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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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.

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 NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Zhong Hua International Holdings Limited to be held at 9/F, Henley Building, 5 Queen's Road, Central, Hong Kong at 11:00 a.m. on Friday, 26 June 2026 is set out on pages 13 to 16 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 Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, 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 and in such event, the instrument of appointing a proxy shall be deemed to be revoked.

30 April 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD

Introduction 3
Re-Election of Directors 4
Renewal of General Mandate to Issue Shares 5
Renewal of General Mandate to Repurchase Shares 6
Closure of Register of Members 6
AGM 6
Voting by Way of Poll at the AGM 7
Recommendation 7
Responsibility Statement 7

APPENDIX I – FURTHER INFORMATION ON DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM 8

APPENDIX II – EXPLANATORY STATEMENT ON REPURCHASE MANDATE 10

NOTICE OF AGM 13

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

"AGM"	the annual general meeting of the Company to be held at 9/F, Henley Building, 5 Queen's Road, Central, Hong Kong at 11:00 a.m. on Friday, 26 June 2026, or any adjournment thereof, the notice of which is set out on pages 13 to 16 of this circular
"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 as amended, supplemented or otherwise modified from time to time
"close associates"	has the meaning ascribed to it under the Listing Rules
"Companies Act"	the Companies Act 1981 of Bermuda, as amended from time to time
"Company"	Zhong Hua International Holdings Limited (中華國際控股有限公司) (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
"Director(s)"	the director(s) of the Company
"Hong Kong"	the Hong Kong Special Administrative Region of People's Republic of China
"HK$"	Hong Kong dollar(s), 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
"Latest Practicable Date"	24 April 2026, 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
"Nomination Committee"	the nomination committee of the Board
"Repurchase Mandate"	the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the notice of AGM

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or modified from time to time
"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) whose name(s) appeared in the register of members of the Company
"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.

If there is any inconsistency in this circular between the Chinese and English versions, the English version shall prevail.

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

30 April 2026

To the Shareholders

Dear Shareholders,

PROPOSALS FOR RE-ELECTION OF DIRECTORS, RENEWAL OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES 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; and (ii) the proposed Issue Mandate and the proposed Repurchase Mandate. The notice of AGM is set out on pages 13 to 16 of this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised of five Directors and their respective tenures of service on the Board were as follows:

Name of Director	Position	Years of Service
Ho Kam Hung	Executive Director	28
Young Kwok Sui	Non-Executive Director	23
Tam Kong, Lawrence	Independent Non-Executive Director	20
Wong Miu Ting, Ivy	Independent Non-Executive Director	20
Wong Kui Fai	Independent Non-Executive Director	19

Pursuant to Bye-Law 84(1), 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, Ho Kam Hung and Tam Kong, Lawrence ("Mr. Tam") shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, if an independent non-executive director has served more than nine years, any further appointment of such an independent non-executive director should be subject to a separate resolution to be approved by the shareholders. Mr. Tam, who was appointed as the independent non-executive Director in December 2005, has served as independent non-executive Director for more than nine years. The Nomination Committee and the Board have assessed Mr. Tam's independence, experience and professional skills when determining his continued suitability as an independent non-executive Director.

In assessing the independence of Mr. Tam, the Nomination Committee has reviewed his annual confirmation of independence and assessed his independence based on the independence criteria set out in Rule 3.13 of the Listing Rules. Mr. Tam does not have any relationship with any Directors, chief executive and senior management of the Company or substantial Shareholders. The Nomination Committee is also not aware of any circumstance that might impair Mr. Tam's independent judgement, given he does not hold any shares or share options of the Company, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of independent non-executive director by providing objective views and independent guidance to the Board. Furthermore, the Nomination Committee believes that an individual's independence cannot be determined arbitrarily on basis of a set period of service time on the Board. Mr. Tam has not been involved in any management role in the company nor in any relationships which would interfere with the exercise of his independent judgement. The Board is of the view that despite his length of service, Mr. Tam maintains an independent mindset and provides invaluable expertise, knowledge, experience, professionalism, continuity and stability to the Board, and the Company has benefited greatly from his contribution and valuable insights derived from his wide breadth of professional experience and knowledge and in-depth understanding with the operations and business of the Group in the past years.

The Board concurs with the Nomination Committee's views and recommendation and proposes Tam Kong, Lawrence to offer himself for re-election at the AGM. Separate ordinary resolutions will be proposed for re-election of Messers. Tam Kong, Lawrence and Ho Kam Hung pursuant to the provisions of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

Subject to the Shareholders' approval at the AGM, Ho Kam Hung will retain as an executive Director and Tam Kong, Lawrence will retain as an independent non-executive Director.

Further information about the two Directors proposed to be re-elected at the AGM is 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 10 June 2025, 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, 768,616,520 Shares were in issue and accordingly a maximum of 153,723,304 Shares could be issued under the previous general mandate. Such mandate has not been utilised 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 no new Shares would be issued or repurchased by the Company from the Latest Practicable Date and up to the date of the AGM, the Shares in issue as at the date of the AGM will be 768,616,520 Shares, which means that the Directors will be authorised to issue and allot a maximum of 153,723,304 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).

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 10 June 2025, 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, 768,616,520 Shares were in issue and accordingly, a maximum of 76,861,652 Shares could be repurchased under the previous general mandate. Such mandate has not been utilised as at the Latest Practicable Date and will lapse at the conclusion of the AGM (assuming such mandate remains unutilised 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 no new Shares would be issued or repurchased by the Company from the Latest Practicable Date and up to the date of the AGM, the Shares in issue as at the date of the AGM will be 768,616,520 Shares, which means that the Company will be allowed to repurchase up to a maximum of 76,861,652 Shares if the Repurchase Mandate is 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.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' entitlement to attend and vote at the AGM, the branch register of members of the Company in Hong Kong will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of the Shareholders who are 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 Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration no later than 4:30 p.m. on Monday, 22 June 2026.

AGM

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

Set out on pages 13 to 16 of this circular is a notice convening the AGM to be held at 9/F, Henley Building, 5 Queen's Road, Central, Hong Kong at 11:00 a.m. on Friday, 26 June 2026.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, none of the Shareholders will be required to abstain from voting on the resolutions to be proposed at the AGM.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as practicable and in any event by not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you wish to do so.

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 on the websites of the Company and the Stock Exchange as soon as practicable in accordance with Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors are of the views that (i) the re-election of retiring Directors; and (ii) the renewal of the Issue Mandate and the Repurchase Mandate are in the interest 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.

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 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.

Yours faithfully,
Ho Kam Hung
Executive Director

Details of the Directors proposed to be re-elected at the AGM are set out as follows:

EXECUTIVE DIRECTOR

Ho Kam Hung ("**Mr. Ho**"), aged 70, was appointed as an Executive Director on 26 September 1996. He is also members of the Nomination Committee and the remuneration committee of the Company ("Remuneration Committee"). Mr. Ho has over 30 years' experience in property investment and development, manufacturing, multinational trading and high-tech investments in China. In recent years, Mr. Ho has been engaging in novel and quality productivity (新質生產力) related projects and investments. Mr. Ho has been enthusiastic in community services in Mainland China and is currently the Standing Committee of Guangdong Federation of Industry & Commerce (廣東省工商業聯合會(總商會)), as well as the vice presidents of Guangdong International Overseas Chinese Chamber of Commerce (廣東國際華商會) and Guangdong Chamber of Foreign Investors (廣東外商公會).

Mr. Ho did not hold any directorship in any other listed companies in the last three years. As at the Latest Practicable Date, he is interested in (i) 100% equity interest in Morcambe Corporation which holds 10,800,000 Shares; (ii) 33 1/3% interest in EC Fair Limited which holds 87,120,000 Shares; (iii) approximately 31.6% interest in High Rank Enterprises Limited which holds 12,680,000 Shares; and (iv) 7,000,000 Shares held by him personally. Mr. Ho is a brother of Ho Pak Hung and Ho Tsam Hung, both are deemed as substantial shareholders of the Company (through controlled corporations) pursuant to the SFO.

There is no service contract entered into between the Company and Mr. Ho. Mr. Ho is entitled to receive a director's fees of HK$2,400,000 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.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Tam Kong, Lawrence, aged 81, was appointed as an independent non-executive Director on 12 December 2005. He is also members of the Audit Committee and Nomination Committee of the Company, and the Chairman of the Remuneration Committee of the Company. Mr. Tam is a seasoned banking and finance professional. He is a member of the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators), the United Kingdom, and holds a Post Graduate Diploma in Management Studies from the University of Hong Kong and completed the Pacific Rim Bankers Program at the University of Washington, Seattle, the United States of America.

Mr. Tam did not hold any directorships in any other listed companies in the last three years. He did 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. Tam has been renewed for a term of one year up to 31 December 2026 subject to earlier determination or retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the Bye-Laws. Mr. Tam is entitled to receive a fee of HK$166,000 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.

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 768,616,520 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 permitted to repurchase up to a maximum of 76,861,652 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 the 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 statement of financial position of the Company as at 31 December 2025 (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 2025. 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	**Lowest**
	HK$	*HK$*
2025		
May	0.046	0.034
June	0.042	0.036
July	0.042	0.038
August	0.147	0.038
September	0.110	0.084
October	0.086	0.069
November	0.081	0.070
December	0.074	0.065
2026		
January	0.066	0.060
February	0.075	0.060
March	0.080	0.071
April (up to the Latest Practicable Date)	0.082	0.070

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their close 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 Securities and Futures Ordinance 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.

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 9/F, Henley Building, 5 Queen's Road, Central, Hong Kong at 11:00 a.m. on Friday, 26 June 2026, 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 2025.

2. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

3. To re-appoint Ernst & Young as the auditor of the Company for the ensuing year and to authorise the board of directors of the Company to fix its remuneration.

4. To re-elect Ho Kam Hung as a director of the Company.

5. To re-elect Tam Kong, Lawrence 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;

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

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

Lee Tao Wai
Company Secretary

Hong Kong, 30 April 2026

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

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 Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, 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 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 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 poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit subject to the bye-laws of the Company. 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 Tuesday, 23 June 2026 to Friday, 26 June 2026, 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 Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 22 June 2026.

8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 9:00 a.m. on the date of the Meeting, the meeting will be adjourned according to the bye-laws of the Company. The Company will publish an announcement on the website of the Company at https://www.irasia.com/listco/hk/zhonghua and on the website of the Stock Exchange at http://www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

9. In case of discrepancy between English version and Chinese version of the notice of AGM, English version shall prevail.