



# ZHONGDA INTERNATIONAL HOLDINGS LIMITED

中大國際控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

## RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 1 SEPTEMBER 2008

The Board is pleased to announce that the ordinary resolutions approving the Acquisition and the Subscription were duly passed at the SGM held on 1 September 2008.

References are made to the announcement of Zhongda International Holdings Limited (the “**Company**”) dated 24 July 2008 and the circular of the Company dated 14 August 2008 (the “**Circular**”) regarding the acquisition of a 20% equity interest in 鹽城中威客車有限公司 (Yancheng Zhongwei Bus Manufacturing Co., Ltd.) and the proposed issue of zero coupon convertible bonds due 2013. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

### RESULTS OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that the ordinary resolutions approving the Acquisition and the Subscription were duly passed by way of poll by the Independent Shareholders at the SGM held on 1 September 2008.

The results of the votes in respect of the resolutions were as follows:

Ordinary resolutions	Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
	For	Against	
1. To approve, ratify and confirm the Acquisition Agreement and all transactions contemplated thereunder.	122,126,040 (100%)	– (0%)	122,126,040 (100%)
2. To approve, ratify and confirm the Subscription Agreement and all transactions contemplated thereunder, including, among other things, the issue of the Convertible Bonds.	122,126,040 (100%)	– (0%)	122,126,040 (100%)

As more than 50% of the votes were cast in favour of the resolutions, the resolutions were passed as ordinary resolutions at the SGM respectively.

As at the date of the SGM, the Company had 529,476,200 Shares in issue. The total number of Shares entitling the holders to attend and vote for or against the resolution(s) at the SGM in respect of the Acquisition and the Subscription were 307,872,200 Shares and 325,472,200 Shares respectively. There was no Shareholder who was entitled to attend and vote only against the resolutions at the SGM.

As disclosed in the Circular, Mr. Xu Lian Guo and Mr. Xu Lian Kuan were jointly interested in 204,004,000 Shares, representing approximately 38.5% of the issued share capital of the Company, and Mr. Zhang Yuqing was interested in 17,600,000 Shares, representing approximately 3.3% of the issued share capital of the Company, as at the date of the SGM respectively. Mr. Xu Lian Guo, Mr. Xu Lian Kuan and Mr. Zhang Yuqing and their respective associates were required to abstain from voting in respect of the Acquisition at the SGM. Mr. Xu Lian Guo and Mr. Xu Lian Kuan and their respective associates were required to abstain from voting in respect of the Subscription at the SGM.

Mr. Xu Lian Guo, Mr. Xu Lian Kuan, Mr. Zhang Yuqing and their respective associates had abstained from voting on the ordinary resolution(s) in respect of the Acquisition and/or the Subscription (as the case may be) at the SGM.

The Company's branch share registrar, Tricor Standard Limited, was appointed the scrutineer for vote-taking at the SGM.

By Order of the Board  
**Zhongda International Holdings Limited**  
**Xu Lian Guo**  
*Chairman*

Hong Kong, 1 September 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 Xinzhong as independent non-executive directors of the Company respectively.*

\* *For identification purpose only*