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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)

RESULTS OF THE OPEN OFFER OF 244,887,744 OFFER SHARES ON THE BASIS OF THREE OFFER SHARES FOR EVERY FIVE SHARES HELD ON THE RECORD DATE WITH BONUS ISSUE ON THE BASIS OF TWO BONUS SHARES FOR EVERY TEN OFFER SHARES TAKEN UP UNDER THE OPEN OFFER

The Board is pleased to announce that the Open Offer has become unconditional at 4:00 p.m. on Friday, 17 July 2009.

As at 4:00 p.m. on Wednesday, 15 July 2009, being the latest time for the acceptance of and payment for the Offer Shares, a total of 30 valid acceptances of Offer Shares have been received for a total of 268,960,051 Offer Shares, representing approximately 84.08% of the total number of Offer Shares available for subscription under the Open Offer.

Share certificates for the fully-paid Offer Shares in respect of the valid acceptances and the related Bonus Shares will be despatched to those relevant Shareholders at their addresses as shown on the register of members of the Company by ordinary post at their own risk on or before Wednesday, 22 July 2009.

Dealings in the Offer Shares and Bonus Shares are expected to commence at 9:30 a.m. on Friday, 24 July 2009.

Reference is made to the prospectus of Zhongda International Holdings Limited (the “**Company**”) dated 30 June 2009 (the “**Prospectus**”) in respect of the Open Offer with Bonus Issue. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Prospectus.

* For identification purpose only

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms. As at 4:00 p.m. on Wednesday, 15 July 2009, being the latest time for acceptance of and payment for the Offer Shares, a total of 30 valid acceptances of Offer Shares have been received for a total of 268,960,051 Offer Shares, representing approximately 84.08% of the total number of the Offer Shares available for subscription under the Open Offer.

The Open Offer has become unconditional at 4:00 p.m. on Friday, 17 July 2009.

As disclosed in the Prospectus, Zhong Da BVI has subscribed for 75,000,000 Offer Shares to which it is entitled under the Open Offer, and hence 15,000,000 Bonus Shares will be allotted to Zhong Da BVI under the Bonus Issue. Upon completion of the Open Offer with the Bonus Issue, Zhong Da BVI is interested in an aggregate of 294,004,000 Shares, representing approximately 32.06% of the issued share capital of the Company as enlarged by the Open Offer and the Bonus Issue.

UNDERWRITING ARRANGEMENTS

In accordance with the terms of the Underwriting Agreement, any Offer Shares not taken up by the Shareholders under their entitlements under the Open Offer will be taken up by the Joint Underwriters. Based on the results of the Open Offer as set out above, the Joint Underwriters have taken up an aggregate of 50,927,693 Offer Shares in the manner as follows:-

Upbest: 47,213,882 Offer Shares
Tanrich: 3,713,811 Offer Shares

CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

To the best knowledge of the Board, the following table shows the changes in the shareholding structure of the Company immediately prior to and after completion of the Open Offer with the Bonus Issue:

	Immediately prior to completion of the Open Offer with the Bonus Issue		Immediately after completion of the Open Offer with the Bonus Issue	
	<i>No. of Shares</i>	<i>Approx. percentage</i>	<i>No. of Shares</i>	<i>Approx. percentage</i>
Zhong Da BVI	204,004,000	38.26%	294,004,000	32.06%
Zhang Yuqing	17,600,000	3.30%	30,272,000	3.30%
Underwriter – Upbest	0	0%	56,656,658	6.18%
Underwriter – Tanrich	0	0%	4,456,573	0.49%
Public Shareholders	311,542,240	58.44%	531,622,301	57.97%
Total	<u>533,146,240</u>	<u>100.00%</u>	<u>917,011,532</u>	<u>100.00%</u>

DESPATCH OF SHARE CERTIFICATES

Share certificates for the fully-paid Offer Shares in respect of the valid acceptances and the related Bonus Shares will be despatched to those relevant Shareholders at their addresses as shown on the register of members of the Company by ordinary post at their own risk on or before Wednesday, 22 July 2009.

COMMENCEMENT OF DEALINGS IN THE OFFER SHARES AND THE BONUS SHARES

Dealings in the Offer Shares and the Bonus Shares are expected to commence on the Stock Exchange at 9:30 a.m. on Friday, 24 July 2009.

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

Hong Kong, 17 July 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.