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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Zhongda International Holdings Limited (the “**Company**”) will 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. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** the existing bye-law 148 of the Company (the “**Bye-laws**”) be amended by inserting the following words immediately after the words “in the same proportions”:

“or such other proportion as the Members by special resolution may determine.”

2. “**THAT**, conditional upon (i) the passing of the special resolution numbered 1 set out in the notice convening this Meeting; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Offer Shares (as defined below) and the Bonus Shares (as defined below) either conditionally or subject to such conditions which the Joint Underwriters (as defined below) and in their reasonable opinion accept and the satisfaction of such conditions (if any); (iii) the registration and filing of all relevant documents relating to the Open Offer (as hereinafter defined) required by law to be registered or filed with the Registrar of Companies in Hong Kong and the Bermuda Registrar of Companies in accordance with the requirements of the Companies Act 1981 of Bermuda; and (iv) the underwriting agreement dated 6 May 2009 and the supplemental agreement dated 21 May 2009 (together, the “**Underwriting Agreement**”) between

* For identification purpose only

the Company, Zhong Da (BVI) Limited, Upbest Securities Company Limited and Tanrich Capital Limited (the “**Joint Underwriters**”), copy of which are tabled at the meeting and marked “**A**” and “**B**” respectively and initialled by the chairman of this Meeting for the purpose of identification, becoming unconditional:

- (a) the issue by way of open offer (the “**Open Offer**”) of 319,887,744 new shares of HK\$0.10 each (“**Offer Shares**”) to the shareholders of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company as at the close of business on Friday, 26 June 2009 (the “**Record Date**”), excluding those Non-Qualifying Shareholders (as defined below) (the “**Qualifying Shareholders**”) in the proportion of three Offer Shares for every five existing Shares held, subject to the terms and conditions set out in the circular to the shareholders of the Company dated 4 June 2009 (the “**Circular**”, a copy of which is tabled at the meeting and marked “**C**” and initialled by the chairman of this Meeting for the purpose of identification), be and is hereby approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer;
- (b) the issue (the “**Bonus Issue**”) by way of bonus shares (the “**Bonus Shares**”) to the registered holders of the Offer Shares in the proportion of two Bonus Shares for every ten Offer Shares subscribed, subject to the terms and conditions set out in the Circular, be and is hereby approved and the Directors be and are hereby authorised to allot and issue the Bonus Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders;
- (c) the Directors be and are hereby authorised to make such other exclusions or other arrangements in relation to those Shareholders whose names appear on the register of members of the Company on the Record Date and having registered addresses outside the Hong Kong Special Administration of the People’s Republic of China (“**Hong Kong**”) or stipulated in place(s) where, in the Director’s opinion, the Offer Shares and the Bonus Shares may not be offered without compliance with the registration and/or other legal or regulatory requirements of that jurisdiction or jurisdictions outside Hong Kong (the “**Non-Qualifying Shareholders**”) as they may deem necessary or expedient and having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or stock exchange in, any territory outside Hong Kong and generally to do such things or make such arrangements as they may think fit to effect the Open Offer and the Bonus Issue; and
- (d) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such further deeds, documents, instruments, agreements and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Open Offer and the Bonus Issue and all transactions contemplated thereunder.”

ORDINARY RESOLUTION

3. “**THAT**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 to HK\$1,000,000,000 by the creation of an additional 9,000,000,000 shares of HK\$0.10 each (the “**Increase in Authorised Share Capital**”); and
- (b) any one of the directors of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in and for giving effect to the Increase in Authorised Share Capital.”

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

Hong Kong, 4 June 2009

Principal place of business:
1609, Office Tower,
Convention Plaza,
1 Harbour Road,
Wanchai,
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged 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 later than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish.

- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.

As at the date hereof, 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 Xinzhong as independent non-executive directors of the Company respectively.