



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING

(OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the capital of Zhongda International Holdings Limited (“the Company”), HEREBY APPOINT ^(Note 3) _____
of _____
or failing him, the chairman of the meeting, as my/our proxy to attend, vote and act for me/us at the Special General Meeting (or at any adjournment thereof) of the Company to be held at Everest Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, 26 June 2009 at 3:00 p.m. and in particular (but without limitation) at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as my/our proxy think fit.

SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To amend the bye-laws of the Company.		
2.	To approve the Open Offer (as defined in the circular of the Company dated 4 June 2009 (the “Circular”) and the Bonus Issue (as defined in the Circular).		
ORDINARY RESOLUTION			
3.	To increase the authorised share capital of the Company.		

Date: _____ 2009

Signature ^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL, SUBJECT TO THE LIMITATION AS HEREINAFTER MENTIONED, ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at this discretion. Your proxy will also be entitled to vote at this discretion on any resolution properly put to the meeting other than those referred to in the Notice convening the Special General Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
6. If more than one of the joint holders of a share be present at the meeting personally or by proxy, the one of the said persons so present, in person or by proxy, whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. In order to be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the principal place of business of the Company in Hong Kong at 1609, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
8. The proxy need not be a shareholder of the Company. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
9. Any alterations to this form of proxy must be initialled by the person who signs it.

* For identification purposes only