

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

中大國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

ANNOUNCEMENT DELAY IN DESPATCH OF CIRCULAR IN RELATION TO CONTINUING CONNECTED TRANSACTIONS

The Company announces that it has applied to the Stock Exchange for a waiver from strict compliance with the requirement under Rule 14A.48 and an extension of time for despatch of the Circular to the Shareholders on or before 4 October 2007.

Reference is made to the announcement of the Company dated 23 August 2007 (the “**Announcement**”) in relation to the Continuing Connected Transactions. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the Announcement.

Pursuant to Rule 14A.48 of the Listing Rules, the Company is required to despatch to the Shareholders a circular (the “**Circular**”) containing, among other things, details of the Yancheng Celette Purchase Agreement, the Zhongwei Bus Sales Agreement, the relevant Caps, a letter from the independent financial advisor to the independent board committee and Independent Shareholders of the Company, a letter from the independent board committee of the Company to the Independent Shareholders and a notice to convene a SGM within 21 days after the publication of the Announcement, i.e. on or before 13 September 2007. However, the Company expects that additional time is required for gathering the information from Yancheng Celette and Zhongwei Bus to the independent financial advisor for the independent financial advisor to form its view, and make its recommendation, on the Yancheng Celette Purchase Agreement, the Zhongwei Bus Sales Agreement and the relevant Caps for inclusion

in the Circular. Accordingly, the Company has applied to the Stock Exchange for a waiver from strict compliance with the requirement under Rule 14A.48 of the Listing Rule and for an extension of the latest time for the issue of the Circular to be not later than 4 October 2007.

By Order of the Board
ZHONGDA INTERNATIONAL HOLDINGS LIMITED
Xu Lian Guo
Chairman

Hong Kong, 13 September 2007

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*