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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)

ANNOUNCEMENT

Reference is made to the announcement of the Company dated 26 October 2007 and the circular dated 26 November 2007 (the “Circular”) in relation to, among other things, the acquisition of the Target Company, and the announcement of the Company dated 31 March 2009 (the “Announcement”) in relation to the Second Supplemental Agreement. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular and the Announcement.

Pursuant to the Second Supplemental Agreement, the Group and the Vendors agreed that (i) the Long Stop Date for completion of the Agreement was extended from 31 March 2009 to 30 June 2009; and (ii) the maturity date of the Convertible Bonds (the “Maturity Date”) was changed to the second anniversary of the issue date of the relevant Convertible Bonds or 30 June 2010, whichever the later.

After the publication of the Announcement, it has come to the knowledge of the Directors that the amendment to the Maturity Date may constitute an alteration to the original terms of the Convertible Bonds which will be subject to the approval by the Stock Exchange and possibly by independent shareholders of the Company. In view of such possible compliance issues as mentioned above and the fact that the Group and the Vendors are currently under negotiation to explore revised terms of the Agreement and will re-comply with the relevant Listing Rules requirements should such revised terms materialise, the Group and the Vendors agreed on 2 April 2009 to remove the amendment to the Maturity Date as set out in the Second Supplemental Agreement. As a result, the Maturity Date is restated to the second anniversary of the issue date of the Convertible Bonds according to the original terms of the Agreement. The extension of the Long Stop Date to 30 June 2009 under the Second Supplemental Agreement will continue to be effective and valid.

As aforesaid and disclosed in the Announcement, the parties to the Agreement may also explore revised terms for settlement of the consideration for, and completion timetable in relation to the uncompleted tranches of the Sale Shares under, the Agreement. The Directors confirm that should any of these revised terms to the Agreement materialise and be considered as material variation to the terms of the Agreement, the Company will re-comply with the relevant Listing Rules requirements, including disclosures and shareholders' approval, as and when appropriate.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Zhong Hua International Holdings Limited
Ho Kam Hung
Executive Director

Hong Kong, 2 April 2009

As at the date of this announcement, the board of directors of the Company comprises: (i) Mr. Ho Kam Hung as executive director; (ii) Mr. Young Kwok Sui as non-executive director; and (iii) Mr. Lawrence K. Tam, Ms. Wong Miu Ting, Ivy and Mr. Wong Kui Fai as independent non-executive directors.

* *For identification purpose only*