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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)

ANNOUNCEMENT PURSUANT TO RULE 13.09(1) OF THE LISTING RULES INVOLVING THE FORMATION OF A JOINT VENTURE IN SOUTH AFRICA

This is a voluntary announcement made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board is pleased to announce that Zhongda South Africa, a wholly-owned subsidiary of the Company, has entered into the Shareholders' Agreement with SJC and Jicama on 1 April 2010 in relation to the proposed formation of a joint venture, SA United Zhongda, in South Africa.

SA United Zhongda will be owned as to 50.5% by Zhongda South Africa, 41.5% by SJC and 8% by Jicama respectively. The proposed principal business activities of SA United Zhongda are the import, distribution, marketing and sale of the Product Cars in the Authorised Region, the provision of after-sales service for the Product Cars in the Authorised Region and the carrying out of certain ancillary business activities. It is expected that SA United Zhongda will become a subsidiary of the Company upon due establishment.

The Company will make further announcement on the establishment of SA United Zhongda under the Listing Rules, if applicable.

This is a voluntary announcement made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

A summary of the principal terms of the Shareholders' Agreement is set out below:

THE SHAREHOLDERS' AGREEMENT

Date:

1 April 2010

Parties:

- (a) Zhongda (South Africa) Limited, a wholly-owned subsidiary of the Company;
- (b) SJC (S.A.) International Investment Group (Proprietary) Limited; and
- (c) Jicama 309 (Pty) Ltd.

** For identification purposes only*

Zhongda South Africa is an investment holding company.

SJC is engaged in the business of investment, trading, operation, consulting and other businesses in South Africa and the PRC.

Jicama is a special purpose entity formed for the venture. It is an affiliated company of Santaco Trading (Pty) Ltd. Santaco Trading (Pty) Ltd. is the major trading arm of The South African National Taxi Council (SANTACO), an association incorporated under the Companies Act of South Africa for taxi owners and drivers.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, SJC, Jicama and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

Subject matter

The parties to the Shareholders' Agreement agreed to incorporate SA United Zhongda to engage in the business of import, distribution, marketing and sale of the Product Cars in the Authorised Region, the provision of after-sales service for the Product Cars in the Authorised Region and the carrying out of certain ancillary business activities.

Under the Shareholders' Agreement, Zhongda South Africa agreed to supply or procure the supply to SA United Zhongda a minimum of 7,500 units of small buses and a minimum of 300 units of large buses. It is expected that the supplies will be completed within one year following the signing of the Shareholders' Agreement. The estimated total purchases of SA United Zhongda shall be approximately US\$169,004,000 (approximately HK\$1,318,231,200).

Shareholding

The initial capital of SA United Zhongda will be ZAR200 (equivalent to approximately HK\$215). SA United Zhongda will be owned as to 50.5% by Zhongda South Africa, 41.5% by SJC and 8% by Jicama respectively. It is expected that SA United Zhongda will become a subsidiary of the Company upon due establishment.

Board composition

The board of directors of SA United Zhongda shall comprise 9 directors, 5 of whom shall be nominated by Zhongda South Africa, 3 of whom by SJC and 1 of whom by Jicama.

Principal responsibilities of the parties

Zhongda South Africa shall be responsible for providing to SA United Zhongda accessories, product documentations, related repair and maintenance equipment, and technical support, to carry out the relevant work and repairs for the Product Cars.

Jicama shall use its best endeavours to promote the Products Cars imported and sold by SA United Zhongda.

SJC shall be responsible for procuring the fulfillment of the target sales of SA United Zhongda and ensuring the compliance of SA United Zhongda with all licensing, authorizations and/or other legal or regulatory requirements for the conduct of the business by SA United Zhongda.

REASONS FOR ENTERING INTO THE SHAREHOLDERS' AGREEMENT

The Company is an investment holding company. The principal activities of the Company's subsidiaries are the development, manufacture and sales of automobile equipment and buses and trading of commercial vehicles and automobile spare parts. The Directors expect that the establishment of SA United Zhongda pursuant to the Shareholders' Agreement will allow the Group to further expand its business and the Directors believe that such business expansion is in the interests of the Company and its shareholders as a whole.

The Company will make further announcement on the establishment of SA United Zhongda under the Listing Rules, if applicable.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“Authorised Region”	those countries constituting the Southern African Development Community
“Board”	the board of Directors
“Company”	Zhongda International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Jicama”	Jicama 309 (Pty) Ltd., a company incorporated under the laws of South Africa
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People's Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Product Cars”	the Zonda Cars and such other vehicles which SA United Zhongda may import and/or sell
“SA United Zhongda”	a company to be incorporated under the laws of South Africa, which shall be owned and managed by Zhongda South Africa, Jicama and SJC in accordance with the Shareholders' Agreement and whose proposed name shall be SA United Zhongda (Proprietary) Limited

“Shareholders’ Agreement”	the shareholders’ agreement dated 1 April 2010 entered into between Zhongda South Africa, SJC and Jicama
“SJC”	SJC (S.A.) International Investment Group (Proprietary) Limited, a company incorporated under the laws of South Africa
“South Africa”	The Republic of South Africa
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollar, the lawful currency of the United States of America
“ZAR”	South African Rand (ZAR), the lawful currency of South Africa
“Zhongda South Africa”	Zhongda (South Africa) Limited, a company incorporated under the laws of Hong Kong and a wholly-owned subsidiary of the Company
“Zonda Cars”	means the “Zonda” brand of buses and coaches procured by Zhongda South Africa under the Shareholders’ Agreement
“%”	per cent.

For the purpose of this announcement, the exchange rate of ZAR1.00 = HK\$1.07 has been used for currency translation, where applicable. Such exchange rate is for illustration purposes and does not constitute a representation that any amount in ZAR or HK\$ have been, could have been or may be converted at such rate.

By the order of the Board
Zhongda International Holdings Limited
Xu Lian Gao
Chairman

Hong Kong, 8 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 Xinzong as independent non-executive Directors.