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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: 909)

ANNOUNCEMENT DELAY IN DESPATCH OF CIRCULAR IN RELATION TO CONTINUING CONNECTED TRANSACTIONS

The Company announces that it has applied to the Stock Exchange for a waiver from strict compliance with the requirement under Rule 14A.48 and an extension of time for despatch of the Circular to the Shareholders on or before Friday, 1 February 2008.

Reference is made to the announcement of the Company dated 10 December 2007 (the “**Announcement**”) in relation to the Continuing Connected Transactions. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the Announcement.

Pursuant to Rule 14A.48 of the Listing Rules, the Company is required to despatch to the Shareholders a circular (the “**Circular**”) containing, among other things, details of the Exclusive Overseas Distribution Agreement and the Caps, a letter from the independent financial advisor to the independent board committee and Independent Shareholders of the Company, a letter from the independent board committee of the Company to the Independent Shareholders and a notice to convene a SGM to approve the Exclusive Overseas Distribution Agreement and the Caps within 21 days after the publication of the Announcement, i.e. on or before 31 December 2007. However, the Company expects that additional time is required for gathering the information to the independent financial advisor for the independent financial advisor to form its view, and make its recommendation, on the Exclusive Overseas Distribution Agreement and the relevant Caps for inclusion in the Circular. Accordingly, the Company has applied to the Stock Exchange for a waiver from strict compliance with the requirement under Rule 14A.48 of the Listing Rules and for an extension of the latest time for the issue of the Circular to be not later than Friday, 1 February 2008.

By Order of the Board
ZHONGDA INTERNATIONAL HOLDINGS LIMITED
Xu Lian Guo
Chairman

Hong Kong, 2 January 2008

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 Xin Zhong as independent non-executive directors of the Company respectively.

** For identification purpose only*