



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

中大國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 7 MAY 2008 AND ANY ADJOURNMENT THEREOF

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares (“Shares”) of HK\$0.10 each in the capital of Zhongda International Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³,
or _____ of _____
_____ or failing him/her _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the special general meeting of the Company to be held at Plaza I, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong, on Wednesday, 7 May 2008 at 3:00 p.m. (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
To approve, ratify and confirm the Exclusive Agency Agreement (as defined in the circular of the Company dated 21 April 2008 (the “Circular”)), and to approve the Caps in relation to the Continuing Connected Transactions (as defined in the Circular), and to authorise any one director (or any two directors of the Company if the affixation of the Common Seal is necessary) to execute all such other documents, instruments and agreements and to do all such acts or things incidental to, ancillary to or in connection with matters contemplated in the Exclusive Agency Agreement.		

Signature⁵ _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the principal place of business of the Company at 1609, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

* For identification purpose only