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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)

**REQUISITION OF SPECIAL GENERAL MEETING
BY A SHAREHOLDER**

The Board announces that a Requisition was deposited by Zhong Da BVI, a substantial shareholder of the Company, to the Company on 21 November 2011 requesting the Board to convene the SGM, at which resolutions relating to the (i) Proposed Removal of the existing Directors, namely Mr. Kwok Ming Fai, Mr. Hon Chuk Kay, Mr. Leung Kwok Chun, Mr. Sun Ka Ziang Henry, Mr. Chan Shiu Man and Mr. Wong Chi Chung; and (ii) Proposed Appointment of the Candidates namely 徐飛, 馬憲, 蘇國強, 張永東, 劉玲 and 王志宏 as Directors would be considered and, if the Shareholders think appropriate, be approved by the Shareholders.

The Board has requested Zhong Da BVI to provide the Required Information of the Candidates. However, as at the date hereof, the Board still has not received the Required Information. The Board is unable to prepare and despatch the circular for and the notice convening the SGM until the Required Information were provided. Further announcement shall be made by the Company as to the issue of a notice by the Board of convening the SGM pursuant to the Bye-laws in due course.

Pursuant to the Bye-laws, the SGM shall be held within two months after the deposit of the Requisition. Should the Board fails to proceed to convene the SGM within 21 days after the Requisition is deposited, Zhong Da BVI itself may convene the SGM in accordance with the provisions of Section 74(3) of the Bermuda Companies Act 1981 (as amended). In this regard, further announcement will be made by the Company under the Listing Rules as and when appropriate.

The Board announces that Zhong Da BVI, a substantial shareholder of the Company and is owned by the Suspended Directors, deposited the Requisition to the Company on 21 November 2011 requesting the Board to convene an SGM pursuant to the Bye-laws, at which resolutions relating to the Proposed Removal and the Proposed Appointment will be considered and, if the Shareholders think appropriate, be approved by the Shareholders.

** For identification purpose only*

The resolutions relating to the Proposed Removal are as follow:

“1. That the following persons be removed as directors of the Company pursuant to Bye-laws 86(4) of the Company with immediate effect:-

- (1) Hon Chuk Kay (韓焯基) (Executive Director);
- (2) Kwok Ming Fai (郭明輝) (Executive Director);
- (3) Leung Kwok Chun (梁國進) (Non-Executive Director);
- (4) Sun Ka Ziang Henry (孫克強) (Independent Non-Executive Director);
- (5) Chan Shiu Man (陳劭民) (Independent Non-Executive Director); and
- (6) Wong Chi Chung (黃志聰) (Independent Non-Executive Director).”

The resolutions relating to the Proposed Appointment are as follow:

“2. That the following persons be appointed as additional directors of the Company pursuant to Bye-laws 86(1) of the Company with immediate effect:-

- (1) 徐飛;
- (2) 馬憲;
- (3) 蘇國強;
- (4) 張永東;
- (5) 劉玲: and
- (6) 王志宏.”

The Company has requested Zhong Da BVI to provide further information (the “**Required Information**”) in relation to the Candidates in order to fulfill the requirements under the Bye-laws and the Listing Rules, such as the written consent of the Candidates to act as Directors and the information of the Candidates specified under Rules 3.10, 3.13 and 13.51 of the Listing Rules respectively. However, as at the date hereof, the Board has not yet received the Required Information, and hence the Board has no basis to assess the capability, experience and independence of the Candidates, and whether there will be any implications on the compliance by the Company of the requirements on the composition of the Board under the Listing Rules, should the resolutions were passed.

In view of the abovementioned, the Board is unable to prepare and despatch a circular of the Company containing, among others, the information relating to the Proposed Appointment pursuant to the Listing Rules and the notice convening the SGM. In order to ensure the Shareholders could vote on the resolutions with respect to the Proposed Removal and Proposed Appointment on an informed basis, the Board considers that the SGM shall not be convened until the Required Information has been provided to the Board in full and with sufficient details, so the Company can prepare a circular for the SGM with substance as and when appropriate. Further announcement shall be made by the Company as to the issue of a notice by the Board of convening the SGM pursuant to the Bye-laws in due course.

Pursuant to the Bye-laws, the SGM shall be held within two months after the deposit of the Requisition. Should the Board fails to proceed to convene the SGM within 21 days after the Requisition is deposited, Zhong Da BVI itself may convene the SGM in accordance with the provisions of Section 74(3) of the Bermuda Companies Act 1981 (as amended). In this regard, further announcement will be made by the Company under the Listing Rules as and when appropriate.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

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| “Board” | the board of Directors |
| “Bye-laws” | the bye-laws of the Company |
| “Candidates” | the persons nominated by Zhong Da BVI to stand for election as Directors under the Proposed Appointment |
| “Company” | Zhongda International Holdings Limited, an exempted company incorporated in Bermuda with limited liability and whose shares are listed on the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Proposed Appointment” | the proposed appointment of the Candidates as Directors in place of the existing Directors |
| “Proposed Removal” | the proposed removal of the existing Directors pursuant to the Requisition |
| “Requisition” | the written requisition issued by Messrs. Henry Wai & Co on behalf of Zhong Da BVI to call the SGM together with a written notice of Zhong Da BVI proposing the resolutions regarding the Proposed Removal and Proposed Appointment, which have been deposited at the principal place of business of the Company on 21 November 2011 |
| “SGM” | the special general meeting of the Company to be convened in accordance with the provisions of the Bye-laws and in response to the Requisition |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “substantial shareholder” | has the same meaning ascribed to it under the Listing Rules |
| “Suspended Directors” | Mr. Xu Lian Guo and Mr. Xu Lian Kuan, executive Directors (details of which are disclosed in the announcement of the Company dated 2 September 2011) |

“Zhong Da BVI”

Zhong Da (BVI) Limited, a substantial shareholder of the Company and is owned by the Suspended Directors (based on the register of substantial shareholders of the Company kept pursuant to the Securities and Futures Ordinance)

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

Hong Kong, 12 December 2011

As at the date of this announcement, the Board comprises Messrs. Xu Lian Guo (suspended), Xu Lian Kuan (suspended), Kwok Ming Fai and Hon Chuk Kay as executive Directors; Mr. Leung Kwok Chun as non-executive Director; and Messrs. Sun Ka Ziang Henry, Chan Shiu Man and Wong Chi Chung as independent non-executive Directors respectively.