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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 before deciding whether or not to invest in the Offer Shares.

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Wuzhou International Holdings Limited

五洲國際控股有限公司

(Stock code: 1369)

(Incorporated in the Cayman Islands with limited liability)

CLARIFICATION ANNOUNCEMENT

This announcement is made by the Company in response to articles (“**Articles**”) which appeared in certain newspapers recently regarding various allegations of non-compliances against the Company.

The Board wishes to affirm the statements made in the Prospectus and that, after having taken into account Rule 11.13 of the Listing Rules, there has been no significant change affecting any matters contained in the Prospectus and that no significant new matters have arisen, the inclusion of information in respect of which would have been required to be in the Prospectus had it arisen prior to the issue of the Prospectus.

The board of directors (the “**Board**”) of Wuzhou International Holdings Limited (the “**Company**”) notes certain news articles published by certain media in Hong Kong recently alleging that, among other things, the Company is subject to material non-compliance with PRC rules and regulations in relation to the establishment of the Company’s subsidiaries comprising the Group, the reorganization and the operations prior and subsequent to the Track Record Period. Such incidents of material non-compliance include tax evasion, non-disclosure of significant liabilities in the Accountants’ Report, breach of foreign exchange regulations relating to setup of operations, fictitious and illegal capital contributions, illegal foreign investment activities, illegal held on trust arrangement of shareholdings, illegal property ownership, non-compliant development plans and circumvention of regulatory approval from the Ministry of Commerce of the People’s Republic of China and the China Securities Regulatory Commission (the “**Allegations**”). No specific incidents of non-compliance were provided in the Allegations.

The Board wishes to clarify that all Allegations are completely unfounded without any factual basis. The Company’s PRC legal advisers, Global Law Office, has conducted relevant legal due diligence against each step of the Group’s reorganization during the Track Record Period, reviewed operating licenses of the Group members and reviewed the relevant confirmations and tax confirmations issued by the tax bureaus. Global Law Office has issued a legal opinion on May 31, 2013 in relation to the relevant individual shareholders’ compliance with 《關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知》（滙發(2005) 75 號） and the PRC subsidiaries’ compliance with the relevant PRC laws and regulations and is satisfied with the relevant capitalisation of the PRC subsidiaries of the Group. Global Law Office has confirmed that it has no reservations with regard to the confirmations covered in the legal opinion and is of the view that the Allegations are unfounded and inaccurate.

The Company’s reporting accountants, Ernst & Young, has also confirmed that they are not aware of any tax evasion or significant liabilities which should be disclosed in the Accountants’ Report but have not done so and has issued an unqualified Accountants’ Report which has been prepared in accordance with the IFRS as disclosed in the Prospectus.

The Board wishes to affirm the statements made in the Prospectus and that, after having taken into account Rule 11.13 of the Listing Rules, there has been no significant change affecting any matters contained in the Prospectus and that no significant new matters have arisen, the inclusion of information in respect of which would have been required to be in the Prospectus had it arisen prior to the issue of the Prospectus.

The Board confirms that all material information relevant to the Listing and the Group has been disclosed in the Prospectus in accordance with the requirements of the Listing Rule and the Board considers that the information above does not constitute material information that would require an amendment to the Prospectus or the issuance of a supplemental prospectus. Based on their due diligence conducted in relation to the Listing and discussions with the Company’s PRC legal advisers and reporting accountants, the Joint Sponsors are not aware of any of the non-compliant matters alleged in the Articles and therefore are of the view that no disclosure of such alleged matters is required to be made in the Prospectus.

Prospective investors should make any investment decision with respect to the Listing only after carefully reviewing and evaluating all of the information contained in the Prospectus. The Company and the Board accept full responsibility for the accuracy and completeness of the information contained in the Prospectus and this announcement.

Prospective investors should read the Prospectus carefully and the Company strongly cautions prospective investors not to place any reliance on any information contained in press articles or disseminated through other media, including, in particular, any financial projections, valuation or other forward-looking statements, certain of which may not be consistent with the information contained in the Prospectus. Potential investors are urged to rely only on information contained in the Prospectus before making any investment decision in respect of the Shares.

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

Hong Kong, Tuesday, June 4, 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 Ming, Mr. Lo Kwong Shun Wilson and Prof. Shu Guoying.

This announcement is prepared in both English and Chinese and in the event of inconsistency, the English text of this announcement shall prevail over the Chinese text.