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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **ZHONGDA INTERNATIONAL HOLDINGS LIMITED**, you should at once hand this circular with the accompanying proxy form to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 5 of this circular.

A notice convening the annual general meeting of Zhongda International Holdings Limited to be held at Plaza 3, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 29 June 2011 at 3:00 p.m. is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company in Hong Kong at 1609, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

* For identification purposes only

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at Plaza 3, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 29 June 2011 at 3:00 p.m.
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Caesar”	Caesar Overseas Enterprise Inc., a company incorporated in the British Virgin Islands and is wholly owned by Mr. Xu Lian Guo
“Company”	Zhongda International Holdings Limited, a company incorporated in Bermuda with limited liability, with its Shares listed on the Main Board of the Stock Exchange
“Conversion Shares”	the Shares to be allotted and issued to Caesar upon the exercise of the conversion rights attaching to the convertible bonds in a sum of HK\$174 million, details of which are set out in the announcement of the Company dated 4 November 2010
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 April 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of the AGM in this circular

DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and the Taiwan region
“Repurchase Code”	Hong Kong Code on Share Repurchases
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution no. 4(B) up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with the Shares during the period as set out in the Ordinary Resolution no. 4(A) up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Share Issue Mandate
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“Zhong Da BVI”	Zhong Da (BVI) Limited, a company incorporated in the British Virgin Islands and is beneficially owned as to 57.22% by Mr. Xu Lian Guo and as to 42.78% by Mr. Xu Lian Kuan respectively
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

LETTER FROM THE BOARD



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

Executive Directors:

Mr. Xu Lian Guo (*Chairman*)
Mr. Xu Lian Kuan (*Vice-chairman and
Chief Executive Officer*)
Mr. Zhang Yuqing (*Vice-chairman*)
Mr. Kwok Ming Fai

Non-executive Director:

Mr. Leung Kwok Chun

Independent non-executive Directors:

Mr. Gu Yao Tian
Mr. Sun Ka Ziang Henry
Mr. Li Xinzong

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*

1609, Office Tower
Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

29 April 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating to (a) the Share Issue Mandate, (b) the Repurchase Mandate and (c) the re-election of the retiring Directors.

* For identification purposes only

LETTER FROM THE BOARD

II. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 9 July 2010, a general mandate was given to the Directors to exercise the powers of the Company to issue and allot Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of the Share Issue Mandate at the AGM to give a fresh general mandate to the Directors to exercise the powers of the Company to issue and allot Shares up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Share Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,087,258,266 Shares. Subject to the passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with new Shares up to a limit of 217,451,653 Shares.

It will be proposed at the AGM two ordinary resolutions respectively (i) granting to the Directors the Share Issue Mandate, and (ii) authorising an extension of the limit of the Share Issue Mandate so granted by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, if granted.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions nos. 4(A) and 4(C) respectively in the notice of the AGM.

III. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 9 July 2010, a general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of the Repurchase Mandate at the AGM to give a fresh general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate.

Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a limit of 108,725,826 Shares.

It will be proposed at the AGM an ordinary resolution granting to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution no. 4(B) in the notice of the AGM.

An explanatory statement as required under the Listing Rules to be sent to Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

LETTER FROM THE BOARD

IV. RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises Messrs. XU Lian Guo, XU Lian Kuan, ZHANG Yuqing and KWOK Ming Fai as executive Directors; Mr. LEUNG Kwok Chun as non-executive Director; and Messrs. GU Yao Tian, SUN Ka Ziang Henry and LI Xinzhong as independent non-executive Directors.

Pursuant to Bye-law 86(2) of the Bye-laws, Mr. LEUNG Kwok Chun will be retiring from the office at the AGM and being eligible for re-election. In accordance with Bye-law 87 of the Bye-laws, Mr. XU Lian Guo, Mr. ZHANG Yuqing and Mr. KWOK Ming Fai will be retiring from the office at the AGM and being eligible for re-election. A brief biographical details of the retiring Directors proposed to be re-elected at the AGM is set out in Appendix II to this circular.

V. ANNUAL GENERAL MEETING

A notice convening the AGM for the purpose of considering (a) the Share Issue Mandate, (b) the Repurchase Mandate and (c) the re-election of the retiring Directors is set out on pages 14 to 17 of this circular.

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the principal place of business of the Company in Hong Kong at 1609, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

Voting at the AGM will be taken by way of poll in accordance with the Listing Rules and the poll results will be published after the AGM.

VI. RECOMMENDATION

The Board is of the opinion that the ordinary resolutions in respect of (a) the Share Issue Mandate, (b) the Repurchase Mandate and (c) the re-election of the retiring Directors are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions to be proposed at the AGM to give effect to them.

Yours faithfully
For and on behalf of
Zhongda International Holdings Limited
Xu Lian Guo
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$108,725,827 divided into 1,087,258,266 Shares. Subject to the passing of the resolution granting the proposed mandate to repurchase the Shares and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 108,725,826 Shares, representing 10% of the issued share capital of the Company as at the date of passing the resolution approving the Repurchase Mandate, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on the terms favourable to the Company.

FUNDING OF REPURCHASES

Repurchase to be made pursuant to the proposed Repurchase Mandate would be financed out of funds legally available for the purpose in accordance with the Bye-laws and the applicable laws of Bermuda. The laws of Bermuda provide that any repurchase by the Company may be made out of the capital paid up on the purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium accounts.

On the basis of the consolidated financial position of the Company as at 31 December 2010, being the date to which the latest published audited accounts of the Company were made up, the Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital position and gearing level of the Company. The Directors do

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

not propose to exercise the mandate to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital position of the Company as compared with the position disclosed in the latest published audited financial statements or the gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

EFFECT OF THE TAKEOVERS CODE AND REPURCHASE CODE

Upon the exercise of the power to repurchase the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the register of interests maintained by the Company pursuant to Section 336 of the SFO showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name of Shareholders	Notes	Number of Shares held	Number of underlying Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Zhong Da BVI	1	294,004,000	–	27.0%	30.0%
Caesar	2	–	174,000,000	16.0%	N/A

Notes:

1. The 294,004,000 Shares are held by Zhong Da BVI which is beneficially owned as to 57.22% by Mr. Xu Lian Guo and as to 42.78% by Mr. Xu Lian Kuan respectively.
2. The 174,000,000 Conversion Shares will be allotted and issued to Caesar at the conversion price of HK\$1.00 each upon the exercise of the conversion rights attaching to the convertible bonds in a sum of HK\$174 million. Caesar is wholly owned by Mr. Xu Lian Guo.
3. As at the Latest Practicable Date, the transactions of the Company involving, among others, Caesar are not yet completed.

As at the Latest Practicable Date, Zhong Da BVI was the only substantial shareholder (within the meaning of the Listing Rules) of the Company. In the event that the Directors should exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of Zhong Da BVI in the Company would be increased to approximately 30.0% of the issued share capital of the Company. Such increase would give rise to Zhong Da BVI an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Company has no present intention to repurchase Shares to such extent as to result in any

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

mandatory offer to be made by Zhong Da BVI under Rule 26 of the Takeovers Code. The exercise of the Repurchase Mandate in full will not give rise to the number of Shares held by public to be reduced to less than 25% of the issued share capital of the Company.

PRICE OF THE SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
April	0.980	0.760
May	0.840	0.720
June	0.770	0.550
July	0.690	0.465
August	0.720	0.610
September	0.800	0.640
October	0.810	0.710
November	0.830	0.690
December	0.750	0.590
2011		
January	0.710	0.630
February	0.700	0.630
March	0.650	0.550
April (up to the Latest Practicable Date)	0.650	0.540

UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate to repurchase Shares in accordance with the Listing Rules and applicable laws of Hong Kong and Bermuda.

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is exercised by the Company.

No connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchases of the Shares.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

SHARE REPURCHASE MADE BY THE COMPANY

No Shares have been repurchased by the Company or any of its subsidiaries during the six months immediately preceding the Latest Practicable Date.

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

1. **Mr. XU Lian Guo** (徐連國), aged 49, is the chairman and founder of the Group, and an executive Director. Mr. Xu oversees the management and implementation of the decisions and strategies of the board of directors, and formulates the Group's strategic objectives and the relevant measures and policies. Mr. Xu has over 20 years of experience in the automobile maintenance and repairs industry. He established Zhongda Machinery in 1993. He was appointed the consultant of the professional service centre of the Ministry of Personnel (國家人事部專家服務中心) and the academic society respectively.

As at the Latest Practicable Date, Mr. Xu Lian Guo was interested in the following Shares and underlying Shares of the Company within the meaning of Part XV of the SFO:

- (i) 294,004,000 Shares held by Zhong Da BVI, representing approximately 27.0% of the issued share capital of the Company. Zhong Da BVI is owned as to 57.22% by Mr. Xu Lian Guo and as to 42.78% by Mr. Xu Lian Kuan respectively.
- (ii) 174,000,000 Conversion Shares to be issued to Caesar at the conversion price of HK\$1.00 each upon the exercise of the conversion rights attaching to the convertible bonds in a sum of HK\$174 million. Caesar is wholly owned by Mr. Xu Lian Guo. As at the Latest Practicable Date, the transactions of the Company involving, among others, Caesar are not yet completed.

Save as disclosed above, Mr. Xu does not have any other interests in the Shares and underlying Shares of the Company within the meaning of Part XV of the SFO.

Save for Mr. Xu Lian Guo is the older brother of Mr. Xu Lian Kuan, Mr. Xu Lian Guo does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Xu has entered into a service contract with the Company with a term of 3 years. He is also subject to retirement by rotation and re-election by the Shareholders pursuant to the Bye-Laws. He is entitled to a director's fee of approximately RMB1,193,000 per annum which is determined by reference to his duties and responsibilities in the Company. He did not hold any directorships in other listed companies in Hong Kong or overseas in the last three years. There is no information which is discloseable nor is Mr. Xu involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

2. **Mr. ZHANG Yuqing** (張玉清), aged 58, is the vice-chairman of the Group and an executive Director. Mr. Zhang oversees the overall management, strategic planning, development planning, corporate external cooperation and financial management of the Group. Mr. Zhang has over 30 years of experience in corporate management in the PRC. Prior to joining the Group in 1994, he was the chairman and general managers of various PRC enterprises in the cement and electronics industries such as Yan Wu Group (燕舞集團). Mr. Zhang is a member of the executive committee of the All China Federation of Industry and Commerce, the postdoctoral lecturer at Tsinghua University, the researcher of the 中國管理科學院國情與管理研究所 and the lecturer of doctorate and MBA program at the Nanjing University.

As at the Latest Practicable Date, Mr. Zhang was interested in the following Shares and underlying Shares of the Company within the meaning of Part XV of the SFO:

- (i) 30,272,000 Shares, representing approximately 2.8% of the issued share capital of the Company.
- (ii) Share options to subscribe for 917,011 Shares and 9,606,226 Shares at the exercise prices of HK\$0.792 each and HK\$0.588 each respectively.

Save as disclosed above, Mr. Zhang does not have any other interests in the Shares and underlying Shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhang does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company. He has entered into a service contract with the Company with a term of 3 years. He is also subject to retirement by rotation and re-election by the Shareholders pursuant to the Bye-Laws. He is entitled to a director's fee of approximately RMB729,000 per annum which is determined by reference to his duties and responsibilities in the Company. He did not hold any directorships in other listed companies in Hong Kong or overseas in the last three years. There is no information which is discloseable nor is Mr. Zhang involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

3. **Mr. KWOK Ming Fai** (郭明輝), aged 46, is an executive Director. Mr. Kwok oversees the financial management, corporate finance and investor relationship of the Group. Prior to joining the Group in 2006, he possesses over 15 years of experience in banking, finance and accounting and held executive positions at several international financial institutions, accounting firm and listed companies. Mr. Kwok obtained a Bachelor Degree in Accounting & Economics from the University of Sheffield in the United Kingdom and a Master Degree in Business Administration from the University of Adelaide in Australia. He is a member of CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants.

Mr. Kwok is currently the independent non-executive directors of China Yunnan Tin Minerals Group Company Limited, Incutech Investments Limited and China Tycoon Beverage Holdings Limited, companies listed on the main board of the Stock Exchange, respectively. Save as disclosed, he did not hold any directorships in other listed companies in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Kwok was granted the share options to subscribe for 917,011 Shares and 9,606,226 Shares at the exercise prices of HK\$0.792 each and HK\$0.588 each respectively. Save as disclosed, he does not have any other interests in the Shares and underlying Shares of the Company within the meaning of Part XV of the SFO.

Mr. Kwok does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company. He has entered into a service contract with the Company with a term of 3 years. He is also subject to retirement by rotation and re-election by the Shareholders pursuant to the Bye-Laws. He is entitled to a director's fee of approximately RMB729,000 per annum which is determined by reference to his duties and responsibilities in the Company. There is no information which is discloseable nor is Mr. Kwok involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

4. **Mr. LEUNG Kwok Chun** (梁國進), aged 57, is a non-executive Director. He is currently the Executive Director of Shenzhen Angel Food Company Limited. He has been working in the company since 1999 and now overseeing the operation of company. He was the Regional General Manager of Remy Martin (Hong Kong) Co., Limited for China and Hong Kong from 1998 to 1999. Prior to that, Mr. Leung spent 20 years with Inchcape JDH Limited. His last position held was its Director and Chief Executive Officer for South China and Hong Kong. Mr. Leung graduated from Hong Kong Polytechnic in 1977 with a Higher Diploma in Business Studies.

Mr. Leung was the Non-executive Director of China Angel Food Limited, a company previously listed on the Singapore Exchange Securities Trading Limited and it was privatized on 8 March 2011. Save as disclosed, he did not hold any directorships in other listed companies in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Leung does not have any interests in the Shares and underlying Shares of the Company within the meaning of Part XV of the SFO. Mr. Leung does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company. He has entered into a service contract with the Company with a term of 3 years. He is also subject to retirement by rotation and re-election by the Shareholders pursuant to the Bye-Laws. He is entitled to a director's fee of HK\$100,000 per annum which is determined by reference to his duties and responsibilities in the Company. There is no information which is discloseable nor is Mr. Leung involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Zhongda International Holdings Limited (the “**Company**”) will be held at Plaza 3, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 29 June 2011 at 3:00 p.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2010.
- 2(A). (i) To re-elect Mr. Xu Lian Guo as executive Director;
(ii) To re-elect Mr. Zhang Yuqing as executive Director;
(iii) To re-elect Mr. Kwok Ming Fai as executive Director; and
(iv) To re-elect Mr. Leung Kwok Chun as non-executive Director.
- 2(B). To authorise the Board to fix the remuneration of the Directors.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments; the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (the “**Shares**”), and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into Shares, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) an issue of shares as scrip dividends or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares pursuant to the bye-laws of the Company from time to time;
 - (iii) an issue of shares upon the exercise of the rights of subscription or conversion under the terms of any bonds, warrants, debenture, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company; or
 - (iv) an issue of shares upon the exercise of any option scheme or similar arrangement of the Company;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly;

- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed

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record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) **“THAT:**

(a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

(C) **“THAT** conditional upon the passing of Resolutions 4(A) and 4(B), the general mandate granted to the directors of the Company (the **“Directors”**) to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution 4(A) as set out in the notice convening the meeting of which this Resolution forms part be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority

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granted pursuant to Resolution 4(B) as set out in the notice convening the meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of such securities of the Company in issue at the date of the passing of this Resolution.”

Yours faithfully
For and on behalf of
Zhongda International Holdings Limited
Xu Lian Guo
Chairman

Hong Kong, 29 April 2011

Principal place of business:
1609, Office Tower,
Convention Plaza,
1 Harbour Road,
Wanchai,
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the principal place of business of the Company at 1609, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
- (6) As at the date hereof, the board of directors of the Company comprises:

Executive Directors:
Mr. Xu Lian Guo
Mr. Xu Lian Kuan
Mr. Zhang Yuqing
Mr. Kwok Ming Fai

Non-executive Director:
Mr. Leung Kwok Chun

Independent Non-executive Directors:
Mr. Gu Yao Tian
Mr. Sun Ka Ziang Henry
Mr. Li Xinzhong