



# 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)

### PROXY FORM FOR ANNUAL GENERAL MEETING TO BE HELD ON 26 MAY 2017 (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of US\$0.01 each (the "Share") in the issued capital of Wuzhou International Holdings Limited 五洲國際控股有限公司 (the "Company") HEREBY APPOINT the chairman of the annual general meeting (the "Meeting") of the Company, or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting 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 at any adjournment thereof), in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
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 auditors of the Company and to authorize the board of Directors to fix the remuneration of the auditors.		
6.	A. To grant a general mandate to the Directors to allot and issue shares of the Company.		
	B. To grant a general mandate to the Directors to repurchase the Company's own shares.		
	C. To include the amount of the shares repurchased by the Company under resolution 6.B to the mandate granted to the Directors under resolution 6.A.		

Date: \_\_\_\_\_

Signed <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, delete "the chairman of the annual general meeting of the Company, or" and insert the name and address of the proxy desired in the space provided. (**ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT**)
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote or abstain from voting at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named being the senior.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or 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 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 this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish, in which case this form of proxy shall be deemed to be revoked.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.