



# 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 SGM

The Board is pleased to announce that the resolutions to approve (i) the Acquisition (including the issue of the Consideration Shares, the Convertible Bonds and the Conversion Shares); and (ii) an increase in authorised share capital of the Company were duly passed at the SGM held on 12 December 2007.

Reference is made to the announcement of Zhong Hua International Holdings Limited (the “Company”) dated 26 October 2007 and the circular of the Company dated 26 November 2007 (the “Circular”) in relation to, among others, (i) details of the Acquisition; and (ii) details of the increase in authorised share capital. Capitalised terms used in this announcement have the meanings as defined in the Circular unless the context requires otherwise.

## RESULTS OF THE SGM

The SGM was held on 12 December 2007 for the purpose of considering and, if thought fit, approving resolutions for the Acquisition (including the issue of the Consideration Shares, the Convertible Bonds and the Conversion Shares) and the increase in authorised share capital of the Company. The resolution for the increase in authorised share capital of the Company was duly passed by show of hands.

As at the date of the SGM, there were a total of 920,241,300 Shares in issue, and the Ho Family held in aggregate 100,200,000 Shares, representing approximately 10.9% of voting rights attaching to the Shares. The Ho Family and its members’ respective associates were required to abstain from voting on the resolution in respect of the Acquisition and the transactions contemplated thereunder at the SGM. Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against the resolution in respect of the Acquisition at the SGM was 820,041,300 Shares (representing approximately 89.1% of the total issued Shares as at the date of the SGM). No Shareholder was entitled to attend and vote only against the resolutions at the SGM. To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, the Ho Family and its members’ respective associates did abstain from voting on the resolution in respect of the Acquisition at the SGM.

The voting result in respect of resolution (1) in relation to the Acquisition was:

Ordinary Resolution	Number of shares (%)	
	For	Against
To approve the Acquisition and the transactions contemplated thereunder	392,000,000 (100%)	0 (0%)

Accordingly, the aforesaid resolution was duly passed by way of poll at the SGM.

Tricor Tengis Limited, the share registrar of the Company in Hong Kong, acted as the scrutineer for vote-taking at the SGM.

By Order of the Board  
**Zhong Hua International Holdings Limited**  
**Ho Kam Hung**  
*Executive Director*

Hong Kong, 12 December 2007

*As at the date of this announcement, the Board comprises Messrs. Ho Tsam Hung, Ho Kam Hung and Yang Jia Jian who are executive Directors, Ms. Lam Kuo and Mr. Young Kwok Sui as non-executive Directors, and Messrs. Lawrence K. Tam, Wong Miu Ting, Ivy and Wong Kui Fai who are independent non-executive Directors.*

\* *For identification only*