 12 is enclosed with the supplemental circular of the Company dated 7 May 2020 (the “**Supplemental Circular**”). Please refer to the section headed “Supplemental Notice of the Annual General Meeting and Second Proxy Form” on pages 4 to 5 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
- (2) Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the Annual General Meeting, closure of the register of members of the Company and eligibility for attending the Annual General Meeting, proxy and other relevant matters.
- (3) As of the date of this notice, 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.



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## SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

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*This Supplemental Circular, in both English and Chinese versions, is available on the Company's website at [www.maoye.cn](http://www.maoye.cn).*

*Shareholders may at any time change their choice of language(s) (either English only or Chinese only or both languages) of the corporate communications of the Company (the "Corporate Communications").*

*Shareholders may send their request to change their choice of language(s) of Corporate Communications by notice in writing to the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.*

*Shareholders who have chosen to receive the Corporate Communications in either English or Chinese version will receive both English and Chinese versions of this Circular since both languages are bound together into one booklet.*