

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Zhongda International Holdings Limited

中大國際控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 909)

EXPIRY OF SUBSCRIPTION RIGHTS ATTACHING TO THE 2006 WARRANTS

Subscription rights attaching to the 2006 Warrants will expire at 4:00 p.m. on Tuesday, 31 October 2006. The last time to exercise the subscription rights attaching to the 2006 Warrants is at 4:00 p.m. on Tuesday, 31 October 2006.

The last trading day of the 2006 Warrants on the Stock Exchange is expected to be Wednesday, 25 October 2006.

Application will be made to the Stock Exchange for the withdrawal of listing of the 2006 Warrants with effect from Tuesday, 31 October 2006.

A circular relating the expiry of 2006 Warrants will be dispatched to the holders of 2006 Warrants and, for information only, to the shareholders of the Company as soon as practicable.

The board of directors (the “Board”) of Zhongda International Holdings Limited (the “Company”) announces that the warrants with the stock code: 705 (the “2006 Warrants”) carrying the rights to subscribe in cash for new shares of HK\$0.10 per share of the Company at the subscription price of HK\$0.675 per share, subject to adjustment, will expire on or before Tuesday, 31 October 2006 in accordance with the terms and conditions of the instrument constituting the 2006 Warrants dated 22 October 2001 (the “Instrument”). The subscription rights under the 2006 Warrants will lapse at 4:00 p.m. on Tuesday, 31 October 2006 and after such date, the 2006 Warrants certificates will cease to be valid for any purpose.

The Company will make the following arrangements regarding the dealing, transfer and exercise of the subscription rights of the 2006 Warrants:

1. The last trading day of the 2006 Warrants on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) is Wednesday, 25 October 2006.
2. Registered holders of the 2006 Warrants who wish to exercise the subscription rights under the 2006 Warrants must lodge with the Company’s share registrar in Hong Kong, Standard Registrars Limited (the “Registrars”) of 26th Floor, Tesbury Center, 28 Queen’s Road East, Wanchai, Hong Kong the following on or before 4:00 p.m. on Tuesday, 31 October 2006.
 - (i) the relevant 2006 Warrants certificates;
 - (ii) the duly completed and signed subscription forms; and
 - (iii) remittances for the relevant subscription monies.
3. Holders of the 2006 Warrants who have not registered the 2006 Warrants in their names and wish to exercise the subscription rights under the 2006 Warrants must lodge with the Registrars at the above-mentioned address the following on or before 4:00 p.m. on Tuesday, 31 October 2006:
 - (i) the relevant 2006 Warrants certificates;
 - (ii) the duly executed and stamped instrument of transfer and/or other documents of title;
 - (iii) the duly completed and signed subscription forms; and
 - (iv) remittances for the relevant subscription monies.

All subscription forms and the relevant documents lodged with the Registrars after 4:00 p.m. on Tuesday, 31 October 2006 will not be accepted.

4. Application will be made to the Stock Exchange to withdraw the listing of the 2006 Warrants on the Stock Exchange with effect from 4:00 p.m. on Tuesday, 31 October 2006.

5. Pursuant to the terms of the Instrument, the new shares issued on the exercise of the 2006 Warrants will rank pari passu in all respect with the existing shares in issue of the Company on the relevant subscription date and will be allotted and issued to the holders of the 2006 Warrants not later than 28 days after the relevant subscription date. Certificates for such new shares will be issued as soon as practicable.

The closing prices of the shares of the Company and the 2006 Warrants as quoted on the Stock Exchange on Wednesday, 27 September 2006, being the date of this announcement, were HK\$0.19 and HK\$0.01 respectively.

Holders of the 2006 Warrants, who are in doubt as to their position or to the actions to be taken should consult their stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

A circular relating the expiry of 2006 Warrants will be dispatched to the holders of 2006 Warrants and, for information only, to the shareholders of the Company as soon as practicable.

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

Hong Kong, 27 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.