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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)

PROPOSED ISSUE OF USD DENOMINATED SENIOR NOTES

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company proposes to issue U.S. dollar denominated senior notes. Completion of the Proposed Notes Issue is subject to, among others, market conditions and investor interest. The Notes are proposed to be guaranteed by the Subsidiary Guarantors. BNP Paribas and UBS, as the joint global coordinators, and BNP Paribas, UBS and Deutsche Bank, as the joint bookrunners and joint lead managers, are managing the Proposed Notes Issue. As at the date of this announcement, the terms and conditions of the Notes are still being determined and will likely include guarantees to be provided by the Subsidiary Guarantors as well as pledges of the shares of such Subsidiary Guarantors held by the Company or by other Subsidiary Guarantors. Upon finalising the terms of the Notes, it is expected that BNP Paribas, UBS, Deutsche Bank, the Subsidiary Guarantors and the Company will enter into the Purchase Agreement. The Company currently intends to use the net proceeds of the Notes to invest in existing and new real estate projects and the remainder for general corporate purposes. The Company may adjust the foregoing plans in response to changing market conditions, and thus, reallocate the use of proceeds in the future.

The Notes will only be offered (i) to qualified institutional buyers in reliance on Rule 144A of the Securities Act or in transaction not subject to registration requirements of the Securities Act, and (ii) outside the United States to non-U.S. Persons (as defined in Regulation S under the Securities Act) in compliance with Regulation S under the Securities Act.

The Company will seek a listing of the Notes on the Stock Exchange. A confirmation of the eligibility for the listing of the Notes has been received from the Stock Exchange.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

THE PROPOSED NOTES ISSUE

Introduction

The Company proposes to issue U.S. dollar denominated senior notes. Completion of the Proposed Notes Issue is subject to, among others, market conditions and investor interest. The Notes are proposed to be guaranteed by the Subsidiary Guarantors. BNP Paribas and UBS, as the joint global coordinators, and BNP Paribas, UBS and Deutsche Bank, as the joint bookrunners and joint lead managers, are managing the Proposed Notes Issue. As at the date of this announcement, the terms and conditions of the Notes are still being determined and will likely include guarantees to be provided by the Subsidiary Guarantors as well as pledges of the shares of such Subsidiary Guarantors held by the Company or by other Subsidiary Guarantors. Upon finalising the terms of the Notes, it is expected that BNP Paribas, UBS, Deutsche Bank, the Subsidiary Guarantors and the Company will enter into the Purchase Agreement, pursuant to which BNP Paribas, UBS and Deutsche Bank will be the initial purchasers of the Notes. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

The Notes will only be offered (i) to qualified institutional buyers in reliance on Rule 144A of the Securities Act or in transaction not subject to registration requirements of the Securities Act, and (ii) outside the United States to non-U.S. Persons (as defined in Regulation S under the Securities Act) in compliance with Regulation S under the Securities Act.

The Company currently intends to use the net proceeds of the Notes to invest in existing and new real estate projects and the remainder for general corporate purposes. The Company may adjust the foregoing plans in response to changing market conditions, and thus, reallocate the use of proceeds in the future.

Listing

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GENERAL

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UPDATED INFORMATION ABOUT THE GROUP SINCE OUR 2013 INTERIM REPORT

Since the publication of our 2013 interim report made up to June 30, 2013, there have been certain changes to the information relating to the Group's financial and operating position.

As of June 30, 2013, we had completed the construction of developments with a total GFA of approximately 1.5 million sq.m. We have since commenced the construction of Baoshan Wuzhou International Plaza, Phase II of China Longkou Wuzhou International Trade City and Wuzhou International Automobile Exhibition City.

As of June 30, 2013, we had interest-bearing bank loans and other borrowings of RMB3,326.3 million (US\$542.0 million)⁽¹⁾. In July and August 2013, we had additional interest-bearing bank loans and other borrowings in the amount of RMB360.0 million and we repaid our existing indebtedness by RMB448.1 million, one of which was a trust loan of RMB393.6 million with an interest rate of 16.80% per annum. As of June 30, 2013, we had approximately RMB5.3 billion in committed credit facilities (including bank loans and trust loans) and we had drawn RMB3.5 billion of interest-bearing bank loans and other borrowings. Since June 30, 2013, we have also obtained additional credit facilities in the aggregate amount of RMB630.0 million.

In July and August 2013, we won the bids for the land use rights for two parcels of land located in Changchun City, Jilin Province and Yixing City, Jiangsu Province, respectively. The total site area of the two parcels of land are 66,594 sq.m. and 144,836 sq.m., respectively. The land premium for the two parcels of land are RMB209.3 million and RMB325.9 million, respectively, which have not yet been paid by us. We have entered into the land use rights contract with the local state-owned land bureau for the parcel of land located in Yixing City, Jiangsu Province but we have not yet obtained the relevant land use rights certificate. We have not entered into the land use rights contract or obtained the land use rights certificate for the parcel of land located in Changchun City, Jilin Province.

As of the date of this announcement, we have a total of 27 projects, consisting of 13 specialized wholesale markets and 14 multi-functional commercial complexes, at different stages of development in seven rapidly developing provinces across China.

(1) The translation from RMB to U.S. dollar was made at the exchange rate on June 28, 2013 as set forth in the H.10 statistical release of the Federal Reserve Board of the United States, which was RMB6.1374 to US\$1.00.

DEFINITION

In this announcement, the following expressions shall have the meanings set forth below unless the context requires otherwise:

“BNP Paribas”	BNP Paribas Securities Corp., one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Notes
“Board”	the board of Directors
“Company”	Wuzhou International Holdings Limited (五洲國際控股有限公司), a company incorporated in the Cayman Islands with limited liability on June 22, 2010, the shares of which are listed on the main board of the Stock Exchange
“Deutsche Bank”	Deutsche Bank AG, Singapore Branch, one of the joint bookrunners and joint lead managers in respect of the offer and sale of the Notes
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notes”	the US\$ denominated senior notes to be issued by the Company subject to the terms and conditions of the Purchase Agreement
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan for the purposes of this announcement
“Proposed Notes Issue”	the proposed issue of the Notes by the Company
“Purchase Agreement”	the agreement to be entered into between, among others, the Company, the Subsidiary Guarantors, BNP Paribas, UBS and Deutsche Bank in relation to the Proposed Notes Issue
“Securities Act”	the United States Securities Act of 1933, as amended
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subsidiary Guarantors”	non-PRC subsidiaries of the Company that on the issue date of the Notes will provide guarantees to secure the Company’s obligations under the Notes
“UBS”	UBS AG, Hong Kong Branch, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Notes
“US” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$”, “USD” or “U.S. dollar”	United States dollar(s), the lawful currency of the United States

By order of the Board
Wuzhou International Holdings Limited
Shu Cecheng
Chairman

Hong Kong, September 17, 2013

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