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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)

COMPLETION OF PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Sole Global Coordinator and Sole Bookrunner

NOMURA

Joint Placing Agents

NOMURA



The Company is pleased to announce that completion of the Placing and the Subscription took place on 4 June 2015 and 15 June 2015, respectively. The Company received total net proceeds of approximately HK\$460 million from the Subscription and intends to use the net proceeds from the Subscription for the purposes as disclosed in the paragraph headed “(5) Reasons for the Placing and Subscription and Use of Proceeds” in the announcement of the Company dated 1 June 2015 (the “Announcement”) in relation to, among other things, the Placing and the Subscription.

Reference is made to the Announcement. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Company is pleased to announce that completion of the Placing and the Subscription took place on 4 June 2015 and 15 June 2015, respectively.

A total of 327,464,000 Placing Shares have been successfully placed at the Placing Price of HK\$1.42 per Placing Share to not less than six placees who are professional investors, each of which, with their ultimate beneficial owners, are independent third parties to the Company, and not connected with the Company and any of its connected persons (as defined in the Listing Rules) or their respective associates (as defined in the Listing Rules) and independent of and not acting in concert with the Vendor and its concert parties. None of the placees and their ultimate beneficial owners has become a substantial shareholder (as defined in the Listing Rules) of the Company upon taking up the Placing Shares.

Further, all the conditions of the Subscription have been fulfilled and completion of the Subscription took place on 15 June 2015. A total of 327,464,000 Subscription Shares (equal to the number of the Placing Shares successfully placed by the Joint Placing Agents pursuant to the Placing and Subscription Agreement) were subscribed by the Vendor at the net issue price per Subscription Share (after deduction of the relevant commission and expenses incurred by the Vendor in relation to the Placing and the Subscription) of HK\$1.42 for each Subscription Share. The Subscription Shares represent approximately 6.56% of the issued share capital of the Company as enlarged by the issue and allotment of the Subscription Shares. The Company received total net proceeds from the Subscription of approximately HK\$460 million and intends to use the net proceeds from the Subscription for the purposes as disclosed in the paragraph headed “(5) Reasons for the Placing and the Subscription and Use of Proceeds” in the Announcement.

EFFECTS OF THE PLACING AND THE SUBSCRIPTION

The table below sets out the shareholding structure of the Company before and after the Placing and the Subscription:

Name of Shareholders	Immediately before Completion of the Placing and the Subscription		Immediately after Completion of the Placing		Immediately after completion of the Subscription pursuant to the Placing and Subscription Agreement	
	Number of Shares	% of Shareholding (approximate)	Number of Shares	% of Shareholding (approximate)	Number of Shares	% of Shareholding (approximate)
Vendor	3,387,940,295	72.66%	3,060,476,295	65.64%	3,387,940,295	67.89%
Public	1,274,817,619	27.34%	1,274,817,619	27.34%	1,274,817,619	25.55%
Placees	0	0.00%	327,464,000	7.02%	327,464,000	6.56%
TOTAL	4,662,757,914	100.00%	4,662,757,914	100.00%	4,990,221,914	100.00%

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

Hong Kong, 15 June 2015

As of 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 are Dr. Song Ming, Mr. Lo Kwong Shun Wilson and Prof. Shu Guoying.