



WUZHOU INTERNATIONAL HOLDINGS LIMITED
五洲國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

US\$300,000,000 13.75 % Senior Notes Due 2018 (the “Notes”)

**UNUSUAL PRICE AND TRADING MOVEMENTS,
INSIDE INFORMATION AND
RESUMPTION OF TRADING**

Reference is made to the announcement issued by the Company dated 10 November 2015 in relation to certain share transfers by the controlling shareholder of the Company.

The Board wishes to announce that it was informed by Boom Win Holdings Limited (“**Boom Win**”), the Company’s controlling shareholder on November 19, 2015, that it entered into a share purchase agreement (the “**Agreement**”) with a Mr. Sun Hong Bing (孫宏兵) (the “**Purchaser**”) to dispose 936,438,000 Shares of the Company (the “**Disposal**”) which constitute 18.77% of the issued share capital of the Company. Pursuant to the understanding of the Company as informed by Boom Win, the completion of the Disposal will take place on or around November 20, 2015 (or such other date as shall be agreed among Boom Win and Purchaser).

Principal Terms of the Agreement

Date: November 19, 2015

Parties: Boom Win, a company incorporated in the British Virgin Islands, which is owned by Mr. Shu Cecheng and Mr. Shu Cewan, 60% and 40%, respectively, the controlling shareholder of the Company (as Seller)

Mr. Sun Hong Bing, a resident in Hong Kong, who was born in 1967 in Linyi County, Shanxi Province, the PRC (中國山西省臨猗縣) (as Purchaser)

Pursuant to the Agreement, the Purchaser has conditionally agreed to purchase, and Boom Win has conditionally agreed to sell, 936,438,000 Shares of the Company (“**Sale Shares**”), which constitute 18.77% of the issued share capital of the Company. The consideration for the sale of the Sale Shares is approximately HK\$0.34 per share, the aggregate purchase price for the sale is HK\$320,000,320, which shall be fully satisfied upon completion of the Disposal. Completion of the Disposal is conditional, *inter alia*, on the Company’s resumption of trading on the Stock Exchange. Subject to the terms and conditions of the Agreement, Boom Win shall sell its Share in the Company as the legal and beneficial owner to the Purchaser free and clear of all Liens (other than the Liens created pursuant to the terms of the Agreement),

together with full rights, title, and interest inherent in them, such as voting rights, profits, reserves or dividends, bonuses and preferences, whether provided by Law or the by-laws or articles of association of the Company.

Upon completion, the Purchaser will own 18.77% of the total issued share capital of the Company, whereas Boom Win will continue to own 51.14%.

The Company confirms that, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Mr. Sun Hong Bin is an independent third party of the Company and its connected person(s).

The Board was also informed by Boom Win that, other than the Agreement, as of the date of this announcement, no further discussion or negotiation is in progress. The Company will make further announcement if and when such position is changed.

The Board has also noted the recent fluctuation in price and trading of the Company's Shares. Having made all due enquiries with respect to the Company as is reasonable in the circumstances, the Board confirms that it is not aware of any reason for such fluctuation in price and trading or of any information which must be announced to avoid a false market in the Company's securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) apart from the announcement above. The Company will continue to assess prevailing market conditions and funding arrangements, in order to determine whether to exercise the repurchase mandate. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders as a whole.

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and the Articles and the laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorized by the Articles and subject to the Companies Law of the Cayman Islands, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled.

The Company operates a share option scheme (the "**Scheme**") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, the Company's shareholders, and any non-controlling shareholder in the Company's subsidiaries. The Company will assess the appropriateness of granting further options under its share option scheme approved by the shareholders on May 27, 2013 to eligible participants who contributed to the success of the Group's operations as the Board deems appropriate.

At the request of the Company, trading of the Shares of the Company on the Stock Exchange has been halted with effect from 9:00 a.m. on 10 November 2015 pending the release of this announcement. The Company has applied to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 20 November 2015.

The Notes of the Company traded on the Singapore Exchange Securities Trading Limited (“SGX”) have also been suspended since 10 November 2015, and the Company has also applied to the SGX for the resumption of trading in the Notes of the Company on 20 November 2015.

This announcement is made by the order of the Company. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

DEFINITION

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“Board”	the board of Directors
“Boom Win”	Boom Win Holding Limited (盛凱控股有限公司), a company incorporated in the BVI on April 18, 2006 with limited liability. As at the date of this announcement, Boom Win is owned by Mr. Shu Cecheng (舒策城) as to 60% and Mr Shu Cewan (舒策丸) as to 40%
“Company”	Wuzhou International Holdings Limited (五洲國際控股有限公司), a company incorporated in the Cayman Islands, the issued shares of which are listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	directors (including independent non-executive directors) of the Company
“Law”	all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, ordinances, orders of any government authority; and (ii) orders, writs, decisions, approvals, authorizations, injunctions, judgments, directives, awards, determinations and decrees of or agreements with any government authority
“Liens”	any mortgage, pledge, lease, sublease, license, occupancy agreement, easement, covenant, condition, encroachment, shareholders’ agreement, limitation in voting rights, interest, preemptive right, option, right of first offer, negotiation or refusal, proxy, lien, charge or other restrictions or limitations of any nature whatsoever (including regarding assignment and licensing), including such liens as may arise under any contract

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Purchaser”	Mr. Sun Hong Bing, a resident in Hong Kong who was born in 1967 in Linyi County, Shanxi Province, the PRC (中國山西省臨猗縣)
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchase issued by the Securities and Futures Commission
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	Ordinary share(s) of the Company with the nominal/par value of US\$0.01 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong Dollars
“%” or “per cent”	Percentage

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

Hong Kong, November 20, 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.