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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)

### PROFIT WARNING

This announcement is made by Zhongda International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of the Company wishes to inform potential investors and shareholders of the Company that having assessed the currently available financial information, the Group is likely to record a significant loss for the year ended 31 December 2009 mainly due to (a) a decline in turnover, (b) decrease in fair value of the investment properties, (c) the provision for share-based payment due to the share options granted during the year.

Despite the significant loss for the year ended 31 December 2009, the Board considers that the Group’s overall financial position is still healthy and the Board remains positive on the long term prospect of the Group.

As the Company is in the process of finalizing its annual results for the year ended 31 December 2009, the information in this announcement is based on a preliminary assessment by the Company’s management according to the management accounts of the Group. Further details of the Group’s performance will be disclosed when the Group’s annual results for the year ended 31 December 2009 are announced.

**Potential investors and shareholders of the Company should exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 21 April 2010

*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 Xinzhong as independent non-executive directors of the Company respectively.*

\* For identification purposes only