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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)

SECOND HOLDING ANNOUNCEMENT

Reference is made to the First Holding Announcement.

On 9 January 2012, the Company made a formal complaint to the Economic Crime Investigation Division[#] (經濟犯罪偵查局) of the Shenzhen Municipal Public Security Bureau[#] (深圳市公安局) against the Suspended Directors in respect of the Suspected Misuse of Fund, and the said complaint has been officially accepted for criminal investigation by the Shenzhen Municipal Public Security Bureau[#] (深圳市公安局) on 29 February 2012.

Reference is made to the holding announcement (the “**First Holding Announcement**”) of the Company dated 15 December 2011 in relation to, among others, the investigation work conducted by the Special Investigation Committee on the Suspected Conflict of Interests and the Suspected Misuse of Fund, and the insight of possible actions against the Suspended Directors in respect of the Suspected Conflict of Interests and the Suspected Misuse of Fund.

Unless otherwise defined, capitalised terms used herein shall bear the same meanings ascribed thereto in the First Holding Announcement.

SPECIAL INVESTIGATION COMMITTEE AND FORMAL INVESTIGATION

Following the date of the First Holding Announcement, the Board (other than the Suspended Directors) and the Special Investigation Committee acting in good faith and in the best interest of the Company resolved to send various enquiry letters to the Suspended Directors either by the Company or through its legal representatives, in relation to the Suspected Conflict of Interests, the Suspected Misuse of Fund and requesting for the provision to the Company of all outstanding financial information of the PRC Subsidiaries which are believed to be in the custody, power or control of the Suspended Directors. As of the date of this announcement, the Company or its legal representatives have not yet received any substantive replies from the Suspended Directors and its legal representatives thereto.

* For identification purposes only

Further, on 9 January 2012, the Company made a formal complaint to the Economic Crime Investigation Division# (經濟犯罪偵查局) of the Shenzhen Municipal Public Security Bureau# (深圳市公安局) against the Suspended Directors in respect of the Suspected Misuse of Fund. Upon preliminary investigation, on 29 February 2012, the Shenzhen Municipal Public Security Bureau# (深圳市公安局) has officially accepted the said complaint for criminal investigation (the “**Formal Investigation**”).

In light of the fact that the Formal Investigation has been initiated in the PRC, the Board has determined that the Special Investigation Committee shall suspend its investigation work on the Suspected Conflict of Interests and the Suspected Misuse of Fund on 5 March 2012 pending the outcome of the Formal Investigation. As a result, the Board has dissolved the Special Investigation Committee on 5 March 2012.

Meanwhile, the Board will make further announcements to inform the public and Shareholders on the development of the Formal Investigation as and when appropriate.

By order of the Board
Zhongda International Holdings Limited
Kwok Ming Fai
Executive Director

Hong Kong, 6 March 2012

As at the date of this announcement, the Board comprises Messrs. Xu Lian Guo (suspended), Xu Lian Kuan (suspended), Kwok Ming Fai and Hon Chuk Kay as executive Directors; Mr. Leung Kwok Chun as non-executive Director; and Messrs. Sun Ka Ziang Henry, Chan Shiu Man and Wong Chi Chung as independent non-executive Directors respectively.

The English transliteration of the Chinese names in this announcement, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names.