



# Zhongda International Holdings Limited

## 中大國際控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 909)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Special General Meeting of Zhongda International Holdings Limited (the “**Company**”) will be held at Unit 702, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 14 May 2007 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company (with or without amendments):

#### ORDINARY RESOLUTION

“**THAT:**

- (a) the placing agreement dated 10 April 2007 as amended by the supplemental agreement dated 17 April 2007 (together the “**Placing Agreement**”) entered into between the Company and 3V Capital Limited in relation to the placing of 80,000,000 new share(s) of the Company (the “**Placing Share(s)**”) at the placing price of HK\$0.82 per Placing Share (the “**Placing**”), a copy of which has been produced to this meeting and marked for “A” and initialled by the Chairman of this meeting for the purpose of identification, and the transactions contemplated thereby, be and are hereby approved, confirmed and ratified;
- (b) upon completion of the Placing, the allotment and issue of the Placing Shares pursuant to the terms of the Placing Agreement and the related transactions contemplated thereby be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorised to allot and issue the Placing Shares in accordance with the terms of the Placing Agreement and any one director of the Company be and is hereby authorised to do all such acts and things in his sole discretion as he considers necessary or expedient for the purpose of giving effect to the Placing Agreement and effecting the transactions contemplated thereby.”

By order of the Board

**Zhongda International Holdings Limited**

**Xu Lian Guo**

*Chairman*

Hong Kong, 26 April 2007

*Principal place of business in Hong Kong:*

Unit 702, Concordia Plaza

1 Science Museum Road

Tsim Sha Tsui East

Kowloon

Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy needs not be a member of the Company.
2. A form of proxy in respect of the meeting is enclosed herewith. Whether or not you intend to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the principal place of business of the Company in Hong Kong at Unit 702, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting if the member so wishes.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting if the shareholder of the Company so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any shares, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. As at the date hereof, the Board comprises Messrs Xu Lian Guo, Xu Lian Kuan, Zhang Yuqing and Kwok Ming Fai as executive directors, and Messrs Gu Yao Tian, Sun Ka Ziang Henry and Li Xin Zhong as independent non-executive directors of the Company respectively.

\* *For identification purpose only.*

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