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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.

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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)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
RENEWAL OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES AND
SHARE PREMIUM REDUCTION
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 Tuesday, 14 June 2022 is set out on pages 16 to 20 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 Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, 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.

11 May 2022

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Accumulated Losses Account”	the accumulated losses of the Company
“AGM”	the annual general meeting of the Company to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong at 11:00 a.m. on Tuesday, 14 June 2022, or any adjournment thereof, the notice of which is set out on pages 16 to 20 of this circular
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company or a duly authorised committee thereof
“Bye-Laws”	the bye-laws of the Company duly adopted by the Company on 19 December 2012
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Company”	Zhong Hua International Holdings Limited (stock code: 1064), a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Contributed Surplus Account”	the contributed surplus of the Company
“Director(s)”	the director(s) of the Company
“Effective Date”	14 June 2022, being the date on which the Share Premium Reduction shall become effective, subject to approval by Shareholders of the relevant special resolution approving the Share Premium Reduction at the AGM
“Group”	at any time, the Company and its subsidiaries at that time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Issue Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to issue new Shares and, if being granted together with the Repurchase Mandate, an extension of such mandate to add the number of Shares repurchased by the Company under the Repurchase Mandate, on the terms set out in the notice of AGM

DEFINITIONS

“Latest Practicable Date”	26 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of par value of HK\$0.025 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Premium Account”	the share premium account of the Company
“Share Premium Reduction”	the proposed reduction of an amount of HK\$400,000,000 standing to the credit of the Share Premium Account as at the Latest Practicable Date to be considered and, if thought fit, passed by Shareholders at the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Shares Repurchases issued by The Securities and Futures Commission of Hong Kong
“%”	per cent.

PRECAUTIONARY MEASURES AT THE AGM

In view of the ongoing novel coronavirus (COVID-19) pandemic and compliance of recent statutory requirements for prevention and control of its infection risks, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of being infected:

- (i) compulsory body temperature check will be conducted on every attendee at the entrance of the AGM venue. Any person with abnormal body temperature or exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue immediately;
- (ii) every attendee will be required to be properly wearing **high efficiency masks** (respirator grade such as N95, FFP2, FFP3 as prescribed by the World Health Organisation or equivalent standards) before they are permitted to attend, and throughout their attendance of, the AGM. Please note that no masks will be provided at the AGM venue. Attendees are advised to maintain appropriate social distance with each other as imposed by applicable laws at all times when attending the AGM; and
- (iii) no refreshments or drinks will be served and no souvenirs will be distributed at the AGM venue.

Attendees who do not comply with the above precautionary measures may be denied entry into the AGM venue at the absolute discretion of the Company as permitted by law. Attendees are requested to observe and practise good personal hygiene at all times.

For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their rights to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person.

The form of proxy for use at the AGM is attached and can otherwise be downloaded from the respective websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.zhonghuagroup.com). In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, 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.

Due to the COVID-19 pandemic in Hong Kong, the Company may be required to change the AGM arrangements with short notice. Shareholders should check the Company's website at www.zhonghuagroup.com for further announcements and updates on latest AGM arrangements.

LETTER FROM THE BOARD



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

11 May 2022

To the Shareholders

Dear Shareholders,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
RENEWAL OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES AND
SHARE PREMIUM REDUCTION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating to: (i) the re-election of two Directors who shall retire from office by rotation at the AGM; (ii) the proposed Issue Mandate and the proposed Repurchase Mandate; and (iii) the Share Premium Reduction. The notice of AGM is also set out on pages 16 to 20 of this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Bye-Law 84, at each annual general meeting of the Company, one-third of the relevant number of Directors (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation in each year. As such, Messrs. Wong Kui Fai and Young Kwok Sui shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM. Subject to the Shareholders' approval at the AGM, Messrs. Wong Kui Fai and Young Kwok Sui will remain as the independent non-executive Director and non-executive Director, respectively.

At the AGM, separate ordinary resolutions will be proposed for re-election of Messrs. Wong Kui Fai and Young Kwok Sui as Directors.

Information about the two Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

RENEWAL OF GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to give the Directors a general and unconditional mandate to issue, allot and deal with new Shares with an aggregate nominal amount not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution; and (ii) the date on which the ordinary resolution is revoked or varied by the Shareholders in a general meeting of the Company.

At the annual general meeting of the Company held on 11 June 2021, the Directors were granted a general mandate to issue, allot and deal with new Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of such meeting. As at the date of the aforesaid annual general meeting, 713,616,520 Shares were in issue and accordingly a maximum of 142,723,304 Shares could be issued under the previous general mandate. Such mandate has not been utilized as at the Latest Practicable Date and will lapse at the conclusion of the AGM (assuming such mandate remains unutilized up to the date of the AGM). Accordingly, an ordinary resolution will be proposed by the Directors at the AGM for the renewal of the Issue Mandate.

Subject to the approval of the Shareholders for the renewal of the Issue Mandate, and assuming that no Shares will be issued or repurchased by the Company after the Latest Practicable Date up to the date of the AGM, the Shares in issue as at the date of the AGM will be 713,616,520 Shares, which means that the Directors will be authorised to issue and allot a maximum of 142,723,304 Shares (not taking into account the extension of the Issue Mandate to add the number of Shares repurchased by the Company under the Repurchase Mandate) if the Issue Mandate is renewed.

If the Issue Mandate together with the Repurchase Mandate are granted, a separate ordinary resolution will be proposed to increase the number of Shares which may be issued and allotted under the Issue Mandate by the aggregate number of Shares repurchased by the Company under the Repurchase Mandate. The Company does not have any present intention to exercise the Issue Mandate (if granted at the AGM).

LETTER FROM THE BOARD

RENEWAL OF GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to give the Directors a general and unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution; and (ii) the date on which the ordinary resolution is revoked or varied by the Shareholders in a general meeting of the Company.

At the annual general meeting of the Company held on 11 June 2021, the Directors were granted a general mandate to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company. As at the date of the aforesaid annual general meeting, 713,616,520 Shares were in issue and accordingly, a maximum of 71,361,652 Shares could be repurchased under the previous general mandate. Such mandate has not been utilized as at the Latest Practicable Date and will lapse at the conclusion of the AGM (assuming such mandate remains unutilized up to the date of the AGM). Accordingly, an ordinary resolution will be proposed by the Directors at the AGM for the renewal of the Repurchase Mandate.

Subject to the approval of the Shareholders for the renewal of the Repurchase Mandate, and assuming that no Shares will be issued or repurchased by the Company after the Latest Practicable Date up to the date of the AGM, the Shares in issue as at the date of the AGM will be 713,616,520 Shares, which means that the Company will be allowed to repurchase up to a maximum of 71,361,652 Shares under the Repurchase Mandate if renewed.

The Company does not have any present intention to exercise the Repurchase Mandate (if granted at the AGM). Repurchases will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Considering the rapid changes in market condition, the Repurchase Mandate can provide flexibility to the Company to enhance the net asset value of the Company and/or its earnings per Share. An explanatory statement containing information relating to the Repurchase Mandate as required under the Listing Rules is set out in Appendix II to this circular.

SHARE PREMIUM REDUCTION

The Directors intend to seek the Shareholders' approval of the Share Premium Reduction in accordance with the Bye-Laws and applicable laws and regulations of Bermuda at the AGM. The amount standing to the credit of the Share Premium Account as at the Latest Practicable Date was HK\$412,127,000. It is proposed that an amount of HK\$400,000,000 standing to the credit of the Share Premium Account be cancelled and that the entire credit amount arising from the Share Premium Reduction be applied to offsetting the equivalent debit amount of the Accumulated Losses Account.

LETTER FROM THE BOARD

REASONS FOR THE SHARE PREMIUM REDUCTION

The Company is subject to the restrictions under the Companies Act on the use of the funds standing to the credit of the Share Premium Account which, in summary, is limited to application towards crediting as fully paid bonus shares to be issued and paying the costs arising on the issue of Shares.

As at the Latest Practicable Date, the amounts standing to the credit of the Share Premium Account and the Contributed Surplus Account and to the debit of the Accumulated Losses Account were HK\$412,127,000, HK\$547,326,000 and HK\$557,905,000, respectively. The Directors consider it is unnecessary to maintain the Share Premium Account at its current level but prefer to reduce the debit balance of the Accumulated Losses Account to a substantially lower level.

The Share Premium Reduction and the application of the entire credit amount arising therefrom to offsetting the equivalent amount of the Accumulated Losses Account will reduce the accumulated losses of the Company and hence give the Company more flexibility on corporate matters in future. The Directors believe that the Share Premium Reduction is in the interests of the Company and Shareholders as a whole.

EFFECT OF THE SHARE PREMIUM REDUCTION

The effect of the Share Premium Reduction is illustrated as follows:

	Share Premium Account <i>HK\$'000</i>	Distributable Reserves		Total <i>HK\$'000</i>
		Contributed Surplus Account <i>HK\$'000</i>	Accumulated Losses Account <i>HK\$'000</i>	
As at the Latest Practicable Date	412,127	547,326	(557,905)	401,548
the Share Premium Reduction	<u>(400,000)</u>	<u>–</u>	<u>400,000</u>	<u>–</u>
As at the Effective Date	<u>12,127</u>	<u>547,326</u>	<u>(157,905)</u>	<u>401,548</u>

The implementation of the Share Premium Reduction neither involves a reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares. Save for the expenses incurred by the Company in relation to the Share Premium Reduction, the implementation of the Share Premium Reduction will not, in itself, have any material adverse effect on the underlying assets, liabilities, cash flow or financial position of the Company or the interests of Shareholders as a whole.

If in case the motion of the Share Premium Reduction does not carry at the AGM, the Company will be unable to declare distribution of dividend to the Shareholders unless and until the aggregate balance of the Contributed Surplus Account and the Accumulated Losses Account shows a credit amount and such amount is sufficient to offsetting the equivalent amount of proposed dividend distribution.

LETTER FROM THE BOARD

CONDITIONS OF THE SHARE PREMIUM REDUCTION

The Share Premium Reduction is conditional upon:

- (i) the passing of a **special resolution** by Shareholders to approve the Share Premium Reduction at the AGM; and
- (ii) compliance with section 46(2) of the Companies Act, including (a) the publication of a notice in relation to the Share Premium Reduction in an appointed newspaper in Bermuda on a date not more than 30 days and not less than 15 days before the Effective Date; and (b) the Directors being satisfied that, on the Effective Date, there are no reasonable grounds for believing that the Company is, or after the Share Premium Reduction would be, unable to pay its liabilities as they become due.

Subject to the fulfilment of the above conditions, it is expected that the Share Premium Reduction shall become effective on the Effective Date.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM to be held on Tuesday, 14 June 2022, the register of members of the Company will be closed from Thursday, 9 June 2022 to Tuesday, 14 June 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the 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 Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 8 June 2022.

AGM

A notice convening the AGM with the resolutions to be proposed thereat is set out on pages 16 to 20 of this circular. Whether or not the Shareholders intend to attend the AGM, or any adjournment thereof, they are requested to complete the accompanying form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time of the meeting, or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the meeting, or any adjournment thereof, should they wish to do so.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL AT THE 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 AGM will therefore demand poll on each of the resolutions to be proposed at the AGM using his powers envisaged under Bye-law 66 of the Bye-laws. The chairman of the AGM will explain at the commencement of the 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 AGM, the results of the poll will be announced as soon as practicable in accordance with Rule 13.39(5) of the Listing Rules.

No Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

HYGIENE CONTROL

In order to comply with all applicable laws in Hong Kong and to minimize the exposure of the COVID-19 infection, Shareholders and their respective proxies (if any) without wearing high efficiency masks (respirator grade such as N95, FFP2, FFP3 as prescribed by the World Health Organisation or equivalent standards) or with flu-like symptoms will not be permitted to attend the AGM, and the number of Shareholders and their respective proxies (if any) interested in attending the AGM in person will be restricted, on a “first come first serve” basis, to a maximum of 20 attendees (or any maximum attendees as permitted by law from time to time). No refreshment or souvenirs will be served or distributed to the attendees at the AGM. Please refer to the precautionary measures at the AGM set out on page 3 of this circular.

RECOMMENDATION

The Directors are of the opinion that (i) the re-election of retiring Directors; (ii) the renewal of the Issue Mandate and the Repurchase Mandate; and (iii) the Share Premium Reduction 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 AGM.

LETTER FROM THE BOARD

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 or this circular 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.

The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
Ho Kam Hung
Executive Director

Particulars of the Directors proposed to be re-elected at the AGM are set out below:

Wong Kui Fai, aged 65, was appointed as an independent non-executive Director in December 2006. He is presently the Chairman of the Nomination Committee of the Board and members of both the Audit Committee and Remuneration Committee of the Board. He holds a Bachelor Degree in Actuarial Science from University of Kent, the United Kingdom. He has been in the information technology (“IT”) field for over 30 years with regional exposure covering the Greater China region and the United States. He had served at senior management levels for a number of multinational e-commerce solutions corporations and IT investment companies with hands-on experience in operation, strategic planning and direct investment. Mr. Wong formerly was the General Manager of Microsoft Hong Kong Limited and is presently actively engaged in mergers and acquisitions of cross border IT investment projects. During the period from 24 September 2021 to 17 March 2022, Mr. Wong was an executive director of Winshine Science Company Limited which shares are listed on the Main Board of the Stock Exchange (Stock code: 209).

Mr. Wong has served as independent non-executive Director on the Board for more than nine years since December 2006, and hence his independence are subject to review pursuant to Code A.4.3 of Appendix 14 to the Listing Rules. Mr. Wong has met the independence guidelines as set out in Rule 3.13 of the Listing Rules from time to time and has provided to the Company confirmation of independence annually, the latest of which was presented for the year ended 31 December 2021. During the past years of service with the Company as independent non-executive Director. Mr. Wong has contributions to the Board by providing independent view, enquiries and advice to the Company in relation to its business, operations, future development and strategy. The Directors consider that Mr. Wong has the character, integrity, ability and experience to continue to fulfill his role as required effectively. There is no evidence that Mr. Wong’s over nine years of service with the Company will have any impact on his independence which, on the contrary, is a valuable asset to the Company. The Directors thus recommend and offer Mr. Wong for re-election as a Director at the AGM.

Save as disclosed above, Mr. Wong did not hold any directorship in any other listed companies in the last three years. He does not have any relationship with any substantial shareholder, director or senior management of the Company or any of its subsidiaries. As at the Latest Practicable Date, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

The term of office of Mr. Wong has been renewed for a term of one year up to 30 November 2022 subject to earlier determination or retirement by rotation and re-election at annual general meeting of the Company in accordance with the provisions of the Bye-Laws. There was no service contract entered into between the Company and Mr. Wong in the past years. At present, Mr. Wong is entitled to receive a fee of HK\$165,600 per annum, with reference to his experience, qualifications and duties to the Company.

Save for the matters disclosed above, there is no information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the Shareholders’ attention regarding his re-election.

Subject to the Shareholders’ approval at the AGM, Mr. Wong will remain as an independent non-executive Director on the Board.

Young Kwok Sui, aged 63, was appointed as an independent non-executive Director in December 2002 and was re-designated as a non-executive Director in March 2006. He is also a member of the Audit Committee of the Board. He holds bachelor degrees in laws and commerce awarded by the University of Canterbury, New Zealand. He is also a solicitor and barrister of the High Court of New Zealand. He has over 30 years' professional and commercial experiences in finance, corporate strategies and property sector.

Mr. Young did not hold any directorship in any other listed companies in the last three years. He does not have any relationship with any substantial shareholder, director or senior management of the Company or any of its subsidiaries. As at the Latest Practicable Date, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

The term of office of Mr. Young has been renewed for a term of two years up to 15 March 2024 subject to earlier determination or retirement by rotation and re-election at annual general meeting of the Company in accordance with the provisions of the Bye-Laws. There was no service contract entered into between the Company and Mr. Young in the past years. At present, Mr. Young is entitled to receive a fee of HK\$282,000 per annum, with reference to his experience, qualifications and duties to the Company.

Save for the matters disclosed above, there is no information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the Shareholders' attention regarding his re-election.

Subject to the Shareholders' approval at the AGM, Mr. Young will remain as a non-executive Director on the Board.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide further information in relation to the Repurchase Mandate for your consideration.

SHARE CAPITAL

As at the Latest Practicable Date, there were 713,616,520 Shares in issue.

On the assumption that there will be no variation in the issued Shares prior to the date of the AGM, the Company will be allowed to repurchase up to a maximum of 71,361,652 Shares.

REASONS FOR THE REPURCHASE

The Directors believe that it is in the interests of the Company and its Shareholders to have general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchase may, depending on marketing conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders as a whole.

FUNDING OF THE REPURCHASE

It is proposed that the repurchase of Shares under the Repurchase Mandate will be financed from available cash flow or working capital facilities of the Company and its subsidiaries. In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum, Bye-Laws, the Companies Act and other relevant laws of Bermuda. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. The amount of premium payable on the repurchase may only be paid out of either funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account before the Shares are repurchased.

With reference to the consolidated financial position of the Company as at 31 December 2021 (being the date at which the latest published audited financial statements of the Company have been made up) and prevailing market price of the Shares, the Directors consider that the exercise in full of the Repurchase Mandate to repurchase the Shares might not have a material adverse impact on the working capital or gearing position of the Company as compared with its position as at 31 December 2021. However, the Directors do not have present intention to exercise the Repurchase Mandate (if granted at the AGM) in full or to such extent as in the circumstances would have a material adverse effect on the working capital requirements or the gearing level of the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months prior to the printing of this circular were as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	0.158	0.141
May	0.146	0.132
June	0.145	0.130
July	0.157	0.138
August	0.158	0.145
September	0.152	0.113
October	0.135	0.111
November	0.128	0.115
December	0.122	0.104
2022		
January	0.102	0.089
February	0.094	0.082
March	0.090	0.076
April	0.089	0.079
May (up to the Latest Practicable Date)	0.092	0.084

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any of the Shares to the Company.

No connected person (as defined under the Listing Rules) has notified that he/she has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the proposed resolution in accordance with the Listing Rules and the laws of Bermuda.

EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, if such increase results in a change of control (as defined in the Takeovers Code from time to time), a Shareholder or a group of Shareholders acting in concert may in certain circumstances give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 36 of the Takeovers Code.

As at the Latest Practicable Date, based on the registers required to be kept by the Company under Section 336 of the SFO and so far as is known to the Directors, no Shareholder would be required to make a mandatory offer under Rule 26 of the Takeovers Code in the event that the Directors shall exercise the Repurchase Mandate in full and assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the date of passing of relevant resolution granting the Repurchase Mandate.

Assuming that there is no further issue of Shares between the Latest Practicable Date and date of repurchase, the exercise of Repurchase Mandate whether in whole or in part will not result in the number of Shares being held by the public as required by Rule 8.08 of the Listing Rules being reduced to less than 25% of the issued share capital of the Company. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of the Shares (whether on the Stock Exchange or otherwise) has been made by the Company during the six months preceding the date of this circular.

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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 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 Tuesday, 14 June 2022, 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 2021.
2. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint auditor for the ensuing year and to authorise the board of directors of the Company to fix its remuneration.
4. To re-elect Wong Kui Fai as a director of the Company.
5. To re-elect Young Kwok Sui 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;

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(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 by the Memorandum and Bye-Laws of the Company or any applicable law of Bermuda to be held; 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;

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- (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 by the Memorandum and Bye-Laws of the Company or any applicable law of Bermuda to be held; 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.”

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9. As special business to consider and, if thought fit, pass, with or without amendments, the following resolution as a **SPECIAL RESOLUTION** of the Company:

“THAT

conditional upon compliance with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (as amended), and with effect immediately upon the passing of this special resolution:

- (a) an amount of HK\$400,000,000 standing to the credit of the share premium account of the Company be cancelled, and the entire credit amount arising from such cancellation be applied towards offsetting the equivalent amount of the accumulated losses of the Company; and
- (b) the directors of the Company be and are hereby authorised generally to do all acts and things, and to approve, sign and execute any document, which in their opinion may be necessary, desirable or expedient to implement or to give effect to the foregoing.”

By Order of the Board
Chun Wai Yin
Company Secretary

Hong Kong, 11 May 2022

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

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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 Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll 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 in cases 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 a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. 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 Thursday, 9 June 2022 to Tuesday, 14 June 2022, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 8 June 2022.