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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting of Zhongda International Holdings Limited (the “**Company**”) will be held at 1609, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, on Monday, 14 February 2011 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the equity line facility agreement dated 16 November 2010, as amended by the supplemental agreement dated 12 January 2011, entered into between the Company as issuer and YA Global Master SPV Ltd. (the “**Purchaser**”) as purchaser (the “**ELF Agreement**”), under which the Purchaser granted the Company an option to require the Purchaser to subscribe, on the terms and subject to the conditions therein, ordinary shares in the Company with an aggregate issue price of up to HK\$275,000,000, a copy of which has been produced to the Meeting and marked “**A**” and “**B**” and initialed by the Chairman of the Meeting for the purpose of identification), the transactions contemplated thereunder and/or incidental to the ELF Agreement, and all actions taken or to be taken by the Company pursuant to it as described in the circular to the shareholders of the Company dated 24 January 2011 (the “**Circular**”, a copy of which has been produced to the Meeting and marked “**C**” and initialed by the Chairman of the Meeting for the purpose of identification) be and are hereby generally and unconditionally approved, ratified and confirmed; and
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Draw Down Shares, the Implementation Shares and the Activation Shares (each as defined in the Circular), the directors of the Company (the “**Directors**”) be and are hereby generally and specifically authorised to allot and issue (i) ordinary shares of HK\$0.10 each in the capital of the Company credited as fully paid with an aggregate

* For identification purposes only

issue price of up to HK\$275,000,000 and at issue prices to be determined in accordance with the terms and conditions of the ELF Agreement; (ii) up to 1,012,000 Implementation Shares; and (iii) up to 3,376,000 Activation Shares (the “**Special Mandate**”), in accordance with the terms and conditions of the ELF Agreement, and that the Draw Down Shares, the Implementation Shares and the Activation Shares shall, when allotted and issued, rank pari passu in all respects with all other fully-paid shares of the Company in issue on the respective dates of such allotments and issues, and that the Special Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 9 July 2010 or such other general or special mandate(s) which may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things, to sign and execute any and all agreements pursuant to and/or supplemental to the ELF Agreement and all such other documents, deeds, instruments and agreements and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the said agreements and/or any of the transactions contemplated thereunder or incidental to any of them and all other matters incidental thereto.”

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

Hong Kong, 24 January 2011

Principal place of business:

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

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.

- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the principal place of business of the Company at 1609, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, 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 be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint 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 Mr. Gu Yao Tian, Sun Ka Ziang Henry and Li Xinzhong as independent non-executive directors.