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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: 909)

### ANNOUNCEMENT DELAY IN DESPATCH OF CIRCULAR IN RELATION TO REVISION OF ANNUAL CAP UNDER ZHONGWEI BUS SALES AGREEMENT

The Company announces that it has applied to the Stock Exchange for a waiver from strict compliance with the requirement under Rule 14A.49 and an extension of time for despatch of the Circular to the Shareholders on or before Thursday, 25 September 2008.

Reference is made to the announcement of the Company dated 14 August 2008 (the “**Announcement**”) in relation to the Zhongwei Bus Sales Agreement as supplemented by the Zhongwei Bus Sales Supplemental Agreement with the Revised Cap. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the Announcement.

Pursuant to Rule 14A.49 of the Listing Rules, the Company is required to despatch to the Shareholders a circular (the “**Circular**”) containing, among other things, details of the Zhongwei Bus Sales Agreement as supplemented by the Zhongwei Bus Sales Supplemental Agreement with the Revised Cap, a letter from the independent financial advisor to the independent board committee and Independent Shareholders of the Company, a letter from the independent board committee of the Company to the Independent Shareholders and a notice to convene a SGM to approve the Zhongwei Bus Sales Agreement as supplemented by the Zhongwei Bus Sales Supplemental Agreement with the Revised Cap within 21 days after the publication of the Announcement, i.e. on or before 4 September 2008. However, the Company expects that additional time is required for gathering the information to the independent financial advisor for the independent financial advisor to form its view, and make its recommendation, on the Zhongwei Bus Sales Agreement as supplemented by the Zhongwei Bus Sales Supplemental Agreement with the Revised Cap for inclusion in the Circular. Accordingly, the Company has applied to the Stock Exchange for a waiver from strict compliance with the requirement under Rule 14A.49 of the Listing Rules and for an extension of the latest time for the issue of the Circular to be not later than Thursday, 25 September 2008.

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

Hong Kong, 4 September 2008

*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 Messrs. Gu Yao Tian, Sun Ka Ziang Henry and Li Xinzhong as independent non-executive directors of the Company respectively.*

*\* For identification purpose only*