



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 a special general meeting of the shareholders of Zhongda International Holdings Limited (the “**Company**”) will 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. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the Yancheng Celette Purchase Agreement (as defined in the circular of the Company dated 4 October 2007 (the “**Circular**”), a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification, and the terms thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual Caps (as stated in the Circular) for the transactions contemplated under the Yancheng Celette Purchase Agreement for the three years ending 31 December 2009 respectively as shown in the Circular be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute at his/their sole discretion all such other documents, instruments and agreements and to do at his/their sole discretion all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Yancheng Celette Purchase Agreement.”

2. “**THAT**

- (a) the Zhongwei Bus Sales Agreement (as defined in the circular of the Company dated 4 October 2007 (the “**Circular**”), a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification, and the terms thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the annual Caps (as stated in the Circular) for the transactions contemplated under the Zhongwei Bus Sales Agreement for the three years ending 31 December 2009 respectively as shown in the Circular be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute at his/their sole discretion all such other documents, instruments and agreements and to do at his/their sole discretion all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Zhongwei Bus Sales Agreement.”

Yours faithfully
For and on behalf of
Zhongda International Holdings Limited
Xu Lian Guo
Chairman

Hong Kong, 4 October 2007

Principal place of business:

Unit 702
Concordia Plaza
1 Science Museum Road
Tsim Sha Tsui East
Kowloon
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company's principal place of business in Hong Kong at Unit 702, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong, not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
- (6) As at the date hereof, the board of directors of the Company 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.*