



ZHONG HUA INTERNATIONAL HOLDINGS LIMITED

中華國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1064)

FORM OF PROXY

Form of proxy for use at the Special General Meeting to 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

I/We¹ _____

of _____

being the registered holder(s) of² _____ shares of

HK\$0.20 each in the share capital of ZHONG HUA INTERNATIONAL HOLDINGS LIMITED (the "Company")

HEREBY APPOINT³ _____

of _____

or failing him, the Chairman of the Meeting as my/our proxy to attend on my/our behalf at the Special General Meeting (or at any adjournment thereof) of the Company to 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 the resolution set out in the notice convening the Special General Meeting (with or without modification) and at the said meeting to vote for me/us and in my/our name(s) as hereunder indicated.

	FOR ⁴	AGAINST ⁴
Ordinary Resolution		

Dated this _____ day of _____ 2006

Signature(s)⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.20 each in the share capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Full name and address of the proxy desired to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST"**. Failure to complete the box will entitle your proxy to cast his vote at his discretion. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. 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.
6. 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.
7. To be valid, this 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 less than 48 hours before the time appointed for holding of the Meeting (or any adjourned meeting thereof).
8. 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.
9. Completion and return of this form of proxy shall not preclude you from attending and voting in person should you so wish.
10. Any alteration made to this form of proxy must be initialled by the person who signs it.

* For identification only