



# 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 7 MAY 2008

The Board is pleased to announce that the ordinary resolution approving the Exclusive Agency Agreement and the Caps in relation to the Continuing Connected Transactions was duly passed at the SGM held on 7 May 2008.

References are made to the announcement of Zhongda International Holdings Limited (the “Company”) dated 8 April 2008 and the circular of the Company dated 21 April 2008 (the “Circular”) regarding the Exclusive Agency Agreement. 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 Board is pleased to announce that the ordinary resolution approving the Exclusive Agency Agreement and the Caps in relation to the Continuing Connected Transactions was duly passed by way of poll by the Independent Shareholders at the SGM held on 7 May 2008.

The results of the votes in respect of the resolution was as follows:

Ordinary resolution	Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
	For	Against	
To approve, ratify and confirm the Exclusive Agency Agreement and to approve the Caps in relation to the Continuing Connected Transactions	160,546,040 (100%)	– (0%)	160,546,040 (100%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution at the SGM.			

As at the date of the SGM, the Company had 530,004,200 Shares in issue. The total number of Shares entitling the holders to attend and vote for or against the resolution at the SGM were 308,400,200 Shares. There was no Shareholder who was entitled to attend and vote only against the resolution 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 41.8% of the issued share capital of the Company as at the date of the SGM. Mr. Xu Lian Guo, Mr. Xu Lian Kuan and Mr. Zhang Yuqing, and their respective associates were required to abstain and had abstained from voting on the ordinary resolution 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, 7 May 2008

*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 of the Company respectively.*

\* *For identification purpose only*