



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 SPECIAL GENERAL MEETING OF THE COMPANY (OR AT ANY ADJOURNMENT THEREOF) (“MEETING”) TO BE HELD ON 25 OCTOBER 2007

I/We ¹ _____
of _____
being the registered holder(s) of ² _____
share(s) of HK\$0.10 each in the capital of Zhongda International Holdings Limited (the “Company”), hereby appoint the
Chairman of the Meeting, or ³ _____
of _____

as my/our proxy, to attend and vote for me/us and on my/our behalf at the Meeting to be held at Plaza IV, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 25 October 2007 at 3:00 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To ratify, confirm and approve the Yancheng Celette Purchase Agreement (as defined in the circular of the Company dated 4 October 2007 (the “Circular”)) and to approve the relevant Caps (as defined in the Circular) for the three years ending 31 December 2009.		
2.	To ratify, confirm and approve the Zhongwei Bus Sales Agreement (as defined in the circular of the Company dated 4 October 2007 (the “Circular”)) and to approve the relevant Caps (as defined in the Circular) for the three years ending 31 December 2009.		

Dated this _____ day of _____ 2007 Signature(s) ⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 in the Company registered in your name(s).
3. 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast your votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on the resolutions properly put to the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
6. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such 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 or any adjourned meeting.
7. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
8. A proxy needs not be a member of the Company but must attend the Meeting in person to represent you. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

* For identification purpose only