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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)

NOTICE OF ANNUAL GENERAL MEETING

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 meeting room, 8th Floor, Dream House, No. 398 Guangyuan Road, Liangxi District, Wuxi, Jiangsu, the People’s Republic of China on Friday, 30 October 2020 at 4:00 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 2018.
2. To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the Directors and the auditor’s report for the year ended 31 December 2019.
3. To re-elect Mr. Shen Xiaowei as executive Director.
4. To re-elect Mr. Zhu Yongqiu as executive Director.
5. To re-elect Ms. Cai Qiaoling as executive Director.
6. To re-elect Mr. Zhou Chen as executive Director.
7. To re-elect Dr. Song Ming as independent non-executive Director.
8. To re-elect Prof. Shu Guoying as independent non-executive Director.
9. To re-elect Mr. Liu Chaodong as independent non-executive Director.
10. To authorize the board of Directors to fix the Directors remuneration,
11. To re-appoint Zhonghui Anda CPA Limited as the auditors of the Company and to authorize the board of Directors to fix their remuneration.

As special business, to consider and, if through fit, pass with or without modifications, the following resolutions as ordinary resolutions:

12A. **“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;
- (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).”

12B. **“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 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.”

12C. “**THAT** conditional upon the resolutions 12A. and 12B. 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 12B. 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 12A. 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
Shen Xiaowei
Executive Director and Chief Executive Officer

Hong Kong, 24 September 2020

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 Shops 1712–1716, 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, 28 October 2020 at 4:00 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, 27 October 2020 to Friday, 30 October 2020, 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, 26 October 2020.
4. In view of the ongoing COVID-19 epidemic and recent guidelines for prevention and control of its spread, the Company will implement the following precautionary measures at the Annual General Meeting to protect the shareholders, staff and other stakeholders who attend the Annual General Meeting from the risk of infection:
 - (i) compulsory body temperature checks will be conducted on every shareholder, proxy and other attendee. Any person with a body temperature of 37.4 degrees Celsius or higher may be denied entry into the venue of the Annual General Meeting or be required to leave the venue of the Annual General Meeting;
 - (ii) the Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the Annual General Meeting at all times, and to maintain a safe distance between seats (please bring your own mask);
 - (iii) no refreshment will be served at the Annual General Meeting;

- (iv) no souvenirs will be distributed at the Annual General Meeting; and
 - (v) no guest will be allowed to enter the venue of the Annual General Meeting if he/she is wearing quarantine wristband issued by the government.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises four executive directors of the Company, being Mr. Shen Xiaowei (Chief Executive Officer), Mr. Zhu Yongqiu, Ms. Cai Qiaoling and Mr. Zhou Chen, and three independent non-executive directors of the Company, being Dr. Song Ming, Prof. Shu Guoying and Mr. Liu Chaodong.