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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 14 FEBRUARY 2011

The Board is pleased to announce that the ordinary resolution approving the Agreement and the transactions contemplated thereunder was duly passed at the SGM held on 14 February 2011.

Reference is made to the circular (the “Circular”) of Zhongda International Holdings Limited dated 24 January 2011 regarding the Agreement. Unless the context otherwise requires, capitalised 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 resolution approving the Agreement and the transactions contemplated thereunder, including the granting of the Special Mandate to allot, issue and deal with the Draw Down Shares, the Activation Shares and the Implementation Shares, was duly passed by way of poll by the Shareholders at the SGM held on 14 February 2011.

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

Ordinary resolution	Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
	For	Against	
To approve, ratify and confirm the Agreement (as defined in the Circular) and to approve all the transactions contemplated thereunder.	384,070,565 (100%)	— (0%)	384,070,565 (100%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was passed as an ordinary resolution at the SGM.			

* For identification purposes only

As at the date of the SGM, the Company has 1,083,297,719 Shares in issue. The total number of Shares entitling the holders to attend and vote for or against the resolution were 1,083,297,719 Shares. There was no Shareholder who was entitled to attend and vote only against the resolution 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, 14 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 Xinzhong as independent non-executive Directors respectively.