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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 ADDITIONAL US\$ SENIOR NOTES DUE 2018

Reference is made to the Previous Announcements in relation to the Original Notes Issue.

The Company proposes to conduct a further international offering of guaranteed U.S. dollar denominated senior fixed rate notes on the same terms and conditions as the Original Notes, save for the issue date and the purchase price.

Details of the Proposed Additional Notes Issue, including the aggregate principal amount and the purchase price for the Additional Notes, will be determined through a book building exercise to be conducted by UBS as the sole global coordinator and the sole bookrunner of the Proposed Additional Notes Issue. Upon finalising the terms and conditions of the Additional Notes, it is expected that UBS, the Company and the Subsidiary Guarantors, among others, will enter into the Purchase Agreement. The pricing and completion of the Proposed Additional Notes Issue are subject to market conditions, investors interests and other customary closing conditions. The Additional Notes will be guaranteed by the Subsidiary Guarantors.

The Company intends to use the net proceeds from the Proposed Additional Notes Issue to invest in existing and new real estate projects and the remaining amount for general corporate purposes. The Company may adjust the foregoing plans in response to changing market conditions and circumstances and, thus, reallocate the use of the new proceeds.

The Company will seek a listing of the Additional Notes on the SEHK and the SGX-ST. A confirmation of the eligibility for the listing of the Notes has been received from the SEHK. In addition, approval in-principle has been received for the listing and quotation of the Original Notes and the Additional Notes on the Official List of the SGX-ST. Approval in-principle for the listing and quotation of the Notes on the SGX-ST is not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors or the Notes.

As no binding agreement in relation to the Proposed Additional Notes Issue has been entered into as at the date of this announcement, the Proposed Additional 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 Additional Notes Issue will be made by the Company should the Purchase Agreement be signed.

THE PROPOSED ADDITIONAL NOTES ISSUE

Introduction

Reference is made to the Previous Announcements in relation to the Original Notes Issue.

The Company proposes to conduct a further international offering of guaranteed U.S. dollar denominated senior fixed rate notes on the same terms and conditions of the Original Notes, save for the issue date and the purchase price.

Details of the Proposed Additional Notes Issue, including the aggregate principal amount and the purchase price for Additional Notes, will be determined through a book building exercise to be conducted by UBS as the sole global coordinator and the sole bookrunner of the Proposed Additional Notes Issue. Upon finalising the terms and conditions of the Additional Notes, it is expected that UBS, the Company and the Subsidiary Guarantors, among others, will enter into the Purchase Agreement. The Company will make a further announcement in respect of the Additional Notes upon the execution of the Purchase Agreement. The pricing and completion of the Proposed Additional Notes Issue is subject to market conditions, investors interests and other customary closing conditions. The Additional Notes will be guaranteed by the Subsidiary Guarantors.

The Additional Notes have not been, and will not be, registered under the U.S. Securities Act or any state securities laws and, unless so registered, may not be offered or sold within the United States and may only be offered, sold or delivered outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. Accordingly, the Additional Notes are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S. None of the Additional Notes will be offered to the public in Hong Kong.

Reasons for the Proposed Additional Notes Issue

The Company intends to use the net proceeds from the Proposed Additional Notes Issue to invest in existing and new real estate projects and the remaining amount for general corporate purposes.

Listing

The Company will seek a listing of the Additional Notes on the SEHK and the SGX-ST. A confirmation of the eligibility for the listing of the Notes has been received from the SEHK. In addition, approval in-principle has been received for the listing and quotation of the Original Notes and the Additional Notes on the Official List of the SGX-ST. Approval in-principle for the listing and quotation of the Notes on the SGX-ST is not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors or the Notes.

GENERAL

As no binding agreement in relation to the Proposed Additional Notes Issue has been entered into as at the date of this announcement, the Proposed Additional 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 Additional Notes Issue will be made by the Company should the Purchase Agreement be signed.

UPDATED INFORMATION ABOUT THE GROUP

As of 30 June 2013, the Company completed the construction of developments with a total GFA of approximately 1.5 million sq.m. The Company has since commenced the construction of Baoshan Wuzhou International Plaza, Phase II of China Longkou Wuzhou International Trade City, Area B of Qianzhou Wuzhou International Plaza, Wuzhou International Automobile Exhibition City, Phase I of Wuzhou International East China Trade City, Ruian Wuzhou International Trade City and Mudanjiang Wuzhou International Trade Exposition City, and completed part of Phase I of Xiangyang Wuzhou International Industrial Exhibition City, Phase I of Yancheng Wuzhou International Plaza, Phase I of Yantai Wuzhou International Industrial Exhibition City (Fushan), part of Phase I of China Longkou Wuzhou International Trade City, Phase I of Huaian Wuzhou International Plaza, Luoshe Wuzhou Columbus Plaza, Phase II of Dali Wuzhou International Trade City and Phase II of Yangjian Wuzhou International Plaza.

As of 30 June 2013, the Company had interest-bearing bank loans and other borrowings of RMB3,326.3 million (US\$542.0 million). From July to November 2013, the Company had additional interest-bearing bank loans and other borrowings in the amount of RMB726.6 million and the Company repaid its existing indebtedness by RMB553.2 million, one of which was a trust loan of RMB393.6 million with an interest rate of 16.80% per annum. As of 30 June 2013, the Company had approximately RMB5.3 billion in committed credit facilities (including bank loans and trust loans) and the Company has drawn RMB3.5 billion of interest-bearing bank loans and other borrowings. Since 30 June 2013, the Company has also obtained additional credit facilities in the aggregate amount of RMB1,660.0 million.

From July to November 2013, the Company won the bids for the land use rights for seven parcels of land located in six cities, including Luoyang City, Henan Province, Yixing City, Jiangsu Province, Yantai City, Shandong Province, Jilin City, Jilin Province, Shenyang City, Liaoning Province and Changchun City, Jilin Province, with a total site area of 590,164 sq.m. The Company entered into land use rights contracts with the local state-owned land bureaus for all these seven parcels of land and obtained the relevant land use rights certificates for the two parcels of land located in Luoyang City and Yixing City. The Company has fully paid up the land premium for the five parcels of land located in Luoyang City, Yixing City, Jilin City and Yantai City, in the amount of RMB743.6

million in total in November 2013. The land premium of the land located in Changchun City is RMB209.3 million, of which RMB104.7 million has been paid in July 2013. In accordance with relevant land use rights contract, the remaining land premium should be paid before 2 July 2014. The land premium of the land located in Shenyang City is RMB156.4 million, of which RMB78.2 million has been paid in November 2013. In accordance with relevant land use rights contract, the remaining land premium should be paid before 22 January 2014.

As of the date of this announcement, the Company has a total of 33 projects, consisting of 18 specialized wholesale markets and 15 multi-functional commercial complexes, at different stages of development in ten rapidly developing provinces across China.

DEFINITIONS

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

“Additional Notes”	the additional U.S. dollar denominated 13.75% senior notes due 2018 which the Company proposes to issue in the Proposed Additional Notes Issue
“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 22 June 2010, the shares of which are listed on the main board of the SEHK
“Directors”	the directors of the Company
“GFA”	gross floor area
“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 Original Notes and the Additional Notes
“Original Notes”	the guaranteed US\$100 million 13.75% senior notes due 2018 issued by the Company on 26 September 2013
“Original Notes Issue”	the issuance of the Original Notes by the Company on 26 September 2013

“PRC”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan for the purposes of this announcement
“Previous Announcements”	the announcements dated 17 September 2013, 19 September 2013 and 26 September 2013 issued by the Company in respect of the offering and issue of the Original Notes
“Proposed Additional Notes Issue”	the proposed issuance of the Additional Notes by the Company
“Purchase Agreement”	the agreement proposed to be entered into by and among, inter alia, the Company, the Subsidiary Guarantors and UBS in relation to the Proposed Additional Notes Issue
“Securities Act”	the United States Securities Act of 1933, as amended
“SEHK”	The Stock Exchange of Hong Kong Limited
“SGX-ST”	Singapore Exchange Securities Trading Limited
“sq. m.”	square meter
“Subsidiary Guarantors”	certain non-PRC subsidiaries of the Company that on the issue date of the Notes provided guarantees to secure the Company’s obligations under the Notes
“UBS”	UBS AG, Hong Kong Branch
“US” or “U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$”	United States dollar(s), the lawful currency of the United States
“%”	per cent

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

Hong Kong, 8 January 2014

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.