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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)

CLARIFICATION ANNOUNCEMENT AND DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcement of the Company dated 4 November 2010 (the “**Announcement**”). Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcement.

The Board would like to inform the Shareholders that, in the process of the post-vetting on the Announcement, the Acquisitions were considered to constitute a very substantial acquisition and connected transaction of the Company pursuant to the Listing Rules.

The reclassification of the Acquisitions is due to the revised calculation of the consideration ratio based on the total consideration payable for the Acquisitions, which are considered to be the fair values of the Targets for the purpose of calculating the consideration ratio pursuant to the Listing Rules.

The consideration ratio exceeds 100% and therefore the Acquisitions are reclassified as a very substantial acquisition and connected transaction of the Company under the Listing Rules. As a result, the Company will comply with relevant requirements under Chapter 14 and Chapter 14A of the Listing Rules for the Acquisitions.

* *For identification purposes only*

Furthermore, as more time is required for the preparation of the circular of the Acquisitions (the “**Circular**”), in particular the financial information of the Targets and the valuation report to be contained therein, the despatch of the Circular will be postponed. It is expected that the Circular will be despatched to the Shareholders on or before 31 March 2011.

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

Hong Kong, 22 November 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 Mr. Gu Yao Tian, Sun Ka Ziang Henry and Li Xinzong as independent non-executive Directors.