

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 6 June 2012 (the “Prospectus”) issued by Xiezhong International Holdings Limited for detailed information about the Share Offer described in the Prospectus before deciding whether or not to invest in the Shares thereby being offered.

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as defined in the Prospectus.

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent of registration or an exemption from registration under the U.S. Securities Act. The Offer Shares are being offered and sold outside of the United States in offshore transactions in accordance with Regulation S. There is not and is not currently intended to be any public offering of securities of the Company in the United States.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Xiezhong International Holdings Limited

協眾國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

PLACING AND PUBLIC OFFER

Number of Offer Shares:	200,000,000 Shares
Number of Hong Kong Offer Shares:	20,000,000 Shares (subject to reallocation)
Number of International Placing Shares:	180,000,000 Shares (subject to reallocation)
Offer Price:	Not more than HK\$1.32 and expected to be not less than HK\$0.93 per Offer Share (payable in full upon application in Hong Kong dollars and subject to refund on final pricing), plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%
Par Value:	HK\$0.01 per Share
Stock Code:	3663

Sponsor

 **國泰君安國際**
GUOTAI JUNAN INTERNATIONAL
Guotai Junan Capital Limited

Sole Global Coordinator, Bookrunner and Lead Manager

 **國泰君安國際**
GUOTAI JUNAN INTERNATIONAL
Guotai Junan Securities (Hong Kong) Limited

Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, Shares in issue and to be issued as described in the Prospectus pursuant to the Share Offer and the Capitalisation Issue and up to 10% of the Shares in issue as at the Listing Date, to be issued upon the exercise of any options which may be granted under the Share Option Scheme. The Share Offer comprises the Hong Kong Public Offering of initially 20,000,000 Shares, representing 10% of the total number of Shares initially being offered in the Share Offer (subject to reallocation) and the International Placing of initially 180,000,000 Shares, representing 90% of the total number of Shares initially being offered in the Share Offer (subject to reallocation).

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

Applicants who would like to be allotted the Hong Kong Offer Shares in their own names should complete and sign the **WHITE** Application Forms or submit an application online through the designated website of the HK eIPO White Form Service Provider at **www.hkeipo.hk**. Applicants who would like to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should give **electronic application instructions** to HKSCC via CCASS or complete and sign the **YELLOW** Application Forms.

Copies of the **YELLOW** Application Form and the Prospectus may be obtained during normal business hours from 9:00 a.m. on Wednesday, 6 June 2012 until 12:00 noon on Monday, 11 June 2012 from:

- (1) the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong; or
- (2) your stockbroker, who may have such Application Forms and the Prospectus available.

Copies of the Prospectus together with the **WHITE** Application Forms may be obtained during normal business hours from 9:00 a.m. on Wednesday, 6 June 2012 until 12:00 noon on Monday, 11 June 2012 from:

(1) any of the following addresses of the Hong Kong Underwriters:

Guotai Junan Securities (Hong Kong) Limited

27th Floor, Low Block
Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

Ever-Long Securities Company Limited

18th Floor, Dah Sing Life Building
99-105 Des Voeux Road Central
Hong Kong

Hong Kong International Securities Limited

23rd Floor, Arion Commercial Centre
2-12 Queen's Road West
Hong Kong

Huatai Financial Holdings (Hong Kong) Limited

Room 5808-12, The Centre
99 Queen's Road Central
Hong Kong

South China Securities Limited

28/F, Bank of China Tower
1 Garden Road
Central
Hong Kong

(2) any of the following branches of DBS Bank (Hong Kong) Limited:

	Branch Name	Address
Hong Kong Island:	Head Office	G/F, The Center, 99 Queen's Road Central, Central
	United Centre Branch	Shops 1015–1018 on 1/F, United Centre, 95 Queensway, Admiralty
	Des Voeux Road Central Branch	B/F, G/F, 1/F, 39–41 Des Voeux Road Central, Central
	North Point Branch	G/F, 391 King's Road, North Point
	Causeway Bay Branch	12–14 Yee Wo Street, Causeway Bay
Kowloon:	Nathan Road Branch	G/F, Wofoo Commercial Building, 574–576 Nathan Road, Mongkok, Kowloon
	Tsimshatsui Branch	G/F, 22–24 Cameron Road, Tsimshatsui
	Hoi Yuen Road	Unit 2, G/F, Hewlett Centre, 54 Hoi Yuen Road, Kwun Tong, Kowloon
	Amoy Plaza Branch	G45–48, Amoy Plaza, 77 Ngau Tau Kok Road, Ngau Tau Kok
New Territories:	Yuen Long Branch	G/F, 1–5 Tai Tong Road, Yuen Long
	Shatin Plaza Branch	Shop 47 & 48, Level 1, Shatin Plaza, No. 21–27 Sha Tin Centre Street, Shatin, New Territories
	Tsuen Wan Branch	G/F, 23 Chung On Street, Tsuen Wan

Applicants may apply for the Hong Kong Offer Shares through the **HK eIPO White Form** service by submitting their application to the designated HK eIPO White Form Service Provider through the designated website at www.hkeipo.hk from 9:00 a.m. on Wednesday, 6 June 2012, until 11:30 a.m. on Monday, 11 June 2012, or such later time as described in the paragraph headed “How to apply for the Hong Kong Offer Shares — Effect of bad weather on the opening of the application lists” of the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input electronic application instructions from 9:00 a.m. on Wednesday, 6 June 2012 until 12:00 noon on Monday, 11 June 2012.

Subject to the events as described in the section headed “How to apply for the Hong Kong Offer Shares — Effect of bad weather on the opening of the application lists” in the Prospectus, applicants may lodge their applications for the Hong Kong Offer Shares by the various means as referred to in the section headed “How to apply for the Hong Kong Offer Shares” in the Prospectus during the period from Wednesday, 6 June 2012 to 12:00 noon, Monday, 11 June 2012. The application monies (including the brokerages, SFC transaction levies and Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interests on Friday, 15 June 2012.

Please refer to the sections headed “Structure of the Share Offer” and “How to apply for the Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the final Offer Price, the level of indication of interest under the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering on or before Friday, 15 June 2012 in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the Company’s website at www.xiezhonginternational.hk and the website of the Stock Exchange at www.hkexnews.hk. Results of allocations in the Hong Kong Public Offering (with successful applicants’ identification document numbers, where appropriate) will be available through a variety of channels from Friday, 15 June 2012 as described in the section headed “How to apply for the Hong Kong Offer Shares — Publication of results” in the Prospectus.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 18 June 2012.

The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Company is 3663. The Company will not issue temporary documents of title, evidence of title or receipt for payment.

By order of the Board of
Xiezhong International Holdings Limited
Chen Cunyou
Chairman

Hong Kong, 6 June 2012

As at the date of this announcement, the executive Directors are Mr. Chen Cunyou and Mr. Ge Hongbing; the non-executive Directors are Mr. Zhang Yichen, Mr. Fang Kenneth Hung, Mr. Liu Xiaoping and Mr. Wang Zhenyu; and the independent non-executive Directors are Mr. Zhang Shulin, Mr. Lau Ying Kit and Mr. Cheung Man Sang.

Please refer to the published version of this announcement in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese).