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Zhongda International Holdings Limited **中大國際控股有限公司***

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

RESIGNATION AND APPOINTMENT OF DIRECTOR AND MEMBER OF AUDIT COMMITTEE

The board of directors (the “Board”) of Zhongda International Holdings Limited (the “Company”) announces that in accordance with the Bye-laws of the Company, Mr. Chan Wai Dune (“Mr. Chan”) retired as an independent non-executive director of the Company at the annual general meeting held on 22 September 2006, and ceased to act as a member and also the chairman of the audit committee of the Company on the same day. Mr. Chan has confirmed that he has no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Chan for his valuable contributions to the Company during his tenure.

The Board is pleased to announce that Mr. Kwok Ming Fai (“Mr. Kwok”) was appointed as an independent non-executive director of the Company effective at the close of business on 22 September 2006. He has entered into a service contract with the Company for three years with the director’s emolument of HK\$100,000 per annum. Mr. Kwok was also appointed as a member and also the chairman of the audit committee of the Company effective at the close of business on 22 September 2006.

Mr. Kwok, aged 42, possesses over 15 years of experience in banking, finance and accounting and held executive positions at several international financial institutions, accounting firm and listed company. He is also an independent non-executive director of Poly Investments Holdings Limited, a company listed on the main board of the Stock Exchange of Hong Kong. Mr. Kwok obtained a Bachelor Degree in Accounting & Economic from the University of Sheffield in the United Kingdom and a Master Degree in Business Administration from the University of Adelaide in Australia. He is a member of CPA Australia and an associate member of the Hong Kong Institute of Certificate Public Accountants.

Mr. Kwok does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this announcement, Mr. Kwok does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is nothing which needs to be disclosed pursuant to rule 13.51(2)(h) to rule 13.51(2)(w) in relation to Mr. Kwok’s appointment.

The Board would like to take this opportunity to welcome Mr. Kwok for joining the Company.

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

Hong Kong, 22 September 2006

As at the date of this announcement, the Board of the Company comprises six directors, of which three are executive directors, namely, Mr. Xu Lian Guo, Mr. Xu Lian Kuan and Mr. Zhang Yuqing, and three are independent non-executive directors, namely, Mr. Gu Yao Tian, Mr. Li Xin Zhong and Mr. Kwok Ming Fai.

* *For identification only*

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