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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)

### RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 17 MARCH 2010

The Board is pleased to announce that the ordinary resolutions approving the refreshment of general mandate to issue and allot Shares and the refreshment of the scheme mandate limit of the Share Option Scheme were duly passed at the SGM held on 17 March 2010.

Reference is made to the circular dated 26 February 2010 (the “**Circular**”) of Zhongda International Holdings Limited (the “**Company**”) regarding the refreshment of general mandate to issue and allot Shares and the refreshment of the scheme mandate limit of the Share Option Scheme. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

#### RESULTS OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that the ordinary resolutions approving the refreshment of general mandate to issue and allot Shares and the refreshment of the scheme mandate limit of the Share Option Scheme were duly passed by way of poll by the Independent Shareholders at the SGM held on 17 March 2010.

The results of the votes in respect of the resolutions were as follows:

Ordinary resolutions	Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
	For	Against	
1. To approve the refreshment of general mandate to issue and allot Shares.	23,290,107 (100%)	— (0%)	23,290,107 (100%)
2. To approve the refreshment of the scheme mandate limit of the Share Option Scheme.	23,290,107 (100%)	— (0%)	23,290,107 (100%)

As more than 50% of the votes were cast in favour of the resolutions, the resolutions were passed as ordinary resolutions at the SGM respectively.

\* For identification purposes only

As at the date of the SGM, the Company has 1,033,873,719 Shares in issue. The total number of Shares entitling the holders to attend and vote for or against the resolutions in respect of the Issue Mandate and the refreshment of the 10% scheme mandate limit of the Share Option Scheme were 709,597,719 Shares and 1,033,873,719 Shares respectively. There was no Shareholder who was entitled to attend and vote only against any of the resolutions at the SGM.

As disclosed in the Circular, Zhong Da BVI held 294,004,000 Shares, representing approximately 28.4% of the issued share capital of the Company as at the date of the SGM, and is the only substantial shareholder of the Company. Zhong Da BVI is owned as to 57.22% by Mr. Xu Lian Guo, Director and as to 42.78% by Mr. Xu Lian Kuan, Director respectively. Zhong Da BVI is therefore an associate of both Mr. Xu Lian Guo and Mr. Xu Lian Kuan. Mr. Zhang Yuqing, Director, held 30,272,000 Shares, representing approximately 2.9% of the issued share capital of the Company as at the date of the SGM. Pursuant to the Listing Rules, Mr. Xu Lian Guo, Mr. Xu Lian Kuan and Mr. Zhang Yuqing and their respective associates are required to abstain from voting on the resolution to be proposed at the SGM to approve the Issue Mandate.

Mr. Xu Lian Guo, Mr. Xu Lian Kuan and Mr. Zhang Yuqing and their respective associates had abstained from voting on all the ordinary resolutions proposed at the SGM.

The Company's branch share registrar, Tricor Standard Limited, was appointed the scrutineer for vote-taking at the SGM.

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

Hong Kong, 17 March 2010

*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.*