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中大国际

Zonda

ZHONGDA INTERNATIONAL HOLDINGS LIMITED

中大國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

**CONTINUING CONNECTED TRANSACTIONS
RESULTS OF THE SPECIAL GENERAL MEETING (the "SGM")**

The Board is pleased to announce that the ordinary resolution in relation to the Supplemental Purchase Agreement, the Transactions and the Caps was duly passed by the Independent Shareholders by way of poll at the SGM held on 7 September 2004.

References are made to the announcement of Zhongda International Holdings Limited (the "Company") dated 23 July 2004 and the circular issued by the Company dated 16 August 2004 (the "Circular") in relation to the Supplemental Purchase Agreement, the Transactions and the Caps. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

RESULTS OF THE SGM

The Board is pleased to announce that the ordinary resolution (the "Resolution") in relation to the Supplemental Purchase Agreement, the Transactions and the Caps was duly passed by the Independent Shareholders by way of poll at the SGM held on 7 September 2004. The results of the Resolution in respect of a poll taken at the SGM were as follows:

Resolution

	Number of votes (%)	
	For	Against
To approve the Supplemental Purchase Agreement, the Transactions and the Caps*	9,498,000 (100%)	Nil (0%)

* The full text of the Resolution are set out in the Notice of SGM.

Standard Registrars Limited, being the branch share registrar of the Company in Hong Kong, acted as scrutineer for the vote taking at the SGM.

As at the date of the SGM, there were 400,004,000 Shares in issue.

The total number of Shares entitling the holder to attend and vote for or against the Resolution were 147,684,000 Shares.

As stated in the Circular, Mr. Xu Lian Kuan, Mr. Xu Lian Guo and Mr. Zhang Yuqing and their respective associates (holding in aggregate 252,320,000 Shares) did abstain from voting on such resolution at the SGM. There were no Shares in respect of which their holders were only entitled to attend the SGM and vote against the Resolution.

By Order of the Board
Zhongda International Holdings Limited
Xu Lian Guo
Chairman

Hong Kong, 7 September 2004

As at the date of this announcement, the executive Directors are Mr. Xu Lian Guo, Mr. Xu Lian Kuan, Mr. Zhang Yuqing and the independent non-executive Directors are Mr. Gu Yao Tian, Mr. Chan Wai Dune and Mr. Li Xin Zhong.

* For identification purpose only

"Please also refer to the published version of this announcement in The Standard."