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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING AND THE SPECIAL GENERAL MEETING HELD ON 26 JUNE 2009

The Board is pleased to announce that:

- (1) all resolutions proposed at the AGM held on 26 June 2009 were passed by Shareholders by way of poll; and
- (2) the resolutions in respect to the Open Offer with the Bonus Issue, the amendments to the Bye-laws and the increase in the Authorised Share Capital were passed by the Independent Shareholders at the SGM held on 26 June 2009 by way of poll respectively.

RESULTS OF THE ANNUAL GENERAL MEETING

The board of directors (the “Board”) of Zhongda International Holdings Limited (the “Company”) is pleased to announce that all the resolutions proposed at the annual general meeting (the “AGM”) of the Company held on 26 June 2009 were passed by shareholders (the “Shareholders”) of the Company by way of poll.

The poll results in respect of the resolutions at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the Reports of the Directors and Auditors for the year ended 31 December 2008.	247,047,000 (100%)	0 (0%)
<i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i>			
2.(a)	(i) To re-elect Mr. Zhang Yuqing as an executive director.	247,047,000 (100%)	0 (0%)
<i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i>			

* For identification purpose only

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.(a)	(ii) To re-elect Mr. Kwok Ming Fai as an executive director.	247,047,000 (100%)	0 (0%)
	<i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i>		
	(iii) To re-elect Mr. Sun Ka Ziang Henry as an independent non-executive director.	247,047,000 (100%)	0 (0%)
	<i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i>		
2.(b)	To authorise the Board to fix the directors' remuneration.	247,047,000 (100%)	0 (0%)
	<i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i>		
3.	To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.	247,047,000 (100%)	0 (0%)
	<i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i>		
4.	(A) To give a general mandate to the directors of the Company to allot, issue and deal with shares of the Company.	247,047,000 (100%)	0 (0%)
	<i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i>		
	(B) To give a general mandate to the directors of the Company to repurchase shares of the Company.	247,047,000 (100%)	0 (0%)
	<i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i>		
	(C) To extend the general mandate granted to the directors of the Company to issue shares in the capital of the Company pursuant to Resolution no.4(A) to cover shares repurchased by the Company pursuant to Resolution no.4(B).	247,047,000 (100%)	0 (0%)
	<i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i>		

As at the date of the AGM, the issued share capital of the Company comprised 533,146,240 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions at the AGM. There was no Shareholder who was entitled to attend and vote only against any of the resolutions at the AGM.

The Company's branch share registrar, Tricor Standard Limited, was appointed the scrutineer for vote-taking at the AGM.

RESULTS OF THE SPECIAL GENERAL MEETING

References are made to the announcements of the Company dated 7 May and 21 May 2009, and the circular of the Company dated 4 June 2009 (the “Circular”) regarding the proposed Open Offer with the Bonus Issue, the proposed amendments to the Bye-laws and the proposed increase in the Authorised Share Capital. Unless the context otherwise requires, capitalised terms used hereinbelow shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that (1) the special resolutions approving the amendments to the Bye-laws and the Open Offer with the Bonus Issue, and (2) the ordinary resolution approving the increase in the Authorised Share Capital were passed by the Independent Shareholders at the special general meeting (the “SGM”) of the Company held on 26 June 2009 by way of poll respectively.

The poll results in respect of the resolutions at the SGM are as follows:

Resolutions		Number of Votes (%)	
		For	Against
Special Resolutions			
1.	To amend the Bye-laws.	34,519,000 (100%)	0 (0%)
<i>As more than 75% of the votes were cast in favour of the resolution, the resolution was passed as a special resolution.</i>			
2.	To approve the Open Offer and the Bonus Issue.	34,519,000 (100%)	0 (0%)
<i>As more than 75% of the votes were cast in favour of the resolution, the resolution was passed as a special resolution.</i>			
Ordinary Resolution			
3.	To increase the Authorised Share Capital.	34,519,000 (100%)	0 (0%)
<i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i>			

As at the date of the SGM, the Company has 533,146,240 Shares in issue. The total number of Shares entitling the holders to attend and vote for or against the resolutions in respect of the amendments to the Bye-laws and the Open Offer with the Bonus Issue were 329,142,240 Shares, and the resolution in respect of the increase in the Authorised Share Capital were 533,146,240 Shares respectively. There was no Shareholder who was entitled to attend and vote only against any of the resolutions at the SGM.

As disclosed in the Circular, Zhong Da BVI, the controlling shareholder (as defined in the Listing Rules) of the Company, held 204,004,000 Shares, representing approximately 38.3% of the issued share capital of the Company as at the date of the SGM. Zhong Da BVI is owned as to 57.22% and 42.78% by Mr. Xu Lian Guo and Mr. Xu Lian Kuan respectively. Pursuant to the Listing Rules, Zhong Da BVI and its associates (as defined in the Listing Rules) are required to abstain from voting on the resolution(s) to be proposed at the SGM to approve the Open Offer with the Bonus Issue.

Zhong Da BVI and its associates had abstained from voting on all the resolutions proposed at the SGM.

The Company's branch share registrar, Tricor Standard Limited, was appointed the scrutineer for vote-taking at the SGM.

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

Hong Kong, 26 June 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 of the Company respectively.