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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)

### DELAY IN DESPATCH OF CIRCULAR RELATING TO CONNECTED AND DISCLOSEABLE TRANSACTION INVOLVING THE FORMATION OF A JOINT VENTURE FOR THE EMS PROJECT IN SOUTH AFRICA

The Company announces that it has applied to the Stock Exchange for a waiver from strict compliance with the requirement of Rule 14A.49 and an extension of time for despatch of the Circular to the Shareholders on or before 31 July 2010.

Reference is made to the announcement of Zhongda International Holdings Limited (the “**Company**”) dated 19 May 2010 (the “**Announcement**”) in relation to, among other things, the proposed formation of the Joint Venture for the EMS Project in South Africa. Unless the contexts require otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

Pursuant to Rule 14A.49 of the Listing Rules, the Company is required to despatch to the Shareholders a circular (the “**Circular**”) in relation to the proposed formation of the Joint Venture within 21 days after publication of the Announcement, which is on or before 9 June 2010.

As stated in the Announcement, the Circular will contain, among other things, (i) further details of the JV Agreement; (ii) letter from the Independent Board Committee; (iii) letter of advice from the independent financial adviser to the Independent Board Committee and the independent Shareholders; and (iv) the notice of SGM at which resolutions will be proposed to be considered and, if thought fit, approve the JV Agreement.

\* For identification purposes only

The Company requires additional time to collect and collate the relevant financial information relating to the EMS Project for the independent financial adviser to prepare and issue its letter of advice to the Independent Board Committee and the independent Shareholders. As such, the despatch of the Circular will have to be postponed. Accordingly, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 14A.49 of the Listing Rules for extending the despatch date of the Circular to a date not later than 31 July 2010.

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

Hong Kong, 9 June 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 Xinzhong as independent non-executive Directors.*