



Zhongda International Holdings Limited

中大國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

CHANGE OF DIRECTORATE

The Board of Directors (the “**Board**”) of Zhongda International Holdings Limited (the “**Company**”) is pleased to announce the following changes of directors of the Company:-

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND APPOINTMENT OF EXECUTIVE DIRECTOR

Mr. Kwok Ming Fai (“**Mr. Kwok**”) has resigned as an independent non-executive director of the Company and accordingly ceased to be the chairman of the audit committee of the Company both with effect from 9 November 2006. Mr. Kwok has been appointed by the Board as an executive director of the Company with effect from 9 November 2006.

Mr. Kwok confirmed that there is no disagreement with the Board and there is no matter relating to his resignation as an independent non-executive director of the Company that needs to be brought to the attention of the shareholders of the Company.

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 a listed company. He obtained a Bachelor Degree in Accounting & Economics 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 Certified Public Accountants. 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 Limited (the “**Stock Exchange**”).

Mr. Kwok does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date hereof, he does not have any interests in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. He has entered into a service contract with the Company for his appointment with no fixed term of service, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company’s bye-laws. He will be entitled to a director’s fee of approximately HK\$500,000 per annum which is determined by reference to his duties and responsibilities in the Company. Mr. Kwok has not been involved in any of the matters

mentioned under Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange. Save as disclosed, Mr. Kwok and the Company are not aware of any matters regarding his re-designation that need to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Sun Ka Ziang Henry (“**Mr. Sun**”) has been appointed as an independent non-executive director of the Company with effect from 9 November 2006. Mr. Sun has also been appointed the chairman of the audit committee of the Company with effect from 9 November 2006.

Mr. Sun, aged 49, has over 20 years of experience in international finance, corporate finance, corporate planning, financial management and accounting. He had held executive positions at several international banks including ABN AMRO Bank N.V. and Bank of America, international accounting firm, the Hong Kong Airport Authority, listed company on the main board of the Stock Exchange and information technology company. Mr. Sun obtained a Bachelor Degree in Economics from Monash University in Australia. He is a member of CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. He is currently an independent non-executive director of Poly Investments Holdings Limited, a company listed on the main board of the Stock Exchange.

Mr. Sun does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date hereof, he does not have any interests in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. He has entered into a service contract with the Company for three years with a director’s fee of approximately HK\$100,000 per annum which is determined in line with other independent non-executive directors of the Company. Mr. Sun has not been involved in any of the matters mentioned under Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange. Save as disclosed, Mr. Sun and the Company are not aware of any matters regarding his appointment that need to be brought to the attention of the shareholders of the Company.

The Company would like to welcome Mr. Sun for his joining to the Board.

By Order of the Board
Xu Lian Guo
Chairman

Hong Kong, 9 November 2006

As at the date of this announcement, the Board comprises:

Executive Directors

Mr. Xu Lian Guo (*Chairman*)
Mr. Xu Lian Kuan
Mr. Zhang Yuqing
Mr. Kwok Ming Fai

Independent Non-executive Directors

Mr. Gu Yao Tian
Mr. Sun Ka Ziang Henry
Mr. Li Xin Zhong

** for identification purpose only*

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