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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)

VOLUNTARY ANNOUNCEMENT

Reference is made to the announcement (the “**Announcement**”) made by Wuzhou International Holdings Limited (the “**Company**”) dated September 14, 2014, in which it was mentioned that the Company entered into a purchase agreement with Ping An Real Estate (Hong Kong) Company Limited and PA Glorious Opportunity VIII Limited (“**PAG**”, together, the “**Investors**”), pursuant to which the Investors agreed to purchase, and the Company agreed to issue and sell, the 7.00% convertible notes with an aggregate principal of US\$100,000,000. It was also mentioned in the Announcement that the Company and Ping An Real Estate Company Limited (“**Ping An Real Estate**”) entered into the Strategic Cooperation Framework Agreement, pursuant to which Ping An Real Estate intends to make strategic investments of up to RMB1.5 billion in aggregate in the Company’s future specialized wholesale markets and logistics projects.

Against this backdrop, on November 1, 2014, a strategic committee was formed between the Company and the Investors for the purpose of providing strategic advice for the consideration of the board of Directors of the Company (the “**Board**”) in future development and investment strategies. The goal of the strategic committee is to further assist the Board in advancing the Company to be the leading developer and operator of integrated merchandising and logistics platform serving China’s small and medium-sized enterprises. The strategic committee comprises the following members: Mr. Wang Wei, a General Manager of Ping An Real Estate Fund Management (平安不動產股權投資管理有限公司) and a Non-executive Director of the Company; Mr. Addy Chen, a General Manager of Ping An Real Estate of Industrial and Logistics Co. Ltd. (平安不動產工業物流有限公司); Mr. Eddie Hui, a Managing Partner of PAG; and Mr. Shu Cecheng, Mr. Shu Cewan, Ms. Wu Xiaowu and Mr. Zhao Lidong, each an Executive Director of the Company.

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

Hong Kong, November 3, 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; the non-executive Director is Mr. Wang Wei; and the independent non-executive directors of the Company are Dr. Song Ming, Mr. Lo Kwong Shun Wilson and Prof. Shu Guoying.