



## ZHONG HUA INTERNATIONAL HOLDINGS LIMITED

中華國際控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 1064)

### RESULTS OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that the resolutions approving the Agreement and the New General Mandate were duly passed by way of poll at the Special General Meeting held on 7th February, 2005.

Reference is made to the announcement of Zhong Hua International Holdings Limited (the “Company”) dated 16th December, 2004 and the circular of the Company dated 21st January, 2005 (the “Circular”) in relation to a very substantial acquisition and connected transaction regarding the proposed acquisition of the remaining 19.1% equity interest in a subsidiary. Unless otherwise stated, capitalised terms used herein have the meanings ascribed thereto in the Circular.

### RESULTS OF THE SPECIAL GENERAL MEETING

The Special General Meeting was held on 7th February, 2005 to consider the Agreement and New General Mandate. As at the date of the Special General Meeting, there were a total of 3,919,413,009 Shares in issue. A total of 2,475,503,780 Shares were held by the Shareholders who were entitled to attend and vote at the Special General Meeting to approve the resolution (1) in relation to the Agreement. No Shareholders are required to abstain from voting in relation to the resolution (1).

As stated in the Circular, High Rank Enterprises Limited, Morgan Estate Assets Limited, On Tai Profits Limited, Morcambe Corporation and their respective associates which in aggregate held 1,793,000,000 Shares (representing approximately 45.7% of the total issued Shares) would abstain from voting at the Special General Meeting on the resolutions (2) and (3) (the “New Mandate Resolutions”) approving the New General Mandate. A total of 672,503,780 Shares were held by the Independent Shareholders who were entitled to attend and vote at the Special General Meeting to approve the New Mandate Resolutions. The Board confirms that High Rank Enterprises Limited, Morgan Estate Assets Limited, On Tai Profits Limited, Morcambe Corporation and their respective associates have abstained from voting on the New Mandate Resolutions at the Special General Meeting.

The results of the voting at the Special General Meeting are as follows:

Ordinary resolutions	Number of Shares (%)	
	For	Against
1. To approve the Agreement and the transactions contemplated thereunder	2,475,503,780 (100%)	Nil
2. To grant a general mandate to Directors to allot, issue or deal with the Company's shares	672,503,780 (100%)	Nil
3. To add the nominal amount of shares repurchased by the Company to the mandate granted to the Directors under resolution (2)	672,503,780 (100%)	Nil

Accordingly, all the resolutions were duly passed by way of a poll at the Special General Meeting. Tengis Limited, the Hong Kong branch share registrars of the Company, was appointed as the scrutineer for the vote-taking at the Special General Meeting.

*As at the date of this announcement, the board of Directors comprises Mr. Ho Tsam Hung, Mr. Ho Pak Hung and Mr. Ho Kam Hung who are executive Directors, and Mr. Zhang Jie, Mr. Young Kwok Sui and Mr. Ng Kin Sun who are independent non-executive Directors.*

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

Hong Kong, 7th February, 2005

\* *For identification purpose only*

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