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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)

### COMPLETION OF PLACING OF UNLISTED WARRANTS

The Board is pleased to announce that the Placing was completed on 26 January 2011 in accordance with the terms and conditions of the Placing Agreement (as amended by the supplemental agreements to the Placing Agreement respectively). An aggregate of 206,500,000 Warrants have been successfully placed by the Company to not less than six Placees who are third parties independent of and not connected with the Company and its connected persons (within the meaning of the Listing Rules), at the Issue Price of HK\$0.01 per Warrant and the Subscription Price of HK\$0.59 per Warrant Share.

References are made to the announcements of the Company dated 8 July 2010, 5 October 2010, 5 November 2010, 6 December 2010 and 5 January 2011 (collectively, the “Announcements”) respectively in relation to the Placing. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

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Upon the exercise of the subscription rights attaching to the Warrants in full, a maximum of 206,500,000 Warrant Shares, will be issued and allotted, representing approximately 19.62% of the existing issued share capital of the Company and approximately 16.40% of the issued share capital of the Company as enlarged by the issue and allotment of the Warrant Shares.

\* *For identification purposes only*

For illustration purpose, the shareholding structures of the Company as at the date of this announcement and upon full exercise of the subscription rights attaching to the Warrants are as follows (assuming there are no other changes to the Company's issued share capital):

	As at the date of this announcement		Assuming full exercise of the subscription rights attaching to the Warrants	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Zhong Da (BVI) Limited	294,004,000	27.94	294,004,000	23.36
Warrantholders	—	—	206,500,000	16.40
Other public Shareholders	<u>758,319,719</u>	<u>72.06</u>	<u>758,319,719</u>	<u>60.24</u>
	<u>1,052,323,719</u>	<u>100.00</u>	<u>1,258,823,719</u>	<u>100.00</u>

*Notes:*

1. Zhong Da (BVI) Limited is beneficially owned as to 57.22% by Mr. Xu Lian Guo and as to 42.78% by Mr. Xu Lian Kuan respectively.
2. Assuming none of the Warrantholders will become a substantial Shareholder.

As at the date of this announcement, the authorised share capital of the Company consists of 10,000,000,000 Shares out of which 1,052,323,719 Shares are issued and fully paid up.

As at the date of this announcement, there are an aggregate of 78,759,237 outstanding share options of the Company.

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

Hong Kong, 26 January 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, and Messrs. Gu Yao Tian, Sun Ka Ziang Henry and Li Xinzong as independent non-executive Directors.*