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ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

ADJUSTMENT TO THE CONVERSION PRICE OF THE CONVERTIBLE BONDS AND ADJUSTMENTS TO THE SHARE OPTIONS GRANTED UNDER THE SHARE OPTION SCHEME

The Board announces that the Conversion Price of the Convertible Bonds has been adjusted from HK\$0.84 per Share to HK\$0.7713 per Share as a result of the Open Offer with the Bonus Issue. As a result of the adjustment to the Conversion Price, the number of Conversion Shares that may fall to be issued upon the conversion of the Convertible Bonds will be increased from 25,000,000 Shares to 27,227,074 Shares.

In addition, adjustments have also been made to the share options granted by the Company under its Share Option Scheme.

Reference is made to the prospectus of the Company dated 30 June 2009 (the “**Prospectus**”) in relation to the Open Offer with Bonus Issue. Save as otherwise defined, terms used in this announcement shall have the same meanings as used in the Prospectus.

ADJUSTMENTS TO THE CONVERTIBLE BONDS

Pursuant to the completion of the Open Offer with the Bonus Issue, the conversion price (the “**Conversion Price**”) of the zero coupon convertible bonds in the principal amount of HK\$21,000,000 (the “**Convertible Bonds**”) will be adjusted in accordance with the terms of the Convertible Bonds from HK\$0.84 per Share to HK\$0.7713 per Share as a result of the Open Offer with the Bonus Issue. As a result of the adjustment to the Conversion Price, the number of Conversion Shares attaching to the Convertible Bonds will be adjusted from 25,000,000 Shares to 27,227,074 Shares. The adjustment will take retroactive effect from 4:00 p.m. on 17 July 2009, being the date the Open Offer becoming unconditional.

The adjustment was computed in accordance with the terms of the Convertible Bonds and has been reviewed and confirmed by Ample Capital Limited (“**Ample Capital**”), the adviser appointed for the purpose of providing opinion on the adjustment to the Conversion Price of the Convertible Bonds.

* For identification purpose only

ADJUSTMENTS TO THE SHARE OPTIONS GRANTED UNDER THE SHARE OPTION SCHEME

Pursuant to the terms of the old share option scheme of the Company adopted in 2001 and terminated on 31 May 2007 (the “Share Option Scheme”), adjustments are required to be made to the exercise price of and the number of Shares to be allotted upon the full exercise of the subscription rights attaching to the share options granted as a result of the Open Offer with the Bonus Issue. As at the date of this announcement, the Company has 16,000,160 options outstanding under the Share Option Scheme. The details of the adjustments are as follows:

Date of grant of the share options	Number of the outstanding share options as at the date of the Prospectus	Original exercise price of the share options HK\$	Adjusted exercise price of the share options HK\$	Adjusted number of the outstanding share options
11 January 2007	8,000,080	0.179	0.121	11,862,187
5 February 2007	4,000,040	0.465	0.314	5,931,094
13 February 2007	<u>4,000,040</u>	0.627	0.423	<u>5,931,094</u>
	<u>16,000,160</u>			<u>23,724,375</u>

The adjustments will take retroactive effect from 4:00 p.m. on 17 July 2009, being the date the Open Offer becoming unconditional. The adjustment was computed in accordance with the requirements set out in Rule 17.03(13) of the Listing Rules and the supplementary guidance set out by the Stock Exchange in its letter to issuers on 5 September 2005 and have been reviewed and confirmed by Ample Capital, the adviser appointed for the purpose of providing opinion on the adjustments.

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

Hong Kong, 3 August 2009

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.