



## ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司\*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

### NOMINATION OF A PROPOSED DIRECTOR BY A SHAREHOLDER

Any Shareholder may nominate a person to stand for election as a Director at a general meeting of the Company pursuant to the Bye-laws. The procedures for Nomination by Shareholder are set out below in accordance to Rule 13.51D of the Listing Rules.

- (1) A Shareholder shall deposit at the principal place of business of the Company the Requisition to the Board or the Secretary stating his intention of nominating a Proposed Director for election as a Director at a general meeting of the Company pursuant to the Bye-laws.
- (2) The Requisition must contain the written consent of the Proposed Director to act as a Director and the confirmation by the Proposed Director of the Required Information under the requirements of the Listing Rules, wherever applicable.
- (3) The Nomination Committee shall review and consider the Proposed Director suitably qualified to become a Director and make recommendations to the Board for the Nomination by Shareholder.
- (4) The Board shall consider the Nomination by Shareholder within 21 days after the date of deposit of the Requisition pursuant to the Bye-laws. The Company shall publish by way of an announcement to inform Shareholders of the Requisition and any course of action to be taken by Shareholders as follows:
  - (a) The Board shall convene the SGM upon the Requisition pursuant to the Bye-laws, at which resolutions shall be put forward to Shareholders to consider and, if thought appropriate, approve the appointment of the Proposed Director as a Director. A circular of the Company containing, among others, details of the Nomination by Shareholder and the Required Information of the Proposed Director as well as a notice convening the SGM shall be despatched to Shareholders in accordance to the Listing Rules as soon as practicable; or
  - (b) The Board shall dispense the convening of the SGM upon the Requisition if the Company has not received the Required Information for due compliance with the Listing Rules within the 21-day period.
- (5) The Proposed Director must be available to answer questions as may be raised by Shareholders at the SGM.

\* For identification purposes only

Shareholders are reminded to read the Bye-laws and the terms of reference of the Nomination Committee which are available on the websites of the Company and the Stock Exchange respectively. Shareholders and potential investors shall seek independent professional advice, as and when necessary.

## DEFINITIONS

The following expressions shall have the following meanings, unless the context requires otherwise:

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Company”	Zhongda International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination by Shareholder”	the nomination of the Proposed Director by a Shareholder for election as a Director at the SGM pursuant to the Bye-laws
“Nomination Committee”	the nomination committee of the Company established pursuant to the Listing Rules
“Proposed Director”	any person as may be nominated by a Shareholder to act as a Director under the Requisition
“Required Information”	the requisite information relating to the Proposed Director under the requirements of the Listing Rules
“Requisition”	the written requisition deposited by a Shareholder to the Company stating his intention on the Nomination by Shareholder
“Secretary”	the company secretary of the Company
“SGM”	the special general meeting of the Company to be convened by the Board, at which resolutions shall be proposed for the appointment of the Proposed Director as a Director
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company

“Shareholder(s)”                      duly registered holder(s) of Shares based on the registers of members of the Company

“Stock Exchange”                      The Stock Exchange of Hong Kong Limited

By Order of the Board  
**Zhongda International Holdings Limited**  
**Kwok Ming Fai**  
*Executive Director*

Hong Kong, 30 March 2012