



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF) (“THE MEETING”)

I/We ^(Note 1) _____
of _____,
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.10 each in the capital of
Zhongda International Holdings Limited (the “Company”) HEREBY APPOINT ^(Note 3) _____
of _____
or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at
the Meeting to be held at 1609, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on
Wednesday, 7 April 2010 at 3:00 p.m. (and at any adjournment thereof) in respect of the resolution set out in the
notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To confirm, approve and ratify the Placing Agreement (as defined in the circular of the Company dated 16 March 2010 (the “Circular”)) and to approve the allotment and issue of the Placing Shares (as defined in the Circular).		

Dated this _____ day _____ of 2010 Signature(s) ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired in the space provided. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote on his behalf.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote(s) at his discretion. Your proxy will also be entitled to vote at his 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 executed either under its seal or under the hand of an officer or attorney duly authorised in writing.
6. In the case of joint holders, the vote(s) of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof must be returned to 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 adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.
10. Any alteration made to this form of proxy must be initialled by the person who signs it.

* For identification purposes only