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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 CONNECTED AND DISCLOSEABLE TRANSACTION INVOLVING THE FORMATION OF A JOINT VENTURE FOR THE EMS PROJECT IN SOUTH AFRICA

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 from 28 February 2011 to 30 April 2011.

References are made to the announcements of Zhongda International Holdings Limited (the “**Company**”) dated 19 May 2010, 9 June 2010, 30 July 2010, 29 October 2010 and 31 December 2010 (collectively, the “**Announcements**”) respectively in relation to the proposed formation of the Joint Venture for the EMS Project in South Africa. Unless the contexts require otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Company disclosed in the Announcements that it would despatch to the Shareholders the Circular on or before 28 February 2011. As additional time is required for the Company to collect and collate the relevant financial information relating to the EMS Project for the independent financial adviser to prepare and issue its letter of advice to the Independent Board Committee and the independent Shareholders, the Company will further extend the despatch date of the Circular to a date not later than 30 April 2011.

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

Hong Kong, 28 February 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.

** For identification purposes only*