



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 SPECIAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 24 JUNE 2015

I/We (Note 1) _____
of _____
being the registered holder(s) of _____
share(s) (Note 2) of HK\$0.10 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 the Special General Meeting (and at the any adjournment thereof) of the Company 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 for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice
convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in the
manner as indicated below (Note 4):

ORDINARY RESOLUTIONS		FOR (Notes 5&6)	AGAINST (Notes 5&6)
1.	To approve the share subdivision of every existing issued and unissued share of par value of HK\$0.10 each in the share capital of the Company into four (4) subdivided shares of par value of HK\$0.025 each.		

Date this _____ day of _____ 2015 Sign (Note 7) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her, and the proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares is entitled to appoint more than one proxy to attend and vote on his/her behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those resolutions referred to in the notice convening the Meeting.
- All resolutions will be put to vote by way of poll at the Meeting. Every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorized representative, shall have one vote for every fully paid share of which he/she is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
- To be valid, this form of proxy together with any power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Branch Share 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 appointed for holding the Meeting or the adjourned Meeting.
- In the case of joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.