

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 9 JULY 2010

The Board is pleased to announce that all resolutions proposed at the AGM held on 9 July 2010 were passed by Shareholders by way of poll.

RESULTS OF THE ANNUAL GENERAL MEETING

The board of directors (the “**Board**”) of Zhongda International Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions proposed at the annual general meeting (the “**AGM**”) of the Company held on 9 July 2010 were passed by shareholders (the “**Shareholders**”) of the Company by way of poll.

The poll results in respect of the resolutions at the AGM are as follows:

| Ordinary Resolutions | | Number of Votes (%) | |
|--|---|-------------------------|----------------------|
| | | For | Against |
| 1. | To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the Reports of the Directors and Auditors for the year ended 31 December 2009. | 231,629,373 (99.44%) | 1,305,520 (0.56%) |
| <i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i> | | | |
| 2.(A) | (i) To re-elect Mr. Xu Lian Kuan as an executive director. | 225,698,280 (96.89%) | 7,236,613 (3.11%) |
| <i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i> | | | |
| | (ii) To re-elect Mr. Gu Yao Tian as an independent non-executive director. | 231,629,373 (99.44%) | 1,305,520 (0.56%) |
| <i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i> | | | |
| | (iii) To re-elect Mr. Li Xinzhong as an independent non-executive director. | 231,629,373 (99.44%) | 1,305,520 (0.56%) |
| <i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i> | | | |

| Ordinary Resolutions | | Number of Votes (%) | |
|--|---|-------------------------|----------------------|
| | | For | Against |
| 2.(B) | To authorise the Board to fix the directors' remuneration. | 231,629,373 (99.44%) | 1,305,520 (0.56%) |
| <i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i> | | | |
| 3. | To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration. | 231,629,373 (99.44%) | 1,305,520 (0.56%) |
| <i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i> | | | |
| 4. | (A) To give a general mandate to the directors of the Company to allot, issue and deal with shares of the Company. | 231,629,373 (99.44%) | 1,305,520 (0.56%) |
| <i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i> | | | |
| | (B) To give a general mandate to the directors of the Company to repurchase shares of the Company. | 231,629,373 (99.44%) | 1,305,520 (0.56%) |
| <i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i> | | | |
| | (C) To extend the general mandate granted to the directors of the Company to issue shares in the capital of the Company pursuant to Resolution no.4(A) to cover shares repurchased by the Company pursuant to Resolution no.4(B). | 231,629,373 (99.44%) | 1,305,520 (0.56%) |
| <i>As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution.</i> | | | |

As at the date of the AGM, the issued share capital of the Company comprised 1,052,323,719 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions at the AGM. There was no Shareholder who was entitled to attend and vote only against any of the resolutions at the AGM.

The Company's branch share registrar, Tricor Standard Limited, was appointed the scrutineer for vote-taking at the AGM.

By Order of the Board
Zhongda International Holdings Limited
Xu Lian Guo
Chairman

Hong Kong, 9 July 2010

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 purposes only