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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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, 1 June 2018 at 3:00 p.m. is set out on pages 13 to 16 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, 30 May 2018 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, 30 April 2018

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DEFINITIONS

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

“2017 Annual Report”	the 2017 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, 1 June 2018 at 3:00 p.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 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 as at the date of passing of the ordinary resolution in relation thereto
“Latest Practicable Date”	25 April 2018, 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 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

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*)

Non-executive Director:

Mr. Wang Wei

Independent non-executive Directors:

Dr. Song Ming

Prof. Shu Guoying

Mr. Zhou Chen

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

30 April 2018

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.

LETTER FROM THE BOARD

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 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. Wang Wei and Dr. Song Ming will retire by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

In accordance with Articles 99(c) of the Articles of Association, any Director appointed by the Board after the annual general meeting of the Company held on 26 May 2017 will retire at the Annual General Meeting. Accordingly, Mr. Zhou Chen will retire from office and, being eligible, has offered himself for re-election at the Annual General Meeting.

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 Mr. Wang Wei, Dr. Song Ming and Mr. Zhou Chen; and
- (b) assessed the independence of the independent non-executive Directors to be re-elected, being Dr. Song Ming and Mr. Zhou Chen.

The Nomination Committee is of the opinion that:

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

Accordingly, the Nomination Committee recommended to the Board to re-elect Mr. Wang Wei as non-executive Director and Dr. Song Ming and Mr. Zhou Chen as independent non-executive Directors.

Each of Dr. Song Ming and Mr. Zhou Chen has also given to the Company an annual confirmation of his independence. The Board, therefore, considers Dr. Song Ming and Mr. Zhou Chen to be independent and believes they 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 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.

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

LETTER FROM THE BOARD

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, 30 May 2018 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 2017 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 50.83% 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 50.83% to 56.48%. 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2017		
April	0.82	0.75
May	0.79	0.72
June	0.83	0.72
July	0.82	0.62
August	0.84	0.62
September	0.97	0.78
October	0.95	0.73
November	0.93	0.80
December	0.90	0.84
2018		
January	0.93	0.83
February	0.87	0.71
March	0.80	0.70
April (up to the Latest Practicable Date)	0.78	0.60

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

Mr. Wang Wei (王威), aged 49, 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 managing director of Ping An Real Estate Capital Ltd. (平安不動產資本有限公司) (“Ping An”). Prior to joining Ping An, Mr. Wang was a managing director of Forum Partners Investment Management, a United States real estate private equity fund, responsible for the firm’s China business. Between 2008 and 2009, Mr. Wang was a vice president and chief financial officer of Sunshine 100 China, a real estate developer focused on second and third-tier Chinese cities. From 2005 to 2007, Mr. Wang had been the managing director, a member of the China Management Committee, and co-head of China Fixed Income at UBS Group. 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 in the treasury department of Bank of China, Head Office in Beijing, focused on international debt capital markets and financial derivatives.

Mr. Wang Wei obtained a master’s degree in business administration (MBA) from Columbia Business School and a bachelor’s degree in economics from Fudan University.

Mr. Wang’s appointment is subject to retirement by rotation and re-election 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 above, Mr. Wang did not hold any directorship in other listed companies in the last three years. Save as disclosed above, 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.

Dr. Song Ming (宋敏), aged 56, 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 (the “Audit Committee”) of the Company. Dr. Song has over 26 years’ of experience in the research of bank regulation and management, financial market, derivatives and macroeconomics. 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 university. Dr. Song is the Dean of School of Economics and Management, Wuzhou University

since 2018. Between 1991 and 1997, Dr. Song was the associate professor and assistant professor at the department of economics, Cleveland State University. Dr. Song is currently the director of Centre for China Financial Research at the University of Hong Kong. Dr. Song has been heavily involved in various academic conferences, researches and consultation projects.

Dr. Song has been appointed as an independent non-executive director of the United Laboratories International Holdings Limited, Guotai Junan International Holdings Limited and Tande Co. Ltd. since 2007, 2010 and 2015 respectively, the former two are companies listed on the Stock Exchange and the latter is a company with its A Shares listed on the Shanghai Stock Exchange.

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 obtained his master degrees in applied mathematics from Huazhong University of Science and Technology (formerly known as Huazhong Institute of Technology). Dr. Song was awarded a doctorate degree by Ohio State University.

Dr. Song entered into a service contract with the Company for a term of three years commencing from 18 May 2016 which may be terminated by either party giving one month's 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, working experience and the current market condition. Dr. Song is entitled to participate in the Company's share option scheme. Dr. Song has received a Director's fee of HKD240,000 for the year 2017.

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 did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Song did not hold any directorship in other listed companies in the last three years. Save as disclosed above, 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. Zhou Chen (周晨), aged 36, was appointed as our independent non-executive Director on 1 December 2017. He is also the chairman of the Audit Committee and a member of the Nomination Committee. Mr. Zhou was appointed as an executive director and the company secretary of China Graphene Group Limited (“China Graphene”), a company listed on the main board of the Stock Exchange on 1 February 2018 and 1 March 2018 respectively, Mr. Zhou has been the chief financial officer of Yamada Green Resources Limited (listed on the main board of Singapore Exchange Securities Trading Limited (the “SGX”)) since January 2018. He was the chief treasury officer of China Graphene from June 2016 to January 2018 and was in charge of the group’s accounting and corporate finance matters. Mr. Zhou was the chief financial officer of Asia Fashion Holdings Limited (listed on the main board of the SGX) from October 2015 to June 2016. Prior to that, Mr. Zhou had been a general manager of investment and corporate finance of Bayon Airlines Holdings Limited, a business control and risk manager of Tee International Limited (listed on the SGX) and a finance manager of a Singapore private company where he was in charge of accounting and initial public offering process. Between 2008 and 2013, Mr. Zhou worked at Singapore local audit firms and was responsible for, inter alia, the audit of companies incorporated in China and listed on the SGX.

Mr. Zhou is an affiliate of The Association of Chartered Certified Accountants (ACCA) and is a member of the Institute of Singapore Chartered Accountants. Mr. Zhou obtained an advance diploma in accountancy from Xiamen University in December 2016 and obtained a bachelor of science in applied accounting from Oxford Brookes University in July 2008.

Mr. Zhou entered into an independent non-executive director service contract with the Company for a term of three years commencing from 1 December 2017 which may be terminated by either party giving not less than one month’s prior written notice and is subject to the retirement by rotation and re-election in accordance with the Articles. Subject to review by the Board from time to time, Mr. Zhou will be entitled to an annual remuneration of HK\$120,000 which was determined with reference to his duties and responsibilities with the Company, working experience and the current market condition.

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

Save as disclosed above, Mr. Zhou did not hold any directorship in other listed companies in the last three years. Save as disclosed above, Mr. Zhou 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 the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Zhou 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 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, 1 June 2018 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 auditor’s report for the year ended 31 December 2017.
2. To re-elect Mr. Wang Wei as non-executive Director.
3. To re-elect Dr. Song Ming as independent non-executive Director.
4. To re-elect Mr. Zhou Chen as independent non-executive Director.
5. To authorize the board of Directors to fix the remuneration of the Directors.
6. To re-appoint the auditor of the Company and to authorize the board of Directors to fix its remuneration.
7. As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:
 - 7.A. **“THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors 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 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;

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 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 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 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).”

7.B. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors 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

NOTICE OF ANNUAL GENERAL MEETING

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 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 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.”

7.C. “**THAT** conditional upon the resolutions 7.A. and 7.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 7.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 pursuant to resolution 7.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, 30 April 2018

NOTICE OF ANNUAL GENERAL MEETING

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 notorially 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, 30 May 2018 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, 29 May 2018 to Friday, 1 June 2018, 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, 28 May 2018.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.