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

**ZHONG HUA INTERNATIONAL HOLDINGS LIMITED****中華國際控股有限公司***(Incorporated in Bermuda with limited liability)***(Stock Code: 1064)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
RENEWAL OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
PROPOSED ADOPTION OF THE NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Zhong Hua International Holdings Limited to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong at 11:00 a.m. on Monday, 17 July 2023 is set out on pages 5 to 9 of this circular. Whether or not you intend to attend the annual general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting, or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting, or any adjournment thereof, should you so wish and in such event, the instrument of appointing a proxy shall be deemed to be revoked.

13 June 2023

EXPLANATORY NOTE



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 Kui Fai

Wong Miu Ting, Ivy

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

13 June 2023

To the Shareholders

Dear Shareholders,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
RENEWAL OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
PROPOSED ADOPTION OF THE NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the notice of AGM of 31 May 2023 (the “Proposed AGM Notice”) and the circular to shareholders of the Company of 6 June 2023 (the “Proposed AGM Circular”) for the Company’s proposed AGM to be held on 30 June 2023. Terms used in this circular shall adopt the same meanings as used in the Proposed AGM Circular unless the context otherwise specifies.

EXPLANATORY NOTE

Pursuant to bye-law 59 (1) of the Bye-Laws, an annual general meeting shall be called by notice of not less than 21 clear days and not less than 20 clear business days. However, as the Proposed AGM Notice does not give sufficient notice of the proposed AGM as required under the Bye-laws, the Proposed AGM has not been validly convened and will not be held. Shareholders should disregard the Proposed AGM Notice.

In order to adhere to the relevant provisions of the Bye-Laws, it is announced that the Company will hold its annual general meeting on Monday, 17 July 2023 (the “New AGM”). The business to be discussed at the New AGM will remain unchanged and hence most information contained in the Proposed AGM Circular will continue to be applicable.

The purpose of this supplemental circular is (i) to provide updated information in addition to those provided in the Proposed AGM Circular; (ii) to enclose notice of New AGM as set out on pages 5 to 9 of this circular; and (ii) to enclose a proxy form.

All information contained in the Proposed AGM Circular regarding the resolutions to be proposed at the New AGM relating to: (i) the re-election of two Directors who shall retire from office by rotation at the New AGM; (ii) the proposed Issue Mandate and the proposed Repurchase Mandate; and (iii) the Proposed Amendments and the proposed adoption of the New Bye-Laws, will remain applicable. Shareholders’ attention is particularly drawn to the additional information set out in Appendices to the Proposed AGM Circular.

CHANGE OF BOOK CLOSING DATES

Given of the change of the date of the annual general meeting, the revised closure of branch register of members of the Company in Hong Kong will take effect from Wednesday, 12 July 2023 to Monday, 17 July 2023, both days inclusive, during which period no transfer of the Company’s shares will be registered.

In order to determine the identity of the Shareholders who are eligible to attend and vote at the New AGM, all transfer forms accompanied by the relevant Share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 11 July 2023.

EXPLANATORY NOTE

NEW AGM

Set out on pages 5 to 9 of this circular is a notice convening the New AGM to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong, Hong Kong on Monday, 17 July 2023 at 11:00 a.m. (but not Friday, 30 June 2023 as scheduled in the Proposed AGM Notice).

As no Shareholder has a material interest in the business, none of the Shareholders will be required to abstain from voting on the resolutions to be proposed at the New AGM.

A form of proxy for use at the New AGM is enclosed with this circular. If the Shareholders do not attend the New AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event by not less than 48 hours before the time appointed for the holding of the New AGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the New AGM, or any adjourned meeting, should they so wish and in such event the proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL AT THE NEW AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders in general meetings must be taken by way of poll. The chairman of the New AGM will therefore demand poll on each of the resolutions to be proposed at the New AGM using his powers envisaged under Bye-Law 66 of the Bye-Laws. The chairman of the New AGM will explain at the commencement of the New AGM the procedures for conducting poll. Under Bye-Law 70, in the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have. After the conclusion of the New AGM, the results of the poll will be announced on the websites of the Company and the Stock Exchange as soon as practicable in accordance with Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors are of the views that (i) the re-election of retiring Directors; (ii) the renewal of the Issue Mandate and the Repurchase Mandate; and (iii) the Proposed Amendments and the adoption of the New Bye-Laws are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the New AGM.

HYGIENE CONTROL

In order to minimise the exposure of the COVID-19 and flu infection, attendees without wearing high efficiency facial masks or with suspected flu-like symptoms may not be permitted (at the sole discretion of the Company) to attend the New AGM. No refreshment or souvenirs will be served or distributed to the attendees at the New AGM.

EXPLANATORY NOTE

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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are formed on bases and assumptions that are fair and reasonable.

Yours faithfully,
Chun Wai Yin
Company Secretary

NOTICE OF NEW AGM



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 an annual general meeting of Zhong Hua International Holdings Limited (the “Company”) will be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong at 11:00 a.m. on Monday, 17 July 2023, for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements, reports of the directors and auditor of the Company for the year ended 31 December 2022.
2. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint the auditor for the ensuing year and to authorise the board of directors of the Company to fix its remuneration.
4. To re-elect Tam Kong, Lawrence as a director of the Company.
5. To re-elect Wong Miu Ting, Ivy as a director of the Company.
6. As special business, to consider and, if thought fit, pass, with or without minor amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;

NOTICE OF NEW AGM

(C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the Bye-Laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution; and

(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Memorandum and Bye-Laws of the Company or any applicable law of Bermuda; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

7. As special business, to consider and, if thought fit, pass, with or without minor amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

(A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;

NOTICE OF NEW AGM

- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Memorandum and Bye-Laws of the Company or any applicable law of Bermuda; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

8. As special business, to consider and, if thought fit, pass, with or without minor amendments, the following resolution which will be proposed as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of ordinary resolution nos. 6 and 7 in the notice convening the annual general meeting of the Company, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution no. 7 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the said ordinary resolution no. 6.”

NOTICE OF NEW AGM

SPECIAL RESOLUTION

9. As special business, to consider and, if thought fit, pass, with or without minor amendments, the following resolution which will be proposed as a special resolution of the Company:

“**THAT:**

- (a) the proposed amendments to the existing bye-laws of the Company (the “Proposed Amendments”), details of which are set out in Appendix IV to the circular of the Company dated 6 June 2023, be and are hereby approved;
- (b) the new bye-laws of the Company (the “New Bye-Laws”), incorporating all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents for and behalf of the Company as he considers necessary, desirable, appropriate or expedient for the purpose of giving effect of the Proposed Amendments and the Company’s adoption of the New Bye-Laws.”

By Order of the Board
Chun Wai Yin
Company Secretary

Hong Kong, 13 June 2023

Executive Director
Ho Kam Hung

Non-executive Director
Young Kwok Sui

Independent Non-executive Directors
Tam Kong, Lawrence
Wong Kui Fai
Wong Miu Ting, Ivy

NOTICE OF NEW AGM

Notes:

1. A form of proxy for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her 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/she or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her 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. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer is duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
4. 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, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, 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 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 where the meeting is originally held within twelve (12) months from such date.
5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company 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.
6. The instrument of proxy shall be deemed to confer authority to demand or join in demanding poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit subject to the bye-laws of the Company. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
7. The register of members of the Company will be closed from Wednesday, 12 July 2023 to Monday, 17 July 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 11 July 2023.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 9:00 a.m. on the date of the Meeting, the meeting will be adjourned according to the bye-laws of the Company. The Company will publish an announcement on the website of the Company at www.zhonghuagroup.com and on the website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the rescheduled meeting.
9. In case of discrepancy between English version and Chinese version of the notice of AGM, English version shall prevail.