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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 (the “Company”), 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)

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

A notice of the annual general meeting of the Company to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 26 May 2017 at 3:00 p.m. is set out on pages 12 to 15 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you intend to attend and vote at the annual general meeting, you are requested to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time fixed for holding the annual general meeting (i.e. not later than Wednesday, 24 May 2017 at 3:00 p.m. (Hong Kong time)) or any adjournment thereof. 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.

Hong Kong, 20 April 2017

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DEFINITIONS

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

“2016 Annual Report”	the 2016 annual report of the Company
“Annual General Meeting”	the annual general meeting of the Company to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 26 May 2017 at 3:00 p.m. or any adjournment thereof, notice of which is set out on pages 12 to 15 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company as 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
“Director(s)”	the director(s) from time to time of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to the Directors to allot and issue new Shares not exceeding 20% of the aggregate number of the issued shares of the Company as at the date of passing of the ordinary resolution in relation thereto
“Latest Practicable Date”	13 April 2017, 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 as amended from time to time
“Memorandum”	the memorandum of association of the Company as amended from time to time
“PRC”	The People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise all the power of the Company to repurchase such number of the fully paid up Shares not exceeding 10% of the aggregate number of the issued shares 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 Hong Kong Code on Takeovers and Mergers
“%”	per cent



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*)

Non-executive Director:

Mr. Wang Wei

Independent non-executive Directors:

Dr. Song Ming

Mr. Lo Kwong Shun Wilson

Prof. Shu Guoying

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business in

Hong Kong:

Unit 5105, 51/F

The Center

99 Queen's Road Central

Central

Hong Kong

20 April 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED 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 Issue Mandate; (ii) the granting to the Directors the Repurchase Mandate; (iii) the extension of the Issue Mandate to include the Shares repurchased pursuant to the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

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 number of the issued Shares as at the

LETTER FROM THE BOARD

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 4,990,259,914 Shares in issue as at the Latest Practicable Date and that no further Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to issue 998,051,982 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 (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 the Articles or any applicable laws of the Cayman Islands to be held; or (iii) revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

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 such number of issued Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing of the resolution in relation thereto. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis of 4,990,259,914 Shares in issue as at the Latest Practicable Date and that no further Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would result in up to 499,025,991 Shares, being 10% of the number of issued Shares as at the date of passing of the resolution to approve the Repurchase Mandate, being repurchased by the Company. The Repurchase Mandate will end on 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 the Articles or any applicable laws of the Cayman Islands to be held; or (iii) revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in 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.

Subject to the passing of the aforesaid ordinary resolutions in relation to the Issue Mandate and the Repurchase Mandate, an ordinary resolution will also be proposed to authorize the Directors to exercise the powers of the Company to allot, issue and deal with new Shares under the Issue Mandate by adding those Shares repurchased by the Company pursuant to the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 104(a) of the Articles of Association, Mr. Shu Cecheng and Mr. Shu Cewan will retire by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election.

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 evaluated the performance and the contribution of each of the retiring Directors, namely Mr. Shu Cecheng and Mr. Shu Cewan during the year ended 31 December 2016 and the period thereafter up to the date of evaluation.

The Nomination Committee is of the opinion that the performance of each of Mr. Shu Cecheng and Mr. Shu Cewan was satisfactory.

Accordingly, the Nomination Committee recommended to the Board to re-elect Mr. Shu Cecheng and Mr. Shu Cewan as executive Directors.

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 12 to 15 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, you are requested to complete and return the form of proxy to the Company’s branch share registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited at 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 not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. not later than Wednesday, 24 May 2017 at 3:00 p.m. (Hong Kong time)) or any adjournment thereof. 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.

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase 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 resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

By order of the Board

WUZHOU INTERNATIONAL HOLDINGS LIMITED

Shu Cecheng

Chairman

This is the explanatory statement to be 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 are set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,990,259,914 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 will be exercised and no further Shares will be issued or repurchased on or before the date of the Annual General Meeting, exercise in full of the Repurchase Mandate could result in up to 499,025,991 Shares, being 10% of the number of issued Shares as at the date of passing of the resolutions to approve the Repurchase Mandate, being repurchased by the Company during the period from the passing of the resolution relating to the Repurchase Mandate and up to 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 the Articles or any applicable laws of the Cayman Islands to be held; and (iii) revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR 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 is 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 repurchases 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 Articles and the applicable 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 repurchase or, if authorized by the Articles and subject to the Companies Law, out of capital of the Company and, in the case of any premium payable on the repurchase, 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 of the Company. 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 latest published audited accounts contained in the 2016 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 requirements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, to the best knowledge and belief of the Directors having made all reasonable enquiries, none of the Directors or any of their respective close associates have a present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved and exercised.

No core connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

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 applicable laws of the Cayman Islands.

6. TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with 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 50.90% of the number of issued Shares. In the event that the Repurchase Mandate is exercised in full and assuming no further Shares are issued by the Company, the interest of Boom Win in the number of issued Shares would be increased from 50.90% to 56.55%. 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 number 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.

8. 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 HK\$	Lowest HK\$
2016		
April	0.88	0.75
May	0.86	0.78
June	0.82	0.77
July	0.80	0.76
August	0.85	0.75
September	0.83	0.71
October	0.82	0.76
November	0.81	0.76
December	0.80	0.75
2017		
January	0.81	0.74
February	0.80	0.76
March	0.80	0.75
April (up to the Latest Practicable Date)	0.82	0.75

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 48, is the chairman and an executive Director of the Company. He is also a member of the remuneration committee of the Company. Mr. Shu was appointed as an 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, an executive Director and the chief executive officer of the Company. Mr. Cecheng is also the brother of Mr. Shu Cezhang, the Group's head of operations. Mr. Shu established the business of the Group in December 2004 and has been primarily responsible for the overall business, financial and strategic planning of the Group. Mr. Shu is also responsible for overall development of the 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 ten years of experience in the real estate development industry and he has been with the Group since December 2004. He has also been the director of certain of the companies within the Group.

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 SCMAALL 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 Seventh Council of Wuxi Market Association (無錫市場協會第七屆理事會), a 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), vice chairman of Wuxi Chamber of Commerce (無錫市總商會), vice chairman of the China Economic and Trade Promotion Association (中國經濟貿易促進會), vice chairman of the Federation of Private Enterprises of the Chinese Economy (中華經濟民營企業聯合會), executive vice chairman of Zhejiang Market Association (浙江市場協會), executive chairman of Hong Kong Wenzhou Entrepreneurs Association (香港溫州工商會), chairman of Hong Kong Taishun Fraternity Association (香港泰順同鄉會) and vice chairman of Shanghai Jiangsu Chamber of Commerce (上海江蘇商會).

Mr. Shu has also received many awards acknowledging his contributions and accomplishments in the area of real estate development. Mr. Shu received the Personalities for the Year of PRC Branded Enterprises Award (中國品牌企業年度人物獎) given by the Federation for the Development of Chinese Entrepreneurs (中國企業家發展聯合會) in 2013, the Top Ten Personalities of the Year in the Chinese Market Award (中國市場大會十大年度人物) granted by the China Commercial Federation (中國商業聯合會) in 2015 and the Personalities for the Year in the Chinese Market Economy Award (中國民營經濟年度人物) given by the Chinese Market Economy Academy (中國民營經濟研究院會) in 2015. Mr. Shu also received the "EY Entrepreneur of The Year China" (安永中國企業家獎) in 2015 by Ernst & Young, the Fifth Zhejiang Charity Award (第五屆浙江慈善獎) and the First Top Ten Overseas Wenzhou Benefactors Award (溫州首屆十大僑愛慈善人物) in 2016, Outstanding Contribution Award in the Wenzhou Natives in the World (世界溫州人突出貢

獻獎) in 2016, and was named an Pioneer of Businessmen Returning to Wenzhou (溫商回歸先進人物) in 2016 and Outstanding Personality in China's Trade Distribution (中國商貿流通傑出人物) in 2016.

Mr. Shu has obtained a master of business administration at the Victoria University Switzerland in December 2012 after three years of part-time study. He also obtained a master of business administration degree from the Shanghai University of Finance and Economics.

As at the Latest Practicable Date, Mr. Shu has a 60% attributable interest in Boom Win which is beneficially interested in 2,539,911,038 Shares in the Company.

Save as disclosed above, Mr. Shu did not hold any directorship in other listed companies in the last three years. Save as disclosed above, Mr. Shu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Group or any member of the Group.

Mr. Shu has entered into a service contract with the Company for a term of three years commencing on 18 May 2016 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 RMB46,000 for the year 2016 as per his service contract with the Company.

Mr. Shu Cewan (舒策丸), aged 46, is the chief executive officer and an executive Director of the Company. He is a member of the remuneration committee of the Company. Mr. Shu was appointed as an executive Director on 14 November 2012. He is the brother of Mr. Shu Cecheng, an executive Director of the Company and the chairman of the Board and Mr. Shu Cezhang, the 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 ten years of experience in the real estate development industry, and he has been with the Group since December 2004. Mr. Shu was the general manager and vice president of certain subsidiaries of the Group. Since joining the 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. He was granted the title of Outstanding Private Entrepreneur of Jiangsu Province (江蘇省優秀民營企業家) in October 2014, the Personality for the Year in the Chinese Market Economy Award (中國民營經濟年度人物) in 2015 and the China Securities “Golden Bauhinia” Award: CEO of the Best Listed Company (中國證券「金紫荊獎」最佳上市公司CEO) in 2016. Since 2011, Mr. Shu Cewan has been the vice president of Wuxi Wenzhou Chamber of Commerce (無錫市溫州商會). He is also the vice chairman of the Federation of Chinese Private Enterprises (中華民營企業聯合會), a member of the Eighth Chong An District Committee (Wuxi) of the Chinese People’s Political Consultative Conference (無錫市崇安區第八屆中國人民政治協商會議), a deputy to the Fifteenth National People’s Congress from Taishun County, Wenzhou City (溫州市泰順縣第十五屆人大代表) and a council member of the Chong An District Industrial and Commercial Federation in Wuxi (無錫市崇安工商聯).

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 three years of part-time study.

As at the Latest Practicable Date, Mr. Shu has a 40% attributable interest in Boom Win which is beneficially interested in 2,539,911,038 Shares in the Company. Mr. Shu is interested in the share options granted by the Company to subscribe for 3,000,000 Shares.

Save as disclosed above, Mr. Shu did not hold any directorship in other listed companies in the last three years. Save as disclosed above, Mr. Shu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Group or any member of the Group.

Mr. Shu has entered into a service contract with the Company for a term of three years commencing on 18 May 2016 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 RMB42,000 for the year 2016 as per his service contract with the Company.

The emoluments of all Directors are determined with reference to the relevant Director's duties and responsibilities with the Company and the Company's remuneration policy.

Save for the information set out in this section and in the 2016 Annual Report, there is no other matter that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules.

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 五洲國際控股有限公司 (the “Company”) will be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 26 May 2017 at 3:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the directors of the Company (the “Directors”) and the auditors’ report for the year ended 31 December 2016.
2. To re-elect Mr. Shu Cecheng as an executive Director.
3. To re-elect Mr. Shu Cewan as an executive Director.
4. To authorize the board of Directors to fix the remuneration of the Directors.
5. To re-appoint the auditors of the Company and to authorize the board of Directors to fix their remuneration.
6. As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:
 - 6.A. “THAT:
 - (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period 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 or securities convertible into such shares or warrants or similar rights to subscribe for any shares in 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 of the Company and shall authorize the Directors of the Company 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 number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to the shares of the Company issued as a result of a Rights Issue, or pursuant to the exercise of options under the share option scheme of the Company or similar arrangement, or any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the dividend on the shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the total 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 date of 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 the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company 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 of the Company 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).”

NOTICE OF ANNUAL GENERAL MEETING

6.B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed 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 authorization given to the Directors of the Company and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares of the Company to be purchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of issued shares of the Company as at the date of passing of 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 the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.”

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- 6.C. “**THAT** conditional upon the resolutions 6.A. and 6.B. above being passed, the aggregate number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors and mentioned in resolution 6.B. above shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to resolution 6.A. provided that the number of shares repurchased by the Company shall not exceed 10 per cent. of the total number of the issued shares of the Company as at the date of this resolution.”

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

Hong Kong, 20 April 2017

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice 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. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the Company's branch share registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the said meeting (i.e. not later than Wednesday, 24 May 2017 at 3:00 p.m. (Hong Kong time)) or any adjournment thereof.
3. For the purpose of determining shareholders who are entitled to attend and vote at the said meeting, the register of members of the Company will be closed from Tuesday, 23 May 2017 to Friday, 26 May 2017, both days inclusive during which period, no transfer of shares will be registered. In order to qualify for attending and voting at the meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms should be lodged for registration with Company's branch share registrar in Hong Kong, namely 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, 22 May 2017.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.