

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

The information contained herein does not constitute an offer of securities for sale in the United States. Securities may not be offered or sold in the United States unless they are registered under applicable law or are exempt from registration under the United States Securities Act of 1933, as amended. No public offering of securities will be made in the United States.

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited 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.



Wuzhou International Holdings Limited

五洲國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01369)

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION, STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company announces that the Over-allotment Option has been partially exercised by the Joint Global Coordinators on behalf of the International Underwriters on July 5, 2013 in respect of 93,076,000 Shares (the “**Over-allotment Shares**”), representing approximately 8.16% of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), for the purpose of covering over-allocations in the International Offering.

The Over-allotment Shares will be issued and allotted by the Company at HK\$1.22 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

The Company also announces that the stabilization period in connection with the Global Offering ended on July 5, 2013.

Stabilizing actions were undertaken by the Stabilizing Manager during the stabilization period, further information in relation to which is set out below.

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option has been partially exercised by the Joint Global Coordinators on behalf of the International Underwriters on July 5, 2013 in respect of 93,076,000 Shares (the “**Over-allotment Shares**”), representing approximately 8.16% of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option).

The Over-allotment Shares will be issued and allotted by the Company at HK\$1.22 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering. The Over-allotment Shares will be solely used to cover over-allocations in the International Offering.

Listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Hong Kong Stock Exchange. Listing of and dealings in the Over-allotment Shares allotted and issued by the Company are expected to commence on the Main Board of the Stock Exchange at 9:30 a.m. on July 9, 2013.

The shareholding structure of the Company immediately before and immediately after the issue and allotment by the Company of the Over-allotment Shares is as follows:

(A) IMMEDIATELY BEFORE THE ISSUE AND ALLOTMENT OF THE OVER-ALLOTMENT SHARES

Shareholders	Number of Shares	Approximate percentage of the Company's issued share capital
Boom Win (<i>note 1</i>)	3,387,940,295	74.25%
Senior Management SPV (<i>note 2</i>)	34,221,619	0.75%
Public	1,140,740,000	25.00%
Total	4,562,901,914	100.00%

Notes

1. Boom Win is owned 60% by Shu Cecheng and 40% by Shu Cewan.
2. For the purpose of the Incentive Scheme, Senior Management SPV was set up, which consists of 7 companies, namely Dream Chaser, Mastery Ventures, Starry Horizon, Easy Cloud, Best Ring, Imperator Holdings and River Delta, all of which were incorporated in the British Virgin Islands and are wholly owned by our executive Directors Shu Ceyuan, Zhao Lidong, Wu Xiaowu, and other senior management. Please refer to the Prospectus for details.

(B) IMMEDIATELY AFTER THE ISSUE AND ALLOTMENTS OF THE OVER-ALLOTMENT SHARES

Shareholders	Number of Shares	Approximate percentage of the Company's issued share capital
Boom Win (<i>note 1</i>)	3,387,940,295	72.77%
Senior Management SPV (<i>note 2</i>)	34,221,619	0.73%
Public	1,233,816,000	26.50%
Total	4,655,977,914	100.00%

Notes

1. Boom Win is owned 60% by Shu Cecheng and 40% by Shu Cewan.
2. For the purpose of the Incentive Scheme, Senior Management SPV was set up, which consists of 7 companies, namely Dream Chaser, Mastery Ventures, Starry Horizon, Easy Cloud, Best Ring, Imperator Holdings and River Delta, all of which were incorporated in the British Virgin Islands and are wholly owned by our executive Directors Shu Ceyuan, Zhao Lidong, Wu Xiaowu, and other senior management. Please refer to the Prospectus for details.

The net proceeds to the Company of approximately HK\$113,338,233 from the issue and allotment of the 93,076,000 Over-allotment Shares by the Company will be used by the Company for the same purposes in the same proportions as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

The Company continues to observe the public float requirements under Rule 8.08(1)(a) of the Listing Rules immediately after the issue and allotment of the Over-allotment Shares.

END OF STABILIZATION PERIOD AND STABILIZATION ACTIONS

Pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company announces that the stabilization period in connection with the Global Offering ended on July 5, 2013, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering.

The Company has been informed that the stabilizing actions that have been undertaken by the Stabilizing Manager during the stabilization period involved:

- (i) over-allocations of an aggregate of 171,110,000 additional Shares in the International Offering representing 15% of the Offer Shares initially offered under the Global Offering before exercise of the Over-allotment Option;

- (ii) the borrowing of an aggregate of 171,110,000 Shares from Boom Win pursuant to the stock borrowing agreement dated June 6, 2013 between the Stabilizing Manager and Boom Win solely to cover over-allocations in the International Offering (the “**Stock Borrowing Agreement**”);
- (iii) successive market purchases of an aggregate of 78,034,000 Shares at a price in the range of HK\$1.16 to HK\$1.22 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) on the Stock Exchange; and
- (iv) the partial exercise of the Over-allotment Option by the Joint Global Coordinators on behalf of the International Underwriters on July 5, 2013 in respect of an aggregate of 93,076,000 Shares.

The 171,110,000 Shares borrowed by the Stabilizing Manager will be returned to Boom Win pursuant to the Stock Borrowing Agreement.

The last purchase in the course of stabilizing actions was made on July 5, 2013 at the price of HK\$1.19 per Share on the Stock Exchange (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%).

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

Hong Kong, July 5, 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.