



香港交易所

Monthly Return of Equity Issuer on Movements in Securities
For the month ended (dd/mm/yyyy) : 28/02/2011
To : Hong Kong Exchanges and Clearing Limited
Name of Issuer Zhongda International Holdings Limited
Date Submitted 1 March 2011
I. Movements in Authorised Share Capital
1. Ordinary Shares
(1) Stock code : 00909 Description : Ordinary shares

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>10,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$1,000,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$1,000,000,000</u>

(2) Stock code : N/A Description : _____

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____	_____
Increase/(decrease)	_____	_____	_____	_____
Balance at close of the month	_____	_____	_____	_____

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____	_____
Increase/(decrease)	_____	_____	_____	_____
Balance at close of the month	_____	_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) :

HK\$1,000,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	1,083,297,719	N/A	N/A	N/A
Increase/ (decrease) during the month	3,960,547	N/A	N/A	N/A
Balance at close of the month	1,087,258,266	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<u>1.exercise price</u>						
HK\$0.314	N/A	N/A	N/A	N/A	N/A	5,931,094
HK\$0.423	N/A	N/A	N/A	N/A	N/A	5,931,094
<u>(08 / 10 / 2001)</u>						
<u>ordinary shares</u>						
<i>(Note 1)</i>						
<u>2.exercise price</u>						
HK\$0.792	N/A	N/A	N/A	N/A	N/A	47,684,597
<u>(31 / 05 / 2007)</u>						
<u>ordinary shares</u>						
<i>(Note 1)</i>						
<u>3.exercise price</u>						
HK\$0.588	N/A	N/A	N/A	N/A	N/A	19,212,452
<u>(17 / 03 / 2010)</u>						
<u>ordinary shares</u>						
<i>(Note 1)</i>						
			Total A. (Ordinary shares)		Nil	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)					N/A	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry – dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>unlisted Warrants (placed under the placing agreement dated 8 Jul 2010)</u> (25 / 01 / 2013)	HK\$	(HK\$) 103,560,340	Nil	(HK\$) 103,560,340	Nil	175,526,000
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary shares					
Subscription price	HK\$0.59					
EGM approval date (if applicable) (dd/mm/yyyy)	(17 / 03 / 2010)					
2.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Total B.					(Ordinary shares)	Nil
					(Preference shares)	N/A
					(Other class)	N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
2.						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
3.						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
4.						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
				Total C. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Pursuant to the Second Sale and Purchase Agreement dated 4/11/2010: (a) Consideration Shares at the issue price of @HK\$0.85; and (b) Conversion Shares at the Conversion Price of @HK\$1.00 under the the Convertible Bonds at the initial sum of HK\$174 million (/ /) Ordinary shares (Note 1)	(a) N/A (b) N/A	(a) 157,000,000 (b) 174,000,000
2. Pursuant to the Equity Line Facility Agreement dated 16/11/2010 (as amended by the supplemental agreement dated 12/01/2011): (a) Shares for an aggregate consideration not exceeding HK\$275 million; (b) Implementation Shares at the issue price of @HK\$0.7402;(14/02/2011) (c) Activation Shares at the issue price of @HK\$0.6783 Ordinary shares (Note 1)	(a) N/A (b) 1,012,000 (c) 2,948,547	(a) Shares valued HK\$275 million (b) Nil (c) Nil
3. (/ /) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	3,960,547 N/A N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
2. Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
3. Placing	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
4. Bonus issue		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____ _____ N/A N/A
6. Repurchase of shares		Class of shares repurchased <i>(Note 1)</i> _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____ _____ N/A N/A
7. Redemption of shares		Class of shares redeemed <i>(Note 1)</i> _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____ _____ N/A N/A
8. Consideration issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____ _____ N/A N/A

For Main Board and GEM listed issuers

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation			Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
10. Other: – Implementation Shares – Activation Shares (Please specify)	(HK\$) 0.7402 At price : State currency 0.6783	Class of shares issuable <u>Ordinary</u> (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (14/02/2011) (dd/mm/yyyy)		1,012,000 2,948,547	N/A
Total E. (Ordinary shares)				3,960,547	
(Preference shares)				N/A	
(Other class)				N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	3,960,547
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Submitted by: Fu Yan Ming

Title: Secretary
(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*