



# ZHONGDA INTERNATIONAL HOLDINGS LIMITED

( 中大國際控股有限公司 \* )

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

## RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 25 OCTOBER 2007

The Directors are pleased to announce that the ordinary resolutions approving the Yancheng Celette Purchase Agreement, the Zhongwei Bus Sales Agreement and the Caps were duly passed at the Special General Meeting held on 25 October 2007.

References are made to the announcement of Zhongda International Holdings Limited (the “**Company**”) dated 23 August 2007 and the circular of the Company dated 4 October 2007 (the “**Circular**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

### RESULTS OF THE SPECIAL GENERAL MEETING

The Directors are pleased to announce that the ordinary resolutions approving the Yancheng Celette Purchase Agreement, the Zhongwei Bus Sales Agreement and the Caps were duly passed by way of poll by the Independent Shareholders at the Special General Meeting held on 5 October 2007.

Details of the poll results are as follows:

Ordinary resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	To ratify, confirm and approve the Yancheng Celette Purchase Agreement and to approve the relevant Caps for the three years ending 31 December 2009.	158,160,000 (100%)	0 (0%)	158,160,000 (100%)
2.	To ratify, confirm and approve the Zhongwei Bus Sales Agreement and to approve the relevant Caps for the three years ending 31 December 2009.	158,160,000 (100%)	0 (0%)	158,160,000 (100%)

As more than 50% of the votes were cast in favour of the above resolutions, all the above resolutions were passed as ordinary resolutions at the SGM.

As at the date of the SGM, the Company had 518,004,080 Shares in issue. The total number of Shares entitling the holders to attend and vote for or against the resolutions at the SGM were 296,400,080 Shares. There was no Shareholder who was entitled to attend and vote only against the resolutions at the SGM.

As disclosed in the Circular, Mr. Xu Lian Guo, Mr. Xu Lian Kuan and Mr. Zhang Yuqing were interested in an aggregate of 221,604,000 Shares, representing approximately 42.8% of the issued share capital of the Company as at the date of the SGM, were required to abstain and had abstained from voting on the ordinary resolutions 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, 25 October 2007

*As at the date of this announcement, 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 Xin Zhong as independent non-executive directors of the Company respectively.*

*\* For identification purpose only*