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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)

DISCLOSEABLE TRANSACTION ACQUISITION OF TARGET LAND PARCEL

TARGET LAND PARCEL AND CONFIRMATION LETTER

The Board is pleased to announce that on 3 July 2015, the Group, through the Purchaser, won the bids for the land use rights in respect of the Target Land Parcel at RMB450,300,000, through the listing-for-sale processes of the Target Land Parcel as evidenced by the Confirmation Letter.

The Target Land Parcel has a total site area of approximately 222,655 sq.m. with a total planned GFA of approximately 462,115 sq.m. The purpose of such acquisition is to begin the initial development of the China International Electrics & Electronic Appliance City* (中國國際電工電器城). As disclosed in this announcement, the Target Land Parcel is located at the convenient centre location of Liubai Xincheng* (柳白新城), Yueqing City, Zhejiang Province, the PRC. The Board believes that the Target Land Parcel is well placed with huge development potential, and its consideration is fair and reasonable.

IMPLICATIONS UNDER THE LISTING RULES

As the highest applicable percentage ratio in respect of the acquisition of the Target Land Parcel is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the announcement requirements but exempt from the shareholders' approval requirements under Chapter 14 of the Listing Rules.

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THE LAND GRANT CONTRACT

The Purchaser is expected to enter into a Land Use Rights Grant Contract (國有建設用地使用權出讓合同) with the Vendor on or before 2 August 2015 after signing of the Confirmation Letter.

Consideration and Payment Terms of the Target Land Parcel

The consideration for the acquisition of the land use right of the Target Land Parcel is RMB450,300,000, which was arrived at after a public listing-for-sale process organized and held by Yueqing Municipal Bureau of State Land and Resources (樂清市國土資源局). In determining the bidding price for the Target Land Parcel, the Group has taken into account various factors including the market value of comparable land located in the vicinity of the Target Land Parcel, the current property market environment in Yueqing, the development potential of the Land Parcel and the potential revenue to be generated. The Purchaser will satisfy the consideration from internal resources of the Group.

Term of the Land Use Rights of the Target Land Parcel

The term of the land use rights shall be 50 years for cultural, sports and entertainment use and 40 years for commercial use commencing from the delivery of the Target Land Parcel to the Purchaser.

INFORMATION ABOUT THE CHINA INTERNATIONAL ELECTRICS & ELECTRONIC APPLIANCE CITY* (中國國際電工電器城)

China International Electrics & Electronic Appliance City* (中國國際電工電器城), located in Liushi Yueqing City, which is also renowned as the “China’s City of Electric Appliances”, is the key leading project with an area of 27 square kilometers which is the most concentrated, most economically active and has the greatest potential in Liubai Industrial New City* (柳白產業新城). The project aims to be the model project in the PRC as the first industry-city collaboration project with great efficiency in terms of its synergy by capitalizing the advantages in the country of origin market. The project will perform a wide array of functions covering product transaction, international conferences, e-commerce, logistics & warehouse,

financial services, commercial and office functions, information exchange, brand promotion, external trading services and lifestyle packages, in order to build a trading and industry service base for electric and electronic products with the greatest scale, encompassing the most diverse types of products and the most comprehensive service functions in the world.

REASONS FOR AND BENEFITS OF ENTERING INTO THE ACQUISITION

The principal activities of the Group are property development, property investment and property management. In view of the development needs and future plans of the Group, the Target Land Parcel is well placed with huge development potential, and its consideration is fair and reasonable. The Directors consider that the Acquisition of the Target Land Parcel is in line with the overall development strategy of the Group, and has positive influence on the long-term development of the Company. The Directors consider that the terms of the Land Grant Contract to be entered into are on normal commercial terms and that such terms are fair and reasonable and in the interests of the Company and Shareholders as a whole.

INFORMATION ON THE PURCHASER, THE VENDOR AND THE GROUP

The Purchaser

The Purchaser is a company incorporated under PRC laws with limited liability and an indirect wholly owned subsidiary of the Company.

The Vendor

The Vendor is a governmental body in the PRC and is responsible for, among other things, administering the examination and approval of land planning, assignment and transfer of the land use rights of the State-owned land in Yueqing City, Zhejiang Province, the PRC, and issue of different land certificates. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are independent third parties independent of the Company and its core connected persons (as defined in the Listing Rules).

The Group

The principal activities of the Group are development and operation of specialised wholesale markets in the PRC and a property developer in the development of multi-functional commercial complexes in the PRC.

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DEFINITIONS

Unless otherwise defined, the following expressions in this announcement have the following meanings:

“Acquisition”	the acquisition of the land use rights of the Target Land Parcel pursuant to the Land Grant Contract
“Board”	the board of Directors of the Company
“Company”	Wuzhou International Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange
“Confirmation Letter”	the confirmation letter dated 3 July 2015 issued by Yueqing Municipal Bureau of State Land and Resources in respect of the Target Land Parcel
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“GFA”	gross floor areas
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purposes of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	Wuxi Wuzhou Ornament City Co., Ltd* (無錫五洲國際裝飾城有限公司), a company incorporated in the PRC with limited liability and an indirect wholly owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Shares of the Company

“Shares”	ordinary share(s) with a par value of US\$0.01 each in the issued share capital of the Company
“sq.m.”	square metres
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Land Parcel”	the four land parcels located at the convenient centre location of Liubai Xincheng, Yueqing City, Zhejiang Province, the PRC
“Vendor”	Yueqing Municipal Bureau of State Land and Resources (樂清市國土資源局)
“%”	per cent

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

Hong Kong, 3 July 2015

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.

* *Denotes English translation of a Chinese Company or entity or vice versa and is provide for identification purpose only.*