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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, Hong Kong on Friday, 29 May 2015 at 3 p.m. is set out on pages 17 to 20 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with the 2014 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, 27 April 2015

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DEFINITIONS

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

“2014 Annual Report”	the 2014 annual report of the Company
“Annual General Meeting”	the annual general meeting of the Company to be held at Caine Room, Level 7, Conrad Hong Kong, Hong Kong on Friday, 29 May 2015 at 3 p.m. or any adjournment thereof, notice of which is set out on pages 17 to 20 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company as may be amended from time to time
“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
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Companies Law”	the Companies Law (2011 Revision) of the Cayman Islands for the time being in force
“Company”	Wuzhou International Holdings 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
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“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 PRC

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate to the Directors to allot and issue new Shares not exceeding 20% of the number of issued Shares as at the date of passing of the ordinary resolution in relation thereto
“Latest Practicable Date”	23 April 2015, 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
“Mastery Ventures”	Mastery Ventures Holdings Limited, a limited liability company incorporated under the laws of the British Virgin Islands on 9 July 2012. It is wholly owned by Mr. Zhao Lidong
“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 number of issued Shares 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)
“Starry Horizon”	Starry Horizon Holdings Limited, a limited liability company incorporated under the laws of the British Virgin Islands on 31 May 2012. It is wholly owned by Ms. Wu Xiaowu
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”

The Codes on Takeovers and Mergers and Share Buy-backs

“%”

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

Non-executive Directors:

Mr. Wang Wei

*Principal place of business
in Hong Kong:*

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

Independent non-executive Directors:

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

27 April 2015

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 the aggregate of 10% of the number of issued Shares 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 the aggregate of 20% of the number of issued Shares 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 4,658,145,914 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 931,629,182 Shares, being 20% of the number of issued Shares 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 authorize the Directors to extend the Issue Mandate to issue and allot Shares in an amount not exceeding such number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

In accordance with Article 104(a) of the Articles of Association, Ms. Wu Xiaowu, Mr. Zhao Lidong and Dr. Song Ming will retire by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election.

In accordance with Article 99(c) of the Articles of Association, any Director appointed by the Board after the annual general meeting of the Company held on 19 May 2014 shall retire at the Annual General Meeting. Accordingly, Mr. Wang Wei will retire from office and, being eligible, has offered himself for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Recommendations of the Nomination Committee

In accordance with the terms of reference of the nomination committee of the Company (the “**Nomination Committee**”), the Nomination Committee has:

- (a) evaluated the performance and the contribution of each of the retiring Directors, namely Ms. Wu Xiaowu, Mr. Zhao Lidong, Dr. Song Ming and Mr. Wang Wei during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) assessed the independence of the independent non-executive Director to be re-elected, being Dr. Song Ming.

The Nomination Committee is of the opinion that:

- (a) the performance of each of Ms. Wu Xiaowu, Mr. Zhao Lidong, Dr. Song Ming and Mr. Wang Wei was satisfactory; and
- (b) based on the information available to the Nomination Committee, the Nomination Committee considered Dr. Song Ming as independent to the Company.

Accordingly, the Nomination Committee recommended to the Board to propose to re-elect Ms. Wu Xiaowu and Mr. Zhao Lidong as executive Directors; to re-elect Mr. Wang Wei as non-executive Director and to re-elect Dr. Song Ming as independent non-executive Director.

Dr. Song Ming has also given to the Company an annual confirmation of his independence. The Board, therefore, considers Dr. Song Ming to be independent and believes he should be re-elected.

Information on the retiring Directors, as required to be disclosed pursuant to rule 13.51(2) of the Listing Rules, is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 17 to 20 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.

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

LETTER FROM THE BOARD

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.

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 4,658,145,914 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 465,814,591 Shares, being 10% of the number of issued Shares.

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 2014 Annual Report). 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 2014 Annual Report) which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

During each of the previous twelve months up to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	1.71	1.30
May	1.60	1.17
June	1.66	1.44
July	1.81	1.50
August	1.73	1.56
September	2.19	1.63
October	2.00	1.79
November	2.07	1.65
December	1.72	1.25
2015		
January	1.49	1.30
February	1.41	1.29
March	1.40	1.27
April (up to the Latest Practicable Date)	1.50	1.25

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 close 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 core 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 owned as to 60% by Mr. Shu Cecheng and as to 40% by Mr. Shu Cewan, was beneficially interested in an aggregate of approximately 72.73% 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 80.81% 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 company's total number of issued shares 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:

Ms. Wu Xiaowu (吳曉武), aged 48, was appointed as our executive Director on 14 November 2012. Ms. Wu has over 26 years of experience in financial management. Ms. Wu joined our Group in 2009 and was appointed as the chief financial officer in 2010, mainly responsible for overseeing our Group's financial matters, such as management reporting, group budgeting and forecasting as well as internal control and risk management. Prior to joining our Group, Ms. Wu was the director and chief financial officer of Wuxi Huadong Cocoa Food Co., Ltd. from 2007 to 2009 and was in charge of the company's financial matters. Between 2001 and 2007, Ms. Wu served as the chief financial officer of Wuxi Taian Automation Co., Ltd. and was in charge of overall financial management of the company. Prior to that, from 1988 to 2001, Ms. Wu was the head of the financial department of Wuxi Zhongya Wool Spinning and Printing Co., Ltd., and was responsible for the management of the company's financial matters.

Ms. Wu graduated from Jiangsu University with a diploma in accounting in July 2003. Ms. Wu was qualified as a senior accountant by the Personnel Department of Jiangsu Province in October 2007 and later accredited as senior accountant by the International Profession Certification Association in November 2011. Ms. Wu has obtained a master of business administration at the Victoria University Switzerland in December 2012.

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

Ms. Wu entered into a service contract with the Company for a term of three years commencing on 14 November 2012 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. Her emoluments are determined with reference to her duties and responsibilities with the Company and Company's remuneration policy. Ms. Wu is entitled to participate in the Company's retirement scheme and share option scheme. Ms. Wu has received salary of RMB1,603,000 for the year 2014.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

As at the Latest Practicable Date, Ms. Wu's interests in the Shares and underlying Shares within the meaning of Part XV of the SFO were as follows:

Capacity and nature of interest	Number of Shares/ underlying Shares held as at the Latest Practicable Date	Approximate percentage of the Company's issued Shares as at the Latest Practicable Date
Interest of controlled corporation	8,384,297 ⁽¹⁾	0.18%
Beneficial owner	2,000,000 ⁽²⁾	0.04%

Notes:

- (1) Ms. Wu Xiaowu was deemed under the SFO to have an interest in 8,384,297 Shares beneficially owned by Starry Horizon, which is in turn wholly owned by Ms. Wu.
- (2) These interests represent the beneficial interests in the underlying Shares in respect of share options granted by the Company under the share option scheme on 24 September 2013.

Save as disclosed, Ms. Wu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Company or any member of the Group.

Save as disclosed above, there is no other information required 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 Ms. Wu and there are no other matters that need to be brought to the attention of the Shareholders in relation to her re-election.

Mr. Zhao Lidong (趙立東), aged 45, was appointed as our executive Director on 14 November 2012. Mr. Zhao has over 15 years of experience in the property development industry. In particular, Mr. Zhao is familiar with the area of property construction and supervises our executive Director, Mr. Shu Ceyuan, in the planning and controlling for the construction of our projects. Mr. Zhao joined our Group in November 2011, and was responsible in overseeing our planning and design center, project management center, cost-control center and our Group's commercial management subsidiaries.

Between 2003 and 2011, Mr. Zhao held various positions in Dalian Wanda Group Co., Ltd., including serving as the engineer of Dalian Wanda Group Commercial Property Management Co., Ltd., the deputy general manager of Wuhuan Wanda Group Plaza Commercial Management Co., Ltd. and Tianjin Wanda Plaza Commercial Management Co., Ltd., and as the general manager of property management department, construction department and preparatory department of Wanda Commercial Management Co., Ltd. His scope of responsibilities included project management and operational management.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Prior to that, from 1999 to 2003, Mr. Zhao was the project director of Dalian Commercial Construction Supervision Company, responsible for overseeing different construction projects. Between 1996 and 1999, Mr. Zhao worked at Dalian Tariff-free Zone Wote International Commerce Co., Ltd. as the manager of the engineering department, mainly responsible for the construction project of water supply systems. From 1992 to 1996, Mr. Zhao worked at Dalian Power Station which is now known as Dalian Power Co., Ltd. as an engineer and technical specialist, primarily responsible for the installation of electricity and heating systems.

Mr. Zhao graduated from Dalian University in July 1992 with a diploma in thermal power engineering. Mr. Zhao later obtained a bachelor's degree from Dalian University of Technology in July 1999, majoring in computer applications. Mr. Zhao was qualified as a heating and ventilation engineer in November 2000.

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

Mr. Zhao entered into a service contract with the Company for a term of three years commencing on 14 November 2012 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 Company's remuneration policy. Mr. Zhao is entitled to participate in the Company's retirement scheme and share option scheme. Mr. Zhao has received salary of RMB3,930,000 for the year 2014.

As at the Latest Practicable Date, Mr. Zhao's interests in the Shares and underlying Shares within the meaning of Part XV of the SFO were as follows:

Capacity and nature of interest	Number of Shares/ underlying Shares held as at the Latest Practicable Date	Approximate percentage of the Company's issued Shares as at the Latest Practicable Date
Interest of controlled corporation	3,832,821 ⁽¹⁾	0.08%
Beneficial owner	2,600,000 ⁽²⁾	0.06%

Notes:

- (1) Mr. Zhao Lidong was deemed under the SFO to have an interest in 3,832,821 Shares beneficially owned by Mastery Ventures, which is in turn wholly owned by Mr. Zhao.
- (2) These interests represent the beneficial interests in the underlying Shares in respect of share options granted by the Company under the share option scheme on 24 September 2013.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Save as disclosed, Mr. Zhao does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Company or any member of the Group.

Save as disclosed above, there is no other information required 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. Zhao and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Dr. Song Ming (宋敏), aged 53, was appointed as our independent non-executive Director on 18 May 2013. He is also the chairman of the remuneration committee and a member of the Nomination Committee and audit committee of the Company. Dr. Song has over 23 years' experience in the research of bank regulation and management, financial market, derivatives and macroeconomics. Dr. Song is currently the director of the department of finance and a professor at the school of economics at Peking University. Dr. Song was employed by the school of economics and finance of the University of Hong Kong since 1997 and is currently a professor at the school. Between 1991 and 1997, Dr. Song was the associate professor and assistant professor at the department of economics, Cleveland State University. In addition, Dr. Song is currently the director of Centre for China Financial Research and the associate director of Institute for China and Global Development at the University of Hong Kong. Dr. Song has been heavily involved in various academic conferences, research and consultation projects.

Dr. Song has been appointed as an independent non-executive director of the United Laboratories International Holdings Limited (stock code: 3933) and Guotai Junan International Holdings Limited (stock code: 1788) since 2007 and 2010 respectively. Save as disclosed, Dr. Song has not held any directorship in the last three years in other public companies which are listed in Hong Kong or overseas.

Dr. Song is currently the vice president of the Chinese Financial Association of Hong Kong. Dr. Song has also been involved in different advisory committees of the Hong Kong Government. Dr. Song is a member of the Advisory Committee on Human Resources Development in the Financial Services Sector in Hong Kong.

Dr. Song graduated from Zhejiang University in July 1982 with a bachelor's degree in applied mathematics. Dr. Song later obtained his master of applied mathematics from Huazhong Institute of Technology, currently known as Huazhong University of Science and Technology, in July 1985. Dr. Song was awarded a doctorate degree by Ohio State University in June 1991.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Dr. Song entered into a letter of appointment 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 in accordance with the Articles. His emoluments are determined with reference to his duties and responsibilities with the Company and Company's remuneration policy. Dr. Song is entitled to participate in the Company's share option scheme. Dr. Song has received a director's fee of RMB251,000 for the year 2014.

As at the Latest Practicable Date, Dr. Song is interested in the share options granted by the Company to subscribe for 500,000 Shares. Save as aforesaid, Dr. Song has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed, Dr. Song does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Company or any member of the Group.

Save as disclosed above, there is no other information required 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 Dr. Song and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Wang Wei (王威), aged 45, was appointed as our non-executive Director on 26 September 2014. Mr. Wang has over 20 years of experience in international capital markets. Since early 2013, he has been the general manager of Ping An Real Estate Fund Management (平安不動產股權投資管理有限公司). From late 2009 to early 2013, Mr. Wang was managing director of Forum Partners Investment Management, a United States real estate private equity fund, responsible for the firm's overall operation and development in China. Between 2008 and 2009, Mr. Wang was a vice president and chief financial officer of Sunshine 100 China, a commercial and residential real estate developer in second and third-tier Chinese cities. From 2005 to 2007, Mr. Wang had been the managing director, member of the China management committee, and co-head of China Fixed Income at UBS. Between 1994 and 2005, Mr. Wang held various positions in fixed income, and equity capital market divisions at J.P. Morgan. in New York, Singapore and Hong Kong. Prior to that, from 1991 to 1994, Mr. Wang worked at the treasury department of Bank of China, Head Office in Beijing, China.

Mr. Wang Wei graduated from Columbia Business School with a MBA degree in 2002, and from Fudan University with a bachelor's degree in economics in 1991.

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

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

The Company entered into a letter of appointment with Mr. Wang in relation to his appointment as a non-executive Director. Mr. Wang has been appointed for a term commencing from 26 September 2014 until the next following annual general meeting of the Company at which he will be eligible for re-election. Thereafter, he will be subject to retirement by rotation and re-election at least once every three years at annual general meetings in accordance with the Articles. Mr. Wang will not receive any director's fee as a non-executive Director of the Company.

As at the Latest Practicable Date, Mr. Wang did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Wang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Company or any member of the Group.

Save as disclosed above, there is no other information required 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 Wang 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 WUZHOU INTERNATIONAL HOLDINGS LIMITED (the “**Company**”) will be held at Caine Room, Level 7, Conrad Hong Kong, Hong Kong on Friday, 29 May 2015 at 3 p.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 auditors’ report for the year ended 31 December 2014.
2. To re-elect Ms. Wu Xiaowu as an executive Director.
3. To re-elect Mr. Zhao Lidong as an executive Director.
4. To re-elect Mr. Wang Wei as a non-executive Director.
5. To re-elect Dr. Song Ming as an independent non-executive Director.
6. To authorize 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 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;

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- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the Directors and shall authorize 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 number of shares which are authorized to be purchased by the Directors pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the number of issued shares 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.”

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 authorization given to the Directors and shall authorize 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;

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- (c) the aggregate number of shares 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 number of issued shares 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 recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

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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 number of shares 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 such amount shall not exceed 10 per cent. of the number of issued shares 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, 27 April 2015

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 period:

For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting to be held on Friday, 29 May 2015 (“**AGM**”), the register of members of the Company will be closed from Wednesday, 27 May 2015 to Friday, 29 May 2015, both days inclusive. In order to qualify for attending and voting at the annual general meeting, 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 Tuesday, 26 May 2015.
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 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.