



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

中大國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

FORM OF PROXY FOR SPECIAL GENERAL MEETING OF THE COMPANY (OR AT ANY ADJOURNMENT THEREOF) (“MEETING”) TO BE HELD ON THURSDAY, 9 OCTOBER 2008

I/We ¹ _____
of _____
being the registered holder(s) of ² _____
share(s) of HK\$0.10 each in the capital of Zhongda International Holdings Limited (the “Company”), hereby appoint
the Chairman of the Meeting, or ³ _____
of _____
as my/our proxy, to attend and vote for me/us and on my/our behalf at the Meeting to be held at 1609, Office Tower,
Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 9 October, 2008 at 3:00 p.m. (or at any
adjournment thereof) in respect of the resolution set out in the notice convening the Meeting as indicated below or, if
no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
To ratify, confirm and approve the Zhongwei Bus Sales Agreement as supplemented by the Zhongwei Bus Sales Supplemental Agreement (as defined in the circular of the Company dated 19 September 2008 (the “Circular”)) and to approve the Revised Cap (as defined in the Circular) for the two years ending 31 December 2009.		

Dated this _____ day of _____ 2008 Signature(s) ⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL, SUBJECT TO THE LIMITATION AS HEREINAFTER MENTIONED, ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast your votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on the resolution properly put to the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the principal place of business of the Company in Hong Kong at 1609, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- A proxy needs not be a member of the Company but must attend the Meeting in person to represent you. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

* For identification purpose only