



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 THE 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 11:00 a.m. on 28 December 2006 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the conditional sale and purchase agreement dated 6 November 2006 entered into by China Land Realty Investment (B.V.I.) Limited, a wholly-owned subsidiary of the Company, as vendor, Gain Idea Investments Limited as purchaser, and Mr. Luo Xing as guarantor, in relation to the sale and purchase of (i) the entire issued share capital of Telesuccess International Limited; and (ii) the benefit of a related loan, a copy of which has been produced at this meeting and signed by the chairman of this meeting for identification (the “Agreement”) be and is hereby approved, ratified and confirmed and that the directors of the Company be and are hereby authorised to implement all transactions referred to in the Agreement and to do all such acts and things and execute all such documents as may in their opinion may be necessary, desirable or expedient to carry out or to give effect to the Agreement and the arrangements contemplated thereunder.”

By Order of the Board

ZHONG HUA INTERNATIONAL HOLDINGS LIMITED

Goh Choo Hwee

Secretary

Hong Kong, 8 December 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.
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 directors of the Company comprises: (i) Messrs. Ho Tsam Hung, Ho Kam Hung and Yang Jia Jian as executive directors; (ii) Ms. Lam Kuo and Mr. Young Kwok Sui as non-executive directors; and (iii) Mr. Lawrence K. Tam, Mr. Wong Kui Fai and Ms. Wong Miu Ting, Ivy as independent non-executive directors.

* *For identification only*