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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 OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Zhong Hua International Holdings Limited (“Company”) will be held at Conference Room, 1st Floor, The Star Hotel, 89 Lin He Xi Road, Tianhe, Guangzhou, China at 11:00 a.m. on 12 December 2007 for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed (with or without amendment) as ordinary resolutions:

#### ORDINARY RESOLUTIONS

1. **“THAT** the conditional agreement relating to the sale and purchase of shares in Zheng Da Real Estate Development Co. Ltd. (正大房地產開發有限公司) dated 9 October 2007 (as amended on 26 October 2007, the “Share Purchase Agreement”) between Paton Bay Limited, Hero Master Group Limited, the Company, Clear Smart Group Limited, Ho Kam Hung, Ho Tsam Hung and Ho Pak Hung (a copy of which together with a copy of the agreement supplemental thereto has been produced to this meeting and initialed by the chairman of the meeting for identification) be and is hereby approved, ratified and confirmed and that the Directors of the Company be and are hereby authorised to implement all the transactions referred to in the Share Purchase Agreement including but not limited to the issue of shares and securities convertible into shares as contemplated thereby and to do all such acts and things and execute all such documents as might in the opinion of the Directors be desirable or necessary to give effect to the Share Purchase Agreement and the arrangements contemplated thereunder.”
2. **“THAT** the authorised share capital of the Company be and is hereby increased from HK\$200,000,000 divided into 1,000,000,000 ordinary shares of HK\$0.20 each to HK\$2,000,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.20 each by the creation of an additional 9,000,000,000 ordinary shares of HK\$0.20 each in the capital of the Company.”

By Order of the Board  
**Zhong Hua International Holdings Limited**  
**Lee Tao Wai**  
*Company Secretary*

Hong Kong, 26 November 2007

\* *For identification only*

*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

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Notes:*

1. A form of proxy to be used for the meeting is enclosed. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof and in such event, the authority of the proxy will be deemed to be revoked.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. On a poll, votes may be given personally, by duly authorised corporate representative or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
3. The instrument appointing a proxy must 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 seal or under the hand of an officer or attorney duly authorised.
4. To be valid, 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 share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting and in default the instrument of proxy shall not be treated as valid.
5. Where there are joint registered holders of any share, any one of such persons may vote at the 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. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

*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.*