



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the capital of

Zhongda International Holdings Limited ("the Company"), HEREBY APPOINT ^(Note 3) _____

of _____

or failing him, the chairman of the meeting, as my/our proxy to attend, vote and act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Elbrus Room, Pacific Place Conference Centre, 5/F, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 31 May 2007 at 3:30 p.m. and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as my/our proxy think fit.

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the Reports of the Directors and Auditors for the year ended 31 December 2006		
2.	(a) (i) To re-elect Mr. Zhang Yuqing as an executive director		
	(ii) To re-elect Mr. Kwok Ming Fai as an executive director		
	(iii) To re-elect Mr. Sun Ka Ziang Henry as an independent non-executive director		
	(iv) To re-elect Mr. Li Xin Zhong as an independent non-executive director		
	(b) To authorize the Board of Directors of the Company to fix the Directors' remuneration		
3.	To re-appoint ShineWing (HK) CPA Limited as the Auditors of the Company and to authorize the Board of Directors of the Company to fix their remuneration		
4.	(A) To give a general mandate to the Directors to allot, issue and deal with shares of the Company		
	(B) To give a general mandate to the Directors to repurchase shares of the Company		
	(C) To extend the general mandate granted to the Directors to issue shares in the capital of the Company pursuant to Resolution no.4(A) to cover shares repurchased by the Company pursuant to Resolution no.4(B)		
	(D) To terminate the existing share option scheme of the Company		
	(E) To adopt the new share option scheme of the Company		
	(F) To authorise the Directors to grant options under the new share option scheme of the Company and to issue and allot shares of the Company thereupon exercise of options		

Date: _____ 2007

Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL, SUBJECT TO THE LIMITATION AS HEREINAFTER MENTIONED, ACT AS YOUR PROXY.** Under the Company's Bye-laws, a resolution put to the meeting shall be decided in the first instance on a show of hands unless a poll is properly demanded and on a show of hands, every shareholder who is present in person or by a duly authorized corporate representative or by proxy shall have one vote.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED "FOR", IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at this discretion. Your proxy will also be entitled to vote at this discretion on any resolution properly put to the meeting other than those referred to in the Notice convening the Annual General Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- If more than one of the joint holders of a share be present at the meeting personally or by proxy, the one of the said persons so present, in person or by proxy, whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, 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.
- The proxy need not be a shareholder of the Company. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- Any alternations to this form of proxy must be initiated by the person who signs it.

* For identification purpose only