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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that the Group may record a loss for the six months ended 30 June 2009.

Potential investors and shareholders of the Company should exercise caution when dealing in shares of the Company.

This announcement is made by Zhongda International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company and the potential investors that the Group may record a loss for the six months ended 30 June 2009 due to (a) a general decline in import & export trade in the People’s Republic of China as a result of the global economic recession, leading to a decrease in the revenue and gross profits of the Group; and (b) the postponement of a number of committed orders from overseas clients after the Group has expended production resources to meet such orders, leading to accounting provision having to be made for losses incurred by the Group as a result of such postponement of orders.

* For identification purpose only

The information contained in this announcement is only a preliminary estimate performed by the management of the Company and is not based on any figures or information audited or reviewed by the Company's auditors. As the financial statements for the period ended 30 June 2009 have not been completed, the Company's interim results are not yet available. Further information in relation to the Company's current trading and outlook will be disclosed when the Company releases its interim report.

Potential investors and shareholders of the Company should exercise caution when dealing in shares of the Company.

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

Hong Kong, 11 September 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 Xinzhong as independent non-executive Directors.