



# ZHONG HUA INTERNATIONAL HOLDINGS LIMITED

中華國際控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Zhong Hua International Holdings Limited (“**Company**”) will be held at suites 3302-3304, 33rd Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on Monday, 30th December, 2002 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolutions:

### ORDINARY RESOLUTIONS

“**THAT** the sale and purchase agreement dated 25th October, 2002 (the “**Agreement**”) entered into between the Company’s wholly-owned subsidiary, China Land Realty Investment (BVI) Limited as vendor and Guangdong Properties Investment Ltd as purchaser for the sale and purchase of 51% of the entire issued share capital of Ample Dragon Limited, a copy of which has been produced to the meeting marked “A” and has been signed by the chairman of the meeting for the purpose of identification, and all transactions contemplated therein be and are hereby approved and confirmed in all respects; and **THAT** any one director of the Company be and is hereby authorized on behalf of the Company:

- (a) to sign, seal, execute, perfect and deliver all such documents and do all such deeds (including the option deed as referred to in the Agreement), acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Agreement and all transactions contemplated therein;
- (b) to exercise or enforce all of the rights of China Land Realty Investment (BVI) Limited or the Company under the Agreement; and
- (c) to complete the Agreement in accordance with their terms.”

By Order of the Board  
**Zhong Hua International Holdings Limited**  
**HO Tsam Hung**  
*Chairman*

Hong Kong, 13th December, 2002

*Head office and principal place of business  
in Hong Kong:*

Suites 3302–04, 33rd Floor  
One International Finance Centre  
1 Harbour View Street  
Central  
Hong Kong

*Notes:*

- (1) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. In the case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrars of the Company, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the special general meeting.

\* *For identification purposes only*

*Please also refer to the published version of this announcement in China Daily and Hong Kong Economic Times.*