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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 The Meeting Room on level 2 at Traders Hotel, Hong Kong, 508 Queen’s Road West, Western District, Hong Kong on Wednesday, 19 December, 2012 at 2:30 p.m., to consider and, if thought fit, pass the following resolutions which will be proposed as an ordinary resolution and as special resolutions respectively.

ORDINARY RESOLUTION

1. **THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of and permission to deal in the shares of the Company (“Shares”) to be issued pursuant to the exercise of any options (“Options”) granted or to be granted under the new share option scheme of the Company (“the Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof, the Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as they may, in their absolute discretion, deem necessary or expedient in order to give full effect to the Scheme including but without limitation:
 - (a) to administer and determine the selection of grantees and the terms of their respective Options;
 - (b) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme relating to modifications and/or amendments;

- (c) to issue and allot from time to time such Shares as may be required to be issued pursuant to the exercise of Options; and
- (d) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchanges on which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any Shares which may hereafter from time to time be issued and allotted pursuant to the exercise of Options under the Scheme.

SPECIAL RESOLUTIONS

- 2. **THAT** the Bye-laws a copy of which has been produced to this meeting marked “B” and signed by the Chairman for the purposes of identification be and are hereby adopted as the Byelaws of the Company in the place and to the exclusion of the Bye-laws in force immediately before the passing of this resolution and that and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as they may, in their absolute discretion, deem necessary or expedient in order to effect and record such adoption.
- 3. **THAT** 中華國際控股有限公司 be and is hereby adopted as the Company’s Chinese secondary name and the directors of the Company be and are hereby authorized to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as they may, in their absolute discretion, deem necessary or expedient in order to effect and record such adoption.

By Order of the Board
Tsang Tsz Hung
Company Secretary

Hong Kong, 26 November, 2012

Executive Director:

Ho Kam Hung

Non-executive Directors:

Young Kwok Sui

Independent Non-executive Directors:

Tam Kong, Lawrence

Wong Miu Ting, Ivy

Wong Kui Fai

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal Place of
Business in Hong Kong:*

Suite 2911, West Tower

Shun Tak Centre

168-200 Connaught Road Central

Central

Hong Kong

Notes:

- (1) 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 duly authorised to sign the same.
- (2) Any member of the Company entitled to attend and vote at the meeting is 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 or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- (3) The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority must be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than fortyeight (48) hours before the time appointed for holding the meeting or in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twentyfour (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date.
- (4) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this announcement, the board of directors of the Company comprises: (i) Mr. Ho Kam Hung as executive director; (ii) Mr. Young Kwok Sui as non-executive director; and (iii) Mr. Tam Kong, Lawrence, Ms. Wong Miu Ting, Ivy and Mr. Wong Kui Fai as independent non-executive directors.

** For identification purpose only*