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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Zhong Hua International Holdings Limited** (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSED SHARE SUBDIVISION  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting (“**SGM**”) of Zhong Hua International Holdings Limited to be held at the MJC Function Room on 1/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Central, Hong Kong at 11:30 a.m. on Wednesday, 24 June 2015 is set out on pages 9 to 10 of this circular. A form of proxy for use by the shareholders of the Company at the SGM is also enclosed with this circular.

Whether or not you intend to attend and vote at the SGM, or any adjourned meeting, (as the case may be) in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM, or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM, or any adjournment thereof, should you so wish and in such event, the proxy will be deemed to be revoked.

8 June 2015

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Board”	the board of Directors
“Business Day(s)”	any day(s) on which the Stock Exchange is open for transactions of business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Zhong Hua International Holdings Limited (stock code: 1064), a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	4 June 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	a special general meeting of the Company to be held at 11:30 a.m. on Wednesday, 24 June 2015 at the MJC Function Room on 1/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Central, Hong Kong to consider and, if thought fit, approve the Share Subdivision
“Share(s)”	existing ordinary share(s) of HK\$0.10 each in the capital of the Company before the Share Subdivision becoming effective
“Shareholder(s)”	the registered holder(s) of the Share(s) or the Subdivided Share(s), as the case may be

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## DEFINITIONS

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“Share Subdivision”	the proposed subdivision of each of the existing issued and unissued Share into four (4) Subdivided Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company upon the Share Subdivision becoming effective

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## EXPECTED TIMETABLE

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*The expected timetable for the implementation of the Share Subdivision is set out below:*

Latest time for lodging the form of proxy for the SGM . . . . . 11:30 a.m. on Monday, 22 June 2015

Expected date and time of the SGM . . . . . 11:30 a.m. on Wednesday, 24 June 2015

Publication of announcement of the poll results  
of the SGM . . . . . Wednesday, 24 June 2015

**The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” below.**

Effective date of the Share Subdivision . . . . . Thursday, 25 June 2015

First day of free exchange of existing share certificates for  
new share certificates for the Subdivided Shares. . . . . Thursday, 25 June 2015

Dealing in Subdivided Shares commences . . . . . 9:00 a.m. on Thursday, 25 June 2015

Original counter for trading of Shares in board lots of  
5,000 Shares temporarily closes . . . . . 9:00 a.m. on Thursday, 25 June 2015

Temporary counter for trading of Subdivided Shares  
in board lots of 20,000 Subdivided Shares  
(in the form of existing share certificates) opens. . . . . 9:00 a.m. on Thursday, 25 June 2015

Original counter for trading of Subdivided Shares  
in board lots of 5,000 Subdivided Shares  
(in the form of new share certificates) re-opens . . . . . 9:00 a.m. on Friday, 10 July 2015

Parallel trading of the Shares and Subdivided Shares  
(in the form of existing share certificates and  
new shares certificates) commences . . . . . 9:00 a.m. on Friday, 10 July 2015

Temporary counter for trading of Subdivided Shares  
in board lots of 20,000 Subdivided Shares  
(in the form of existing share certificates) closes . . . . . 4:00 p.m. on Thursday, 30 July 2015

Parallel trading of Shares and Subdivided Shares  
(in the form of existing share certificates and  
new share certificates) ends. . . . . 4:00 p.m. on Thursday, 30 July 2015

Last day for free exchange of existing share certificates  
for new share certificates for the Subdivided Shares. . . . . 4:30 p.m. on Monday, 3 August 2015

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## **EXPECTED TIMETABLE**

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Dates or deadlines specified in the expected timetable above are subject to the satisfaction of the conditions for the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” in this circular and are therefore for indicative purpose only and may be varied by the Company. The Company will notify the Shareholders of any significant changes to the expected timetable by way of announcement(s) as and when it is appropriate.

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## LETTER FROM THE BOARD

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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)**

*Executive Director:*

Ho Kam Hung

*Non-Executive Director:*

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 HM11

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

8 June 2015

*To the Shareholders*

Dear Sir or Madam,

### PROPOSED SHARE SUBDIVISION

#### INTRODUCTION

The purpose of this circular is to provide you with the relevant information, amongst other things, regarding the Share Subdivision and to give you a notice of the SGM at which ordinary resolutions will be proposed to consider and, if thought fit, approve the Share Subdivision.

#### PROPOSED SHARE SUBDIVISION

The Board proposes that each of the existing issued and unissued Share of par value of HK\$0.10 each in the share capital of the Company be subdivided into four (4) Subdivided Shares of par value of HK\$0.025 each.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the authorised share capital of the Company was HK\$100,000,000 divided into 1,000,000,000 Shares of HK\$0.10 each, of which 151,404,130 Shares have been issued and are fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will become HK\$100,000,000 divided into 4,000,000,000 Subdivided Shares of HK\$0.025 each, of which 605,616,520 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are allotted, issued or repurchased prior to the Share Subdivision becoming effective.

The Shares are currently traded in board lots of 5,000 Shares. Upon the Share Subdivision becoming effective, the board lot size will remain unchanged and in board lots of 5,000 Subdivided Shares. The Share Subdivision is not expected to result in any odd lots other than those already exist. Upon the Share Subdivision becoming effective, the Subdivided Shares will rank pari passu with each other in all respects.

### Conditions of the Share Subdivision

The Share Subdivision is conditional upon the following:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Subdivision; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares arising from the Share Subdivision.

Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the next Business Day following the passing of the ordinary resolution as specified therein, which is expected to be 25 June 2015.

Application will be made to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Subdivided Shares arising from the Share Subdivision.

Subject to the granting of listing of, and permission to deal in, the Subdivided Shares arising from the Share Subdivision, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in, nor is listing or permission to deal in the securities of the Company being proposed to be sought, on any other stock exchange.



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## LETTER FROM THE BOARD

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### **Reasons for the Share Subdivision**

Upon the proposed Share Subdivision becoming effective, the par value of each share will decrease and the total number of shares in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the shares of the Company. The Board expects that the Subdivision will theoretically result in proportionate reduction of the market price per Subdivision Share and thus may improve liquidity of the Subdivided Shares. Further, the Board is of the view that the Share Subdivision will enable the Company to attract more investors and broaden its shareholders' base.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Shares Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

### **Exchange of Share Certificates**

Subject to the Share Subdivision becoming effective, the Shareholders can submit their existing certificates for the Shares in pink colour to the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for the new share certificates for the Subdivided Shares in green colour free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Thursday, 25 June 2015 to Monday, 3 August 2015 (both days inclusive). After the expiry of such period, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or each new share certificate issued (whichever number of share certificates involved is higher). It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of ten (10) Business Days after submission of the existing share certificates for the Shares to Tricor Tengis Limited for exchange.

The existing certificates will only be valid for trading purpose for the period up to 4:00 p.m. on Thursday, 30 July 2015 and for delivery and settlement purposes for the period up to 4:30 p.m. on Monday, 3 August 2015, and thereafter will not be accepted for delivery, trading and settlement purpose. However, the existing certificates for the Shares will continue to be good evidence of legal title and may be exchanged for certificates for Subdivided Shares on the basis of one (1) Share for four (4) Subdivided Shares.

### **Expected Timetable**

The expected timetable for the proposed Share Subdivision is set out on pages 3 to 4 of this circular.

### **SGM**

A notice convening the SGM is set out on pages 9 to 10 of this circular.

No Shareholders are required to abstain from voting at the SGM on the resolutions in relation to the Share Subdivision.

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## LETTER FROM THE BOARD

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Pursuant to rule 13.39(4) of the Listing Rules, all votes at the SGM will be taken by poll and the Company will announce the results of the poll in the manner set out in rule 13.39(5) of the Listing Rules.

A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend and vote at the SGM or any adjourned meeting (as the case may be) in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Branch Share Registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

### RECOMMENDATION

The Directors believe that the proposed Share Subdivision is fair and reasonable and in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the ordinary resolutions to approve the Share Subdivision.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By order of the Board  
**Zhong Hua International Holdings Limited**  
**Ho Kam Hung**  
*Executive Director*

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## NOTICE OF SPECIAL GENERAL MEETING

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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 IS HEREBY GIVEN** that a special general meeting of Zhong Hua International Holdings Limited (the “**Company**”) will be held at the MJC Function Room on 1/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Central, Hong Kong at 11:30 a.m. on Wednesday, 24 June 2015 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions which will be proposed as ordinary resolutions:

#### ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as defined below) to be in issue upon the Share Subdivision (as defined below) becoming effective, with effect from the first business day immediately following the date on which this resolution is passed:
  - (a) every existing issued and unissued share of par value of HK\$0.10 each in the share capital of the Company be subdivided (the “**Share Subdivision**”) into four (4) shares of par value of HK\$0.025 each in the share capital of the Company (the “**Subdivided Share(s)**”);
  - (b) all of the Subdivided Shares shall rank *pari passu* in all respects with each other in the same class and have the rights and privileges and be subject to the restrictions contained in the bye-laws of the Company; and
  - (c) the directors of the Company be and are hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under the common seal of the Company (where applicable), for and on behalf of the Company, as they may, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

By order of the Board

**Zhong Hua International Holdings Limited**

**Ho Kam Hung**

*Executive Director*

Hong Kong, 8 June 2015

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## NOTICE OF SPECIAL GENERAL MEETING

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*Notes:*

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
3. Any shareholder 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 shareholder 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 shareholder of the Company.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such an event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
7. As at the date of this notice, the board of directors of the Company comprises: (i) Ho Kam Hung as executive director; (ii) Young Kwok Sui as non-executive director; and (iii) Tam Kong, Lawrence, Wong Miu Ting, Ivy and Wong Kui Fai as independent non-executive directors.