



ZHONG HUA INTERNATIONAL HOLDINGS LIMITED

中華國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1064)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Zhong Hua International Holdings Limited (the “Company”) will be held at Joint Professional Centre, Unit 1, Ground Floor, The Center, 99 Queen’s Road Central, Hong Kong at 10:00 a.m. on 27 April 2006 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** subject to and conditional upon the granting by the listing committee of The Stock Exchange of Hong Kong Limited for the listing of, and permission to deal in, the Consolidated Shares (as defined in paragraph (a) of this resolution below):
 - (a) with effect from 4:00 p.m. (Hong Kong time) on the date on which this resolution is passed as an ordinary resolution, every ten ordinary shares of HK\$0.02 each in the issued and unissued share capital of the Company be consolidated into one ordinary share of HK\$0.20 each (each a “Consolidated Share”);
 - (b) all fractions of the Consolidated Shares to which holders of issued ordinary shares of HK\$0.02 each in the share capital of the Company would otherwise be entitled to be aggregated, sold (if a premium, net of expenses, can be obtained) and retained for the benefit of the Company; and
 - (c) the directors of the Company (the “Directors”) be and are generally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangements.”
2. **“THAT** subject to resolution No. 1 contained in the notice of special general meeting of which this resolution forms part becoming effective, the authorised share capital of the Company be and is hereby increased from HK\$120,000,000 to HK\$200,000,000 by the creation of an additional 400,000,000 Consolidated Shares of HK\$0.20 each in the capital of the Company.”

By Order of the Board
ZHONG HUA INTERNATIONAL HOLDINGS LIMITED
Goh Choo Hwee
Secretary

Hong Kong, 10 April 2006

*Head office and principal place
of business in Hong Kong:*
Unit 6307, 63rd Floor
The Center
99 Queen's Road Central
Hong Kong

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, a form of proxy, together with the relevant power of attorney or other authority (if any) under which it is signed or a certified true copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding of the meeting or any adjourned meeting.
4. Where there are joint holders of any share, any of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, 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 holders 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 holder.

As at the date of this announcement, the board of the directors comprises: (i) Messrs. Ho Tsam Hung, Ho Kam Hung and Yang Jia Jian as executive directors; (ii) Ms. Lam Kuo, Ms. Yeung Mo Sheung, Ann and Mr. Young Kwok Sui as non-executive directors; and (iii) Mr. Wong Ting Kon, Mr. Lawrence K. Tam and Ms. Wong Miu Ting, Ivy as independent non-executive directors.

* *For identification purposes only*