

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated May 31, 2013 (the “**Prospectus**”) issued by Wuzhou International Holdings Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States except pursuant to Rule 144A or an exemption from registration requirements under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”). The Hong Kong Offer Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not and is not currently intended to be any public offering of securities in the United States.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, 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 announcement.

In connection with the Global Offering, BOCOM International Securities Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or maintaining the market price of our Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Friday July 5, 2013, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, and demand for the Shares and the price of the Shares could fall.



# Wuzhou International Holdings Limited

五洲國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

## GLOBAL OFFERING

Number of Offer Shares	: 1,140,740,000 Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares	: 114,076,000 Shares (subject to adjustment)
Number of International Offer Shares	: 1,026,664,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$1.50 per Offer Share (payable in full in Hong Kong dollars on application plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% and subject to refund)
Par value	: US\$0.01 per Share
Stock code	: 01369

### Joint Global Coordinators and Joint Sponsors *(in alphabetical order)*



### Joint Bookrunners and Joint Lead Managers *(in alphabetical order)*



Application has been made by the Company to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, (i) the Shares in issue; (ii) the Shares to be issued pursuant to the Global Offering; and (iii) the Shares that may be issued pursuant to the exercise of the Over-allotment Option and the options which may be issued under the Share Option Scheme. The Global Offering comprises the Hong Kong Public Offering of initially 114,076,000 Shares, representing approximately 10% of the total number of Offer Shares initially being offered in the Global Offering (subject to adjustment), and the International Offering of initially 1,026,664,000 Shares, representing approximately 90% of the total number of Offer Shares initially being offered in the Global Offering (subject to adjustment and the Over-allotment Option). In connection with the Global Offering, the Joint Global Coordinators on behalf of the International Purchasers, have an option to require the Company to issue and allot up to an aggregate of 171,110,000 additional Shares, representing approximately 15% of the initial number of Offer Shares to cover over-allocations in the Global Offering. The allocation of the Shares between the Hong Kong Public Offering and the International Offering is subject to adjustment as stated in the section headed “Structure of the Global Offering — The Hong Kong Public Offering” in the Prospectus.

Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, June 13, 2013, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, June 13, 2013. In the event that the Over-allotment Option is exercised, an announcement will be made on the website of the Company at <http://www.wz-china.com> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Offer Price will not be more than HK\$1.50 per Offer Share and is expected to be not less than HK\$1.15 per Offer Share. Applicants for Hong Kong Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$1.50 for each Offer Share together with a brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.50 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.** Applicants who would like to be allocated the Hong Kong Offer Shares in their own names should complete and sign the **WHITE** Application Forms or submit applications online through the designated website of the **White Form eIPO** Service Provider [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Form, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Friday, May 31, 2013 until 12:00 noon on Wednesday, June 5, 2013 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or their stockbroker, who may have such Application Forms and Prospectus available; or (ii) give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, May 31, 2013, until 12:00 noon on Wednesday, June 5, 2013 at:

BOCOM International Securities Limited  
9th Floor  
Man Yee Building  
68 Des Voeux Road Central  
Hong Kong

First Shanghai Securities Limited  
19/F, Wing On House  
71 Des Voeux Road Central  
Hong Kong

GF Securities (Hong Kong) Brokerage Limited  
29–30th Floor, Li Po Chun Chambers  
189 Des Voeux Road Central  
Hong Kong

Macquarie Capital Securities Limited  
Level 18  
One International Finance Centre  
Central  
Hong Kong

or any of the following branches of **Bank of Communications Co., Ltd. Hong Kong Branch:**

	<b>Branch name</b>	<b>Branch address</b>
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
	King's Road Sub-Branch	67–71 King's Road
Kowloon	Tsimshatsui Sub-Branch	Shop 1–3, G/F., 22–28 Mody Road, Tsimshatsui
	Kowloon Sub-Branch	G/F., 563 Nathan Road
New Territories	Market Street Sub-Branch	G/F., 53 Market Street, Tsuen Wan

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders payable to "Bank of Communications (Nominee) Co. Ltd. — Wuzhou Intl Public Offer" should be securely stapled, should be deposited in the special collection boxes provided at any of the branches and sub-branches referred to above on the following dates during the following times:

**Friday, May 31, 2013 — 9:00 a.m. to 5:00 p.m.**  
**Saturday, June 1, 2013 — 9:00 a.m. to 1:00 p.m.**  
**Monday, June 3, 2013 — 9:00 a.m. to 5:00 p.m.**  
**Tuesday, June 4, 2013 — 9:00 a.m. to 5:00 p.m.**  
**Wednesday, June 5, 2013 — 9:00 a.m. to 12:00 noon**

Applicants applying by **White Form eIPO** may submit their applications through the designated website **www.eipo.com.hk** from 9:00 a.m. on Friday, May 31, 2013 until 11:30 a.m. on Wednesday, June 5, 2013 (24 hours daily, except on the last application day) (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal being in force as described in the section headed "How to Apply for Hong Kong Offer Shares — VI. When may applications be made — Effect of bad weather on the opening of the application lists" in the Prospectus).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, May 31, 2013 until 12:00 noon on Wednesday, June 5, 2013. The application lists will open from 11:45 a.m. to 12:00 noon on Wednesday, June 5, 2013 (or such later date as may apply in case of certain bad weather conditions as described in the section headed "How to Apply for Hong Kong Offer Shares — VI. When may applications be made — Effect of bad weather on the opening of the application lists" in the Prospectus). Please refer to the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of applications in the Hong Kong Public Offering, the level of indications of interest in the International Offering and the basis of allocation of the Hong Kong Offer Shares on Tuesday, June 11, 2013 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), on the website of the Company at <http://www.wz-china.com> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations of the Hong Kong Public Offering, and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants (where appropriate) and the number of Hong Kong Offer Shares successfully applied for under **WHITE** and **YELLOW** Application Forms, by **White Form eIPO** and by giving **electronic application instructions** to HKSCC via CCASS, will be made available through a variety of channels from Tuesday, June 11, 2013 as described in the section headed “How to Apply for Hong Kong Offer Shares — X. Results of Allocations” in the Prospectus.

The Company will not issue temporary documents of title or receipt for application monies paid. Share certificates will only become valid documents of title provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms, which is expected to be at 8:00 a.m. on Thursday, June 13, 2013.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, June 13, 2013. Our Shares will be traded in board lots of 2,000 Shares each. The stock code of our Shares is 01369.

By Order of the Board of  
**Wuzhou International Holdings Limited**  
**SHU Cecheng**  
*Chairman and executive Director*

Hong Kong, Friday, May 31, 2013

*As at the date of this announcement, our executive Directors are Mr. Shu Cecheng, Mr. Shu Cewan, Mr. Shu Ceyuan, Ms. Wu Xiaowu and Mr. Zhao Lidong and our independent non-executive Directors are Dr. Song Min, Mr. Lo Kwong Shun Wilson and Prof. Shu Guoying.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*