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ZHONGDA INTERNATIONAL HOLDINGS LIMITED

中大國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

TERMINATION OF CONTINUING CONNECTED TRANSACTIONS

The Company announces that on 1 February 2008, Zhongda International Trading and Zhongwei Bus entered into a termination agreement to terminate the Exclusive Overseas Distribution Agreement with immediate effect.

Reference is made to the announcements of the Company dated 10 December 2007 and 2 January 2008 (the “**Announcements**”) in relation to the Continuing Connected Transactions: Exclusive Overseas Distribution Agreement. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the Announcements.

Pursuant to the Exclusive Overseas Distribution Agreement, Zhongwei Bus has appointed Zhongda International Trading as the exclusive overseas distributor for the selling of the Vehicles outside the PRC, and Zhongda International Trading will be entitled to receive a commission at a rate of 5% or above on the selling prices of the Vehicles, inclusive of administrative, distribution, sales and marketing costs and expenses on the Export Sales.

However, the Company is contemplating a change in the transaction structure in order to extract the full benefits of the Exclusive Overseas Distribution Agreement. Accordingly, Zhongda International Trading and Zhongwei Bus entered into a termination agreement on 1 February 2008 to terminate the Exclusive Overseas Distribution Agreement with immediate effect. Further announcement in respect of the new transaction structure will be made by the Company in due course in compliance with the requirements of the Listing Rules.

By Order of the Board

ZHONGDA INTERNATIONAL HOLDINGS LIMITED

Xu Lian Guo

Chairman

Hong Kong, 1 February 2008

As at the date of this announcement, 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*