



# 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 FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 20 JULY 2007

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_ ordinary shares (the "Shares") of HK\$0.20 each in the capital of Zhong Hua International Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note 3), or \_\_\_\_\_

of \_\_\_\_\_ as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at Conference Room, 1st Floor, The Star Hotel, 89 Lin He Xi Road, Tianhe, Guangzhou, China, on 20 July 2007 at 4:00 p.m. (and at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

		FOR (Note 4)	AGAINST (Note 4)
1	To receive and consider the audited financial statements and reports of the directors and auditors of the Company for the year ended 31 December 2006.		
2	To re-elect Mr. Ho Kam Hung as an executive director of the Company.		
3	To re-elect Mr. Young Kwok Sui as a non-executive director of the Company.		
4	To re-elect Mr. Wong Kui Fai as an independent non-executive director of the Company.		
5	To authorise the board of directors to fix the remuneration of the directors of the Company.		
6	To re-appoint auditors and authorise the board of directors to fix their remuneration.		
<b>ORDINARY RESOLUTIONS</b>			
7	To grant a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company.		
8	To grant a general mandate to the directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company.		
9	Conditional upon the passing of Resolutions nos.7 and 8, the aggregate nominal amount of the shares repurchased under Resolution no.8 shall be added to aggregate nominal amount of the shares that may be allotted under Resolution no.7.		
10	To refresh the scheme mandate limit on granting of options under the share option scheme.		

Signature(s) (Note 5) \_\_\_\_\_

Date \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING, or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 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.
- Any member of the Company entitled to attend and vote at the meeting 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 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.
- 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 shall be delivered to 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 forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (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 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.
- 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.

\* For identification purpose only