



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

中大國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders of Zhongda International Holdings Limited (the “**Company**”) will be held at Plaza I, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 1 September 2008 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT**

- (a) the agreement (the “**Acquisition Agreement**”) dated 24 July 2008 entered into between 鹽城奧申工業裝備製造有限公司 (Yancheng Aoshen Industrial Equipment Manufacturing Co., Ltd.*), an indirect wholly-owned subsidiary of the Company (the “**Purchaser**”), and 中大工業集團公司 (Zhongda Industrial Group Corporation) (the “**Vendor**”), a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Vendor has agreed to transfer a 20% equity interest in 鹽城中威客車有限公司 (Yancheng Zhongwei Bus Manufacturing Co., Ltd.), to the Purchaser for the consideration of RMB18,460,000 be and is hereby approved, ratified and confirmed; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Acquisition Agreement.”

(2) “**THAT**

- (a) the agreement (the “**Subscription Agreement**”) dated 24 July 2008 entered into between Zhong Da (BVI) Limited and the Company, a copy of which is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose, in relation to the subscription (the “**Subscription**”) of the zero coupon convertible bonds (the “**Convertible Bonds**”) in the principal amount of HK\$21,000,000 to be issued by the Company to Zhong Da (BVI) Limited, the principal terms of which are set out under the section headed “Subscription Agreement” in the circular of the Company dated 14 August 2008 be and is hereby approved, ratified and confirmed;

- (b) the issue of the Convertible Bonds to be issued by the Company in accordance with the Subscription Agreement be and are hereby approved and that any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and issue the Convertible Bonds to Zhong Da (BVI) Limited upon completion of the Subscription;
- (c) subject to paragraph (a) of this Resolution and the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of and the permission to deal in the shares (the “**Conversion Shares**”) to be allotted and issued by the Company upon exercise of the conversion rights under the Convertible Bonds, the issue of the Conversion Shares upon the exercise of the conversion rights attached to the Convertible Bonds be and is hereby confirmed and approved; and
- (d) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Subscription.”

Yours faithfully
For and on behalf of
Zhongda International Holdings Limited
Xu Lian Guo
Chairman

Hong Kong, 14 August 2008

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:

1609, Office Tower
Convention Plaza
1 Harbour Road
Wanchai, Hong Kong

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, 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 less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, 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 are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

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 Xinzhong as independent non-executive directors of the Company respectively.

** For identification purpose only*