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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement dated September 14, 2014 (the “**Announcement**”) issued by Wuzhou International Holdings Limited (the “**Company**”) in relation to, among other things, the proposed issue of 7.00% convertible Notes in principal amount of US\$100,000,000 due 2019. All capitalized terms used herein shall have the same meanings as those set out in the Announcement unless defined otherwise.

The Company would like to clarify the procedures for appointing the Investor Director nominated by Ping An Real Estate Hong Kong (“**Investor Director Nominee**”) pursuant to its contractual right under the Purchase Agreement. In particular, the steps for Ping An Real Estate Hong Kong to nominate the Investor Director and the right for other Shareholders to nominate a director are illustrated below:

Steps	Ping An Real Estate Hong Kong	Other Shareholders
	Appointment by the Board (pursuant to Article 99(c) of the Articles of Association of the Company (the “Articles”))	Appointment by the Board (pursuant to Article 99(c) of the Articles)
1.	before the First Closing Date, Ping An Real Estate Hong Kong to submit the name and credentials of the Investor Director Nominee to the nomination committee (the “ Nomination Committee ”) of the Company for consideration pursuant to its contractual right as a holder of the Notes	Shareholder may submit the name and credentials of any director nominee they wish to nominate to the Nomination Committee of the Company for consideration
2.	Nomination Committee to review the credentials of the Investor Director Nominee and make appropriate recommendations to the Board	Nomination Committee to review the credentials of such nominee and make appropriate recommendations to the Board

Steps Ping An Real Estate Hong Kong

taking into account Ping An Real Estate Hong Kong's contractual right under the Purchase Agreement and provided that the appointment of the Investor Director complies with applicable laws and Listing Rules, the Directors may by board resolutions appoint the Investor Director pursuant to Article 99(c).

- any Director appointed by the board resolutions, including the Investor Director, shall hold office only until the next following annual general meeting ("AGM") of the Company and shall then be eligible for re-election.

Appointment by Shareholders at AGM (pursuant to Article 105 of the Articles)

- in addition, upon the conversion of the Notes and becoming a Shareholder of the Company, Ping An Real Estate Hong Kong can also submit a notice to propose any person for election provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgement of such notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

Other Shareholders

provided that the appointment of the director complies with applicable laws and Listing Rules, the Directors may by board resolutions appoint such director pursuant to Article 99(c).

- any Director appointed by the board resolutions shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

Appointment by Shareholders at AGM (pursuant to Article 105 of the Articles)

- in addition, any Shareholder can also submit a notice to propose any person for election provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgement of such notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

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

Hong Kong, September 22, 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.