

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

SUPPLEMENTAL AGREEMENT TO THE EQUITY LINE FACILITY AGREEMENT

On 12 January 2011, the Company and the Purchaser entered into the Supplemental Agreement to amend certain terms and conditions of the Agreement to the effect that the Company will no longer be required to issue any Warrants under the Agreement and other consequential amendments, including, amongst others, the removal of the condition precedent to the right of the Company to serve the first Draw Down Notice that approval for the listing of, and permission to deal in, on the Stock Exchange the Warrant Shares is obtained.

BACKGROUND

Reference is made to the announcement of the Company dated 16 November 2010 (“**Announcement**”) in relation to the Agreement. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those used in the Announcement.

Pursuant to the Agreement, the Company and the Purchaser have conditionally agreed that, among other things, (a) the Company would be granted the Equity Line Facility whereby the Company was entitled to require the Purchaser to subscribe for Shares for an aggregate consideration not exceeding HK\$275 million, and (b) the Company would issue to the Purchaser the Warrants under which 25 million Warrant Shares were issuable upon exercise of the subscription rights attaching to the Warrants.

* For identification purposes only

SUPPLEMENTAL AGREEMENT TO THE AGREEMENT

On 12 January 2011, the Company and the Purchaser entered into a supplemental agreement (the “**Supplemental Agreement**”) to amend certain terms and conditions of the Agreement. Pursuant to the Supplemental Agreement, the Company will no longer be required to issue any Warrants under the Agreement and other consequential amendments, including, amongst others, the removal of the condition precedent to the right of the Company to serve the first Draw Down Notice that approval for the listing of, and permission to deal in, on the Stock Exchange the Warrant Shares is obtained, were made.

Save as amended by the Supplemental Agreement, all the terms of the Agreement remain in full force and effect.

SPECIAL MANDATE

As a result of entering into the Supplemental Agreement, the Special Mandate covering the allotment and issue of the Draw Down Shares, the Activation Shares and the Implementation Shares under the Agreement (as amended by the Supplemental Agreement) will be sought at the SGM. Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Draw Down Shares, the Activation Shares and the Implementation Shares. No application for the listing of, and permission to deal in, the Warrant Shares will be made.

THE SGM

The Agreement, as amended by the Supplemental Agreement, is conditional, among other things, the granting of the Special Mandate by the Shareholders at a general meeting of the Company. The Company will despatch a circular which shall contain, among other things, details on the Agreement and the Supplemental Agreement, together with notice of the SGM, to the Shareholders as soon as practicable.

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

Hong Kong, 12 January 2011

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 Xinzhong as independent non-executive Directors.