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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)**

**ANNOUNCEMENT RELEASED ON OTHER  
OVERSEAS REGULATORY MARKETS**

This is an announcement made pursuant to the requirement under Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The original Chinese text of the following announcement is released by Maoye Logistics Corporation Ltd., an A-share subsidiary of Maoye International Holdings Limited listed on the Shenzhen Stock Exchange on 28 November 2014 within the PRC.

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

27 November 2014, Hong Kong

*As at the date of this announcement, the Board comprises four executive directors, namely, Mr. Huang Mao Ru, Mr. Zhong Pengyi, Ms. Wang Fuqin and Mr. Wang Bin; and three independent non-executive directors, namely, Mr. Chow Chan Lum, Mr. Pao Ping Wing and Mr. Leung Hon Chuen.*

**ANNOUNCEMENT OF  
MAOYE LOGISTICS CORPORATION LTD.  
ON THE COMPLETION OF THE ASSET TRANSFER RELATING TO  
THE MATERIAL ASSET REORGANIZATION**

The Company and all members of the board of directors warrant the truthfulness, accuracy and completeness of the information disclosed herein and that there is no false record, misleading statement or any omission of significant matters.

On 24 November 2014, the Company received the “Reply in respect of the approval of Maoye Logistics Corporation Ltd. to issue shares to Xiaochang Yingxigu Investment Centre (Limited Partnership) for Purchasing Assets and Raising Supporting Funds” (CSRC approval [2014] No. 1225 document) from the China Securities Regulatory Commission (the “**Reply**”). Upon receiving the Reply, the Company has commenced implementation of the material asset reorganization and completed the asset transfer procedures pursuant to the Transaction (as defined below) with the industrial and commercial registration authorities.

According to the material asset reorganization, the Company will acquire the 100% equity interest in Beijing TrustMeDu Sci-tech Co., Ltd. (“**TrustMeDu**”), which is jointly held by Xiaochang Yingxigu Investment Centre (Limited Partnership) and Beijing Bosheng Youshi Technology Development Co. Ltd. (“**Bosheng Youshi**”), and the consideration for this acquisition (the “Transaction”) shall be satisfied by way of a combination of cash and the allotment and issue of the shares of the Company. In addition, in order to raise funds for the cash portion of the consideration for the Transaction, the Company will also allot and issue shares of the Company to a particular target, namely, Shanghai Fengyou Investment Management Centre.

The Haidian Branch of Beijing Administration for Industry and Commerce has reissued the Business License (Registration No.: 110108011830311) of TrustMeDu and according to searches made on the public system of Beijing Enterprise Credit Information Website at <http://qyxy.baic.gov.cn> (operated by Beijing Administration for Industry and Commerce), it currently appears that the asset purchased pursuant to the Transaction, namely, the 100% equity interest of TrustMeDu, has been transferred to the Company. The industrial and commercial registration in respect of the change of shareholders of TrustMeDu has also been completed.

Pursuant to the Reply, the Company will proceed with the raising of funds to Shanghai Fengyou, the registration procedures for the allotment and issue of shares of the Company, and comply with the information disclosure obligations in accordance with the relevant requirements in a timely manner and within the authorization given at the general meeting of the Company.

On 26 November 2014, Southwest Securities Company Ltd., the independent financial advisor to the Transaction, issued to the Company a document entitled “A Verification Opinion on Share Issue by Maoye Logistics Corporation Ltd. for Purchasing Assets in Cash, and Raising Supporting Funds for the Particular Target”, opining that the equity transfer under the Transaction has completed and the 100% equity interests of TrustMeDu have been transferred to the Company. Further, it is opined that the Company legally holds the 100% equity interests of TrustMeDu.

In addition, on 26 November 2014, Beijing Grandway Law Offices, the legal advisor to the Transaction, issued to the Company a document entitled “Legal Advice on Share Issue by Maoye Logistics Corporation Ltd. for Purchasing Assets in Cash, and Raising Supporting Funds for the Particular Target”, opining that the equity transfer procedures pursuant to the Transaction have been completed.

The board of directors of  
**Maoye Logistics Corporation Ltd.**  
28 November 2014