



ZHONG HUA INTERNATIONAL HOLDINGS LIMITED

中華國際控股有限公司*

(Incorporated In Bermuda with limited liability)

(Stock Code: 1064)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

Shareholders of Zhong Hua International Holdings Limited (the "Company") may refer to the procedures below for proposing a person for election as a director of the Company (the "Director") should they be desired to do so:

Pursuant to Bye-law 88 of the Company's Bye-laws,

"No person other than a Director retiring at the meeting shall, unless recommended by the Directors (i.e. the board of directors of the Company or the directors present at a meeting of directors of the Company at which a quorum is present) for election, be eligible for election as a Director at any general meeting unless a Notice (i.e. written notice unless otherwise specifically stated and as further defined in the Company's Bye-laws) signed by a Member (i.e. a duly registered holder from time to time of the shares in the capital of the Company) (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registered Office (i.e. Clarendon House, 2 Church Street, Hamilton HM11, Bermuda) provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notice(s) are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting."

Pursuant to Rules 13.70 and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Ltd. (the “Listing Rules”), the Company shall:

- (i) publish an announcement or issue a supplementary circular upon receipt of such a notice from a shareholder of the Company to propose a person for election as a Director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
- (ii) include in the announcement or supplementary circular the particulars required under Rule 13.51 (2) of the Listing Rules of such person proposed to be elected as a Director. However, the Company takes no responsibility for the accuracy of the particulars of such person proposed to be elected as a Director, or if such information to be disclosed complies with Rule 13.51(2) of the Listing Rules, all of which will be the onus of the shareholder of the Company who provides such information;
- (iii) publish such announcement or supplementary circular not less than fourteen (14) days before the date of the relevant general meeting; and
- (iv) assess whether or not it is necessary to adjourn the meeting of the election to give its shareholders at least fourteen (14) days to consider the relevant information disclosed in the announcement or supplement circular.

Information updated on 30 March 2012

The English text of the above procedures shall prevail over the Chinese translation in case of any discrepancies or inconsistency.

** For identification purpose only*