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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of Wuzhou International Holdings Limited (the “**Company**”) hereby announces that the Company has granted share options (the “**Share Option(s)**”) under its share option scheme adopted on 27 May 2013 to certain directors (including independent non-executive directors) and employees of the Company and its subsidiaries (the “**Grantee(s)**”) which, subject to the acceptance of the Share Options by the Grantees, will enable the Grantees to subscribe for an aggregate of 93,119,611 new shares of US\$0.01 each (the “**Share(s)**”) in the share capital of the Company, representing approximately 2.00% of the issued share capital of the Company. A summary of such grant is set out below:

Date of grant	:	24 September 2013 (“ Date of Grant ”)
Exercise price of Share Options granted	:	HK\$1.270 per share, representing the highest of (i) the closing price of HK\$1.270 per Share as stated in the daily quotations sheets issued by The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”) on the Date of Grant; (ii) the average closing price of HK\$1.256 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of a Share
Total number of Share Options granted	:	93,119,611 Share Options (each Share Option shall entitle the holder of the Share Option to subscribe for one Share)

Closing price of the Shares on the Date of Grant : HK\$1.270 per Share

Validity period of the Share Options (the “**Option Period**”) : 24 September 2013 to 23 September 2017 (both days inclusive)

A total of 12,600,000 Share Options and 80,519,611 Share Options were granted to 7 directors and/or substantial shareholder(s) (within the meaning under the Listing Rules) and the chief financial officer, and certain employees of the Company and its subsidiaries, respectively, details of which are as follows:

Grantee	Title	Number of Share Options granted
Shu Cewan	Chief Executive Officer, Executive director and Substantial shareholder	3,000,000 Note
Shu Ceyuan	Executive director	2,000,000 Note
Wu Xiaowu	Executive director	2,000,000 Note
Zhao Lidong	Executive director	2,600,000 Note
Song Ming	Independent non-executive director	500,000 Note
Lo Kwong Shun Wilson	Independent non-executive director	500,000 Note
Shu Guoying	Independent non-executive director	500,000 Note
Chan Sze Hon	Chief financial officer	<u>1,500,000 Note</u>
Sub-total of Share Options granted to directors of the Company		12,600,000
Other employees of the Group		<u>80,519,611 Note</u>
Total		<u><u>93,119,611</u></u>

Note:

The Share Options are exercisable during the following periods:

- up to 30% of the Share Options granted to each Grantee at any time after the expiration of 12 months from the Date of Grant and ending on the expiry date of the Option Period and after the Grantee has satisfied the vesting conditions specified by the Board; and
- up to 30% of the Share Options granted to each Grantee at any time after the expiration of 24 months from the Date of Grant and ending on the expiry date of the Option Period and after the Grantee has satisfied the vesting conditions specified by the Board; and
- up to 40% of the Share Options granted to each Grantee at any time after the expiration of 36 months from the Date of Grant and ending on the expiry date of the Option Period and after the Grantee has satisfied the vesting conditions specified by the Board.

Save as disclosed in this announcement, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or an associate (within the meaning under the Listing Rules) of any of them.

Pursuant to Rule 17.04(1), the grant of Share Options to each of the above directors and/or substantial shareholder and chief financial officer of the Company has been approved by the independent non-executive directors of the Company (excluding the independent non-executive director who is the Grantee).

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

Hong Kong, 24 September 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.