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If you have sold or transferred all your shares in Wuzhou International Holdings Limited 五洲國際控股有限公司, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 19 May 2014 at 10:30 a.m. is set out on pages 13 to 16 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with the 2013 annual report of the Company which has been dispatched to the Shareholders with this circular.

Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

Hong Kong, 2 April 2014

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
General mandate to repurchase Shares	3
General mandate to issue Shares	4
Re-election of Directors	4
Annual General Meeting	4
Recommendation	5
Responsibility statement	5
Appendix I – Explanatory Statement for the Repurchase Mandate	6
Appendix II – Details of the Directors to be Re-elected	9
Notice of Annual General Meeting	13

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 19 May 2014 at 10:30 a.m. or any adjournment thereof, notice of which is set out on pages 13 to 16 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company as may be amended from time to time
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Boom Win”	Boom Win Holdings Limited, a limited liability company incorporated under the laws of the British Virgin Islands on 18 April 2006. It is 60% owned by Mr. Shu Cecheng and 40% owned by Mr. Shu Cewan
“Companies Law”	the Companies Law (2011 Revision) of the Cayman Islands for the time being in force
“Company”	Wuzhou International Group Limited 五洲國際控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, and the securities of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Dream Chaser”	Dream Chaser Holdings Limited, a limited liability company incorporated under the laws of the British Virgin Islands on 31 May 2012. It is 100% owned by Mr. Shu Ceyuan
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate to the Directors to allot and issue new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“Latest Practicable Date”	25 March 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company as may be amended from time to time
“PRC”	The People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate to the Directors to exercise the power of the Company to repurchase the fully paid up Shares of up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Shu Cecheng (*Chairman*)
Mr. Shu Cewan (*Chief Executive Officer*)
Mr. Shu Ceyuan
Ms. Wu Xiaowu
Mr. Zhao Lidong

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive Directors:

Dr. Song Ming
Mr. Lo Kwong Shun Wilson
Prof. Shu Guoying

Principal place of business in

Hong Kong:
Unit 5105, 51/F
The Center
99 Queen's Road Central
Central
Hong Kong

2 April 2014

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) the granting to the Directors the Repurchase Mandate; (ii) the granting to the Directors the Issue Mandate; (iii) the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares in the share capital of the Company

LETTER FROM THE BOARD

subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation thereto subject to the Listing Rules. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required to be held by law or the Articles, or the date upon which such authority is revoked or varied by an ordinary resolution of the Company in a general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement which is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general and unconditional mandate to allot and issue new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation thereto. Subject to the passing of the ordinary resolution granting the Issue Mandate and on the basis of 4,655,977,914 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to issue 931,195,582 Shares, being 20% of the issued share capital of the Company as at the date of passing of the resolution to approve the Issue Mandate. The Issue Mandate will end on the earliest of the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required to be held by law or the Articles, or the date upon which such authority is revoked or varied by an ordinary resolution of the Company in a general meeting.

Subject to the passing of the aforesaid ordinary resolutions in relation to the Repurchase Mandate and the Issue Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the Issue Mandate to issue and allot Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

Pursuant to the Articles, Mr. Shu Cecheng, Mr. Shu Cewan and Mr. Shu Ceyuan will retire from offices as Directors at the Annual General Meeting and, being eligible, will offer themselves for re-election as Directors. Information on the retiring Directors is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 13 to 16 of this circular.

Pursuant to the requirements of the Listing Rules, all votes to be taken at the Annual General Meeting will be by poll.

LETTER FROM THE BOARD

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event no later than 48 hours before the time appointed for holding the Annual General Meeting. Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof in person should you so wish.

RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate and the Issue Mandate to the Directors, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

Yours faithfully,
By order of the Board of
WUZHOU INTERNATIONAL HOLDINGS LIMITED
Shu Cecheng
Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,655,977,914 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no outstanding share options of the Company are exercised and no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 465,597,791 Shares, being 10% of the entire issued share capital of the Company.

2. REASONS FOR SHARES REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as a whole as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. 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.

3. FUNDING OF REPURCHASES

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, 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 Directors consider that the exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December

2013). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2013) which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous ten months from the date when the Shares commenced trading on the Stock Exchange, i.e. 13 June 2013, preceding the Latest Practicable Date are as follows:

	Price Per Share	
	Highest HK\$	Lowest HK\$
2013		
June	1.38	1.20
July	1.32	1.15
August	1.31	1.23
September	1.31	1.23
October	1.27	1.16
November	1.25	1.18
December	1.30	1.19
2014		
January	1.41	1.20
February	1.40	1.31
March (up to the Latest Practicable Date)	1.59	1.28

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Memorandum and the Articles and the laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

6. TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If a Shareholder's proportionate interest in the voting capital of the Company increases as a result of a share repurchase, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Boom Win, a company directly owned as to 60% by Mr. Shu Cecheng and as to 40% by Mr. Shu Cewan, was beneficially interested in an aggregate of approximately 72.77% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the shareholding in the Company held by them would be increased to approximately 80.85% of the issued share capital of the Company. Accordingly, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchases on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of that company would be in public hands. The Directors have no present intention to exercise the power to repurchase Shares to the extent that the aggregate amount of the Shares in the public hands would be reduced to less than such prescribed minimum percentage.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Shu Cecheng (舒策城), aged 45, is our chairman. Mr. Shu was appointed as our Director on 22 June 2010 and was re-designated as an executive Director on 14 November 2012. He is the brother of Mr. Shu Cewan, our chief executive officer, Mr. Shu Ceyuan, our executive Director and Mr. Shu Cezhang, our Group's head of operations. Mr. Shu established the business of our Group in December 2004 and has been primarily responsible for the overall business, financial and strategic planning of our Group. Mr. Shu is also responsible for overall development of our Group's strategic direction and corporate policies and plays an active role in the development, maintenance and strengthening of client relations. Mr. Shu has over nine years of experience in the real estate development industry and he has been with our Group since December 2004. He has also been the executive director of certain of our Group companies. Throughout the years, Mr. Shu has held various positions in many professional organizations. For instance, Mr. Shu was appointed as the chairman of the Council of China SCMALL Academy (中國市場研究院理事會) in October 2009 and has been the executive vice president of Wuxi Wenzhou Chamber of Commerce (無錫市溫州商會) since November 2011. Mr. Shu has also been appointed as the committee member of the Wuxi Committee of the Chinese People's Political Consultative Conference (無錫市政協) since June 2012, and the executive director of the fourth Wuxi Charity Federation (第四屆無錫市慈善總會) since May 2011. In addition, Mr. Shu is currently the chairman of the Sixth Council of Wuxi Market Association (無錫市場協會第六屆理事會), the member of the Eleventh executive committee of Wuxi Association of Industry and Commerce (無錫市工商業聯合會第十一屆執行委員會) and the chairman of Wuxi Chamber of Commerce (無錫市總商會) and the vice chairman of the China Economic and Trade Promotion Association (中國經濟貿易促進會).

Mr. Shu has also received many awards acknowledging his contributions and accomplishments in the area of real estate development. For instance, in 2013, Mr. Shu was named "People of the Year in Brand Enterprises in China" by the Chinese Entrepreneurs Development Federation, "2013 Pioneer in Chinese Market" by China General Chamber of Commerce and "Person of the China Brand Year Award" by the organizing committee of Award Ceremony of Brand Enterprises in China.

Mr. Shu has obtained a master of business administration at the Victoria University Switzerland in December 2012 after 3 years of part-time study.

Save as disclosed above, Mr. Shu has not held any directorship in the last three years in public companies which are listed in Hong Kong or overseas.

Mr. Shu has entered into a service contract with the Company for a term of three years commencing on 18 May 2013 which could be terminated by either party giving three months' prior written notice and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles. His emoluments are determined with reference to his duties and responsibilities with the Company and the Company's remuneration

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

policy. Mr. Shu is entitled to participate in the Company's retirement scheme and share option scheme, and is also entitled to use a company car which is, in the opinion of the Board, suitable to his position, and be reimbursed all reasonable expenses incurred in relation to the company car (including fuel, maintenance and insurance). Mr. Shu has received salary of RMB442,000 for the year 2013.

Mr. Shu has a 60% attributable interest in Boom Win which is beneficially interested in 3,387,940,295 Shares under the corporate interests in the Company. Save as aforesaid, Mr. Shu has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Shu is independent from and not related to any other Directors, the Company's senior management, other substantial or controlling Shareholders. Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Shu and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Shu Cewan (舒策丸), aged 43, is our chief executive officer. Mr. Shu was appointed as our Director on 14 November 2012. He is the brother of Shu Cecheng, our chairman, Mr. Shu Ceyuan, our executive Director and Mr. Shu Cezhang, our Group's head of operations. Mr. Shu is closely involved in our operations and oversees all the key aspects of our operations and business, including the planning and implementation of our projects. Mr. Shu has over nine years of experience in the real estate development industry, and he has been with our Group since December 2004. Mr. Shu was the general manager and vice president of certain of our Group companies. Since joining our Group, Mr. Shu has been responsible for the overall day-to-day management of these Group companies, particularly in the aspects of operation, administration and finance.

Mr. Shu was recognized as the 2010 Chinese Commercial Real Estate Driving Force Figure (中國商業地產推動人物) by the Organizing Committee of the Fifth China Commercial Real Estate Annual Conference (第五屆中國商業地產及寫字樓年會組委會) in May 2010. In March 2011, Mr. Shu was awarded The Most Respected Private Enterprise Entrepreneur (中國最受尊敬民營企業家) by, among others, China Enterprise Rating Association (中國企業評價協會) and Council for the Promotion of International Cooperation and Development of Chinese Private Enterprise (中國民營企業國際合作發展促進會). Mr. Shu was later awarded the Chinese Influential Person (中國商業地產風雲人物) by China Commercial Real Estate Alliance Conference (中國商業地產招商大會) in November 2011. Mr. Shu has also been appointed as the vice chairman of Wuxi Wenzhou Chamber of Commerce (無錫市溫州商會) since 2011.

Mr. Shu graduated from Jiangnan University (江南大學) with a diploma in business management in July 2011 by way of taking online courses. Mr. Shu has obtained a master of business administration at the Victoria University Switzerland in December 2012 after 3 years of part-time study.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Save as disclosed above, Mr. Shu has not held any directorship in the last three years in public companies which are listed in Hong Kong or overseas.

Mr. Shu has entered into a service contract with the Company for a term of three years commencing on 18 May 2013 which could be terminated by either party giving three months' prior written notice and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles. His emoluments are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy. Mr. Shu is entitled to participate in the Company's retirement scheme and share option scheme, and is also entitled to use a company car which is, in the opinion of the Board, suitable to his position, and be reimbursed all reasonable expenses incurred in relation to the company car (including fuel, maintenance and insurance). Mr. Shu has received salary of RMB348,000 for the year 2013.

Mr. Shu has a 40% attributable interest in Boom Win which is beneficially interested in 3,387,940,295 Shares under the corporate interests in the Company. As at the Latest Practicable Date, Mr. Shu is interested in the share options granted by the Company to subscribe for 3,000,000 Shares. Save as aforesaid, Mr. Shu has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Shu is independent from and not related to any other Directors, the Company's senior management, other substantial or controlling Shareholders. Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Shu and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Shu Ceyuan (舒策員), aged 40, was appointed as our executive Director on 14 November 2012. He is the brother of Shu Cecheng, our chairman, Mr. Shu Cewan, our chief executive officer and Mr. Shu Cezhang, our Group's head of operations. Mr. Shu has over nine years of experience in the real estate development industry. In particular, Mr. Shu is familiar with the area of property construction and plays a vital role in the planning and controlling processes for our construction works. Mr. Shu has been with our Group since March 2004 and has been the vice president of certain of our Group companies, primarily in charge of its planning and design center, project management center and cost-control center.

Mr. Shu has obtained a master of business administration at the Victoria University Switzerland in December 2012 after 3 years of part-time study.

Save as disclosed above, Mr. Shu has not held any directorship in the last three years in public companies which are listed in Hong Kong or overseas.

Mr. Shu has entered into a service contract with the Company for a term of three years commencing on 18 May 2013 which could be terminated by either party giving three months' prior written notice and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles. His emoluments are determined with reference to his

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

duties and responsibilities with the Company and the Company's remuneration policy. Mr. Shu is entitled to participate in the Company's retirement scheme and share option scheme, and is also entitled to use a company car which is, in the opinion of the Board, suitable to his position, and be reimbursed all reasonable expenses incurred in relation to the company car (including fuel, maintenance and insurance). Mr. Shu has received salary of RMB2,043,000 for the year 2013.

Mr. Shu has a 100% attributable interest in Dream Chaser which is beneficially interested in 8,384,297 Shares under the corporate interests in the Company. As at the Latest Practicable Date, Mr. Shu is interested in the share options granted by the Company to subscribe for 2,000,000 Shares. Save as aforesaid, Mr. Shu has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Shu is independent from and not related to any other Directors, the Company's senior management, other substantial or controlling Shareholders. Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Shu and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that the annual general meeting of WUZHOUE INTERNATIONAL HOLDINGS LIMITED (the “**Company**”) will be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 19 May 2014 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications):

As Ordinary Business

1. To receive, consider and adopt the report of the directors of the Company (the “**Directors**”), the audited consolidated financial statements and the independent auditor’s report for the year ended 31 December 2013.
2. To declare a final dividend for the year ended 31 December 2013 of HK3.5 cents per Share in the aggregate amount of approximately HK\$162,959,000 to be paid out of the Company’s share premium account to the existing shareholders of the Company whose names appeared on the register of members of the Company at the close of business on 28 May 2014, pursuant to the articles of association of the Company, with such dividend to be paid in such manner as determined by the Directors to be appropriate.
3. To re-elect Mr. Shu Cecheng, a retiring Director, as an executive Director.
4. To re-elect Mr. Shu Cewan, a retiring Director, as an execution Director.
5. To re-elect Mr. Shu Ceyuan, a retiring Director, as an executive Director.
6. To authorise the board of Directors (the “**Board**”) of the Company to fix the remuneration of the Directors.
7. To re-appoint the auditors of the Company (the “**Auditors**”) and to authorize the Board to fix the remuneration of the Auditors.

As Special Business

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

8. “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the

NOTICE OF ANNUAL GENERAL MEETING

Company to purchase issued shares of US\$0.01 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares which are authorised to be purchased by the Directors pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

9. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.01 each in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) any share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

10. “**THAT** conditional upon the passing of the resolutions nos. 8 and 9 as set out in the notice convening the meeting of which these resolutions form part (the “**Notice**”), the general mandate granted to the Directors pursuant to the resolution no. 9 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 8 as set out in the Notice, provided that

NOTICE OF ANNUAL GENERAL MEETING

such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board
WUZHOU INTERNATIONAL HOLDINGS LIMITED
Shu Cecheng
Chairman

Hong Kong, 2 April 2014

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
2. A form of proxy for the annual general meeting is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any), under which the form is signed must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
3. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if the shareholders of the Company so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.
4. The Register of Members of the Company will be closed for the following periods:
 - (a) For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting to be held on Monday, 19 May 2014 (“AGM”), the register of members of the Company will be closed on Tuesday, 13 May 2014 to Monday, 19 May 2014, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 12 May 2014.
 - (b) For the purpose of determining shareholders who qualify for the final dividend, the register of members of the Company will be closed on Friday, 23 May 2014 to Wednesday, 28 May 2014, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 22 May 2014.
5. With respect to the resolution set out in resolution no. 8 of the notice, approval is being sought from shareholders of the Company for a general mandate to be given to the directors to repurchase shares of the Company.
6. With respect to the resolutions set out in resolution nos. 9 and 10 of the notice, approval is being sought from shareholders of the Company for general mandates to be given to the directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this notice, the executive directors of the Company are Mr. Shu Cecheng, Mr. Shu Cewan, Mr. Shu Ceyuan, Ms. Wu Xiaowu and Mr. Zhao Lidong; and the independent non-executive directors of the Company are Dr. Song Ming, Mr. Lo Kwong Shun Wilson and Prof. Shu Guoying.