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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: 00909)

REVISED FUND RAISING METHOD FROM RIGHTS ISSUE WITH BONUS ISSUE TO OPEN OFFER WITH BONUS ISSUE

Reference is made to the Announcement regarding, among other things, the proposed Rights Issue with the Bonus Issue.

On 21 May 2009, the Company and the Joint Underwriters entered into a supplemental agreement to the Underwriting Agreement to revise the fund-raising method from that of a rights issue to an open offer. The Open Offer will be conducted on the same basis as that of the Rights Issue of three new Shares for every five existing Shares held. The terms of the Bonus Issue will remain unchanged at two Bonus Shares for every ten Offer Shares taken up under the Open Offer.

Save that there will not be any trading in nil-paid rights, the terms of the Open Offer will be the same as those of the Rights Issue. Further details about the Open Offer with the Bonus Issue will be set out in the circular of the Company, which is expected to be despatched to the Shareholders on 4 June 2009.

Reference is made to the announcement of the Company dated 7 May 2009 (the “**Announcement**”) regarding, among other things, the proposed Rights Issue with the Bonus Issue, and the announcement of the Company dated 15 May 2009 in relation to the revised timetable for the proposed Rights Issue. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

On 21 May 2009, the Company and the Joint Underwriters entered into a supplemental agreement to the Underwriting Agreement to revise the fund-raising method of the Company from that of a rights issue to an open offer. The open offer (the “**Open Offer**”) will be on the same basis as that of the Rights Issue of three new Shares (“**Offer Shares**”) for every five existing Shares held. The terms of the Bonus Issue will remain unchanged at two Bonus Shares for every ten Offer Shares taken up under the Open Offer.

* For identification purpose only

Save that there will not be any trading in nil-paid rights, the terms of the Open Offer will be the same as those of the Rights Issue. The Open Offer with the Bonus Issue will be conditional upon, among others, the approval of the Open Offer with the Bonus Issue by the Independent Shareholders. Further details about the Open Offer with the Bonus Issue will be set out in the circular of the Company, which is expected to be despatched to the shareholders of the Company on 4 June 2009.

The Open Offer will follow the revised timetable in relation to the Rights Issue as announced by the Company on 15 May 2009. The proposed timetable for the Open Offer is set out below:

Despatch of circular, notice of SGM	4 June 2009
Last day of dealings in Shares on cum-rights basis	17 June 2009
First day of dealing in Shares on ex-rights basis	18 June 2009
Latest time for lodging transfers of Shares in order to be entitled to the Open Offer	4:00 p.m. on 19 June 2009
Register of members closes (both dates inclusive).	22 June 2009 to 26 June 2009
Latest time for lodging proxy forms for the SGM	3:00 p.m. on 24 June 2009
Record Date	26 June 2009
SGM	3:00 p.m. on 26 June 2009
Announcement of results of SGM	26 June 2009
Register of members reopens.	29 June 2009
Prospectus Documents expected to be despatched on	30 June 2009
Latest time for acceptance of application and payment for Offer Shares.	4:00 p.m. on 15 July 2009
Expected time for the Open Offer to become unconditional.	4:00 p.m. on 17 July 2009
Announcement of results of the Open Offer	17 July 2009
Certificates for fully-paid Offer Shares and Bonus Shares expected to be despatched on or before	22 July 2009
Dealings in fully-paid Offer Shares and Bonus Shares expected to commence on	24 July 2009

The above timetable is indicative only and is subject to change. The Company will make further announcement if there are any further changes to the timetable.

The fund-raising exercise is being conducted by the Company to raise fund to finance the Group's long-term growth. Given that there would not be any trading in nil-paid rights in the Open Offer, with the entitlement of new Shares firmly attached to existing Shares held, the Directors consider the Open Offer a better fund-raising method than rights issue to ensure stability in the Company's shareholders base and would allow the existing Shareholders an opportunity to participate in and enjoy the benefit of the growth in the Company. Accordingly, the Company, after discussions with the Joint Underwriters, has decided to revise the fund-raising method of the Company from that of a rights issue to an open offer.

Completion of the Open Offer with the Bonus Issue is subject to a number of conditions, which may or may not be fulfilled, the Open Offer may or may not proceed to completion. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 21 May 2009

As at the date of this announcement, the Board 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 Xinzong as independent non-executive Directors.