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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)

**FURTHER DELAY IN DESPATCH OF CIRCULAR
RELATING TO THE
VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTIONS**

As more time is required for the Company to finalise the Circular, it is expected that the despatch date of the Circular will be further delayed to a date on or before from 31 May 2011 to 30 June 2011.

References are made to the announcements of Zhongda International Holdings Limited (the “**Company**”) dated 4 November 2010, 22 November 2010 and 31 March 2011 (collectively, the “**Announcements**”) respectively in relation to the Acquisitions. Unless the contexts require otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

As disclosed in the Announcements, the Circular was expected to be despatched to the Shareholders on or before 31 May 2011. As additional time is required for the Company to prepare and finalize the information to be contained in the Circular, in particular the financial information of the Targets and the valuation reports to be contained therein, the Company expects the despatch date of the Circular will be further delayed to a date on or before 30 June 2011.

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

Hong Kong, 31 May 2011

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; Mr. Leung Kwok Chun as non-executive Director; and Messrs. Gu Yao Tian, Sun Ka Ziang Henry and Li Xinzhong as independent non-executive Directors.

** For identification purposes only*