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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 and/or warrants in **Zhongda International Holdings Limited**, you should at once hand this circular to the purchaser or 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: 909)

(Warrant Code: 705)

Executive Directors:

Mr. XU Lian Guo (*Chairman*)

Mr. XU Lian Kuan

(Vice-chairman and chief executive officer)

Mr. ZHANG Yuqing (*Vice-chairman*)

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Mr. GU Yao Tian

Mr. KWOK Ming Fai

Mr. LI Xin Zhong

*Principal Place of Business
in Hong Kong:*

Unit 702

7th Floor

Concordia Plaza

1 Science Museum Road

Tsim Sha Tsui East

Kowloon

Hong Kong

6 October 2006

*To the 2006 Warrantholders, and for information only,
to the shareholders,*

Dear Sir or Madam,

EXPIRY OF SUBSCRIPTION RIGHTS ATTACHING TO THE 2006 WARRANTS

Reference is made to the announcement of the Company dated 27 September 2006 relating to the expiry of subscription rights attaching to the 2006 Warrants.

The board of directors (the "Board") of the Company announces that the warrants with the stock code: 705 (the "2006 Warrants") carrying the rights to subscribe in cash for new shares of HK\$0.10 per share of the Company at the subscription price of HK\$0.675 per share, subject to adjustment, will expire on or before Tuesday, 31 October 2006 in accordance with the terms and conditions of the instrument constituting the 2006 Warrants

* *For identification purposes only*

dated 22 October 2001 (the “Instrument”). The subscription rights under the 2006 Warrants will lapse at 4:00 p.m. on Tuesday, 31 October 2006 and after such date, the 2006 Warrants certificates will cease to be valid for any purpose.

The Company will make the following arrangements regarding the dealing, transfer and exercise of the subscription rights of the 2006 Warrants:

1. The last trading day of the 2006 Warrants on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) is Wednesday, 25 October 2006. Trading in the 2006 Warrants on the Stock Exchange will close after 4:00 p.m. on Wednesday, 25 October 2006 and listing of the 2006 Warrants will be withdrawn from the Stock Exchange with effect from the close of business on Tuesday, 31 October 2006.
2. Registered holders of the 2006 Warrants who wish to exercise the subscription rights under the 2006 Warrants must lodge with the Company’s share registrar in Hong Kong, Standard Registrars Limited (the “Registrars”) of 26th Floor, Tesbury Center, 28 Queen’s Road East, Wanchai, Hong Kong the following on or before 4:00 p.m. on Tuesday, 31 October 2006:
 - (i) the relevant 2006 Warrants certificates;
 - (ii) the duly completed and signed subscription forms; and
 - (iii) remittances for the relevant subscription monies.
3. Holders of the 2006 Warrants who have not registered the 2006 Warrants in their names and wish to exercise the subscription rights under the 2006 Warrants must lodge with the Registrars at the above-mentioned address the following on or before 4:00 p.m. on Tuesday, 31 October 2006:
 - (i) the relevant 2006 Warrants certificates;
 - (ii) the duly executed and stamped instrument of transfer and/or other documents of title;
 - (iii) the duly completed and signed subscription forms; and
 - (iv) remittances for the relevant subscription monies.

All subscription forms and the relevant documents lodged with the Registrars after 4:00 p.m. on Tuesday, 31 October 2006 will not be accepted.

4. Application has been made to the Stock Exchange to withdraw the listing of the 2006 Warrants on the Stock Exchange with effect from 4:00 p.m. on Tuesday, 31 October 2006.
5. Pursuant to the terms of the Instrument, the new shares issued on the exercise of the 2006 Warrants will rank *pari passu* in all respect with the existing shares in issue of the Company on the relevant subscription date and will be allotted and issued to the holders of the 2006 Warrants not later than 28 days after the relevant subscription date. Certificates for such new shares will be issued as soon as practicable.

The closing prices of the shares of the Company and the 2006 Warrants as quoted on the Stock Exchange on Thursday, 5 October 2006, being the latest practicable date of ascertaining certain information in this circular prior to its publication, were HK\$0.19 and HK\$0.01 respectively.

Holders of the 2006 Warrants, who are in doubt as to their position or to the actions to be taken, should consult their stockbroker or other registered dealer in securities, bank manager, stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

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