
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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: 909)

**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 6 of this circular.

A notice convening the annual general meeting of Zhongda International Holdings Limited to be held at Plaza IV, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 27 May 2008 at 3:00 p.m. is set out on pages 13 to 16 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 purpose only*

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DEFINITION

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Plaza IV, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 27 May 2008 at 3:00 p.m.
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Zhongda International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, with its Shares listed on the Main Board of the Stock Exchange
“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”	24 April 2008, 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 Annual General Meeting in this circular
“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. 4B 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

DEFINITION

“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
“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. 4A 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
“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: 909)

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

Independent non-executive Directors:

Mr. Gu Yao Tian

Mr. Sun Ka Ziang Henry

Mr. Li Xinzong

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal place of business

in Hong Kong:

1609, Office Tower

Convention Plaza

1 Harbour Road

Wanchai

Hong Kong

30 April 2008

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 Annual General Meeting relating to (a) the Share Issue Mandate, (b) the Repurchase Mandate and (c) the re-election of the retiring Directors.

* For identification purpose only

LETTER FROM THE BOARD

II. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 31 May 2007, 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 Annual General Meeting. It is therefore proposed to seek your approval of the Share Issue Mandate at the Annual General Meeting 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 530,004,200 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 Annual General Meeting, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with new Shares up to a limit of 106,000,840 Shares.

It will be proposed at the Annual General Meeting 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. 4A and 4C respectively in the notice of Annual General Meeting.

III. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 31 May 2007, 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 Annual General Meeting. It is therefore proposed to seek your approval of the Repurchase Mandate at the Annual General Meeting 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 Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase up to a limit of 53,000,420 Shares.

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

LETTER FROM THE BOARD

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.

IV. RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. XU Lian Guo, Mr. XU Lian Kuan, Mr. ZHANG Yuqing and Mr. KWOK Ming Fai, and the independent non-executive Directors are Mr. GU Yao Tian, Mr. SUN Ka Ziang Henry and Mr. LI Xinzong.

In accordance with Bye-law 87 of the Bye-laws, Mr. XU Lian Guo, Mr. XU Lian Kuan and Mr. GU Yao Tian will be retiring from the office at the Annual General Meeting and being eligible for re-election. A brief biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting is set out in Appendix II to this circular.

V. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting for the purpose of considering (a) the Share Issue Mandate, (b) the Repurchase Mandate and (c) the re-election of the retiring Director(s) is set out on pages 13 to 16 of this circular.

A form of proxy for use at the Annual General Meeting 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 Annual General Meeting 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 Annual General Meeting or any adjournment thereof if they so wish.

Pursuant to Bye-law 66 of the Bye-laws, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a Shareholder or Shareholders present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

LETTER FROM THE BOARD

- (iv) by a Shareholder or Shareholders present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

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 Annual General Meeting to give effect to them.

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

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 Annual General Meeting in relation to the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$53,000,420 divided into 530,004,200 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 Annual General Meeting, the Company will be allowed to repurchase a maximum of 53,000,420 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 of the Company 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 2007, 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 currently 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 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	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Zhong Da (BVI) Limited (Note 1)	204,004,000	38.5%	42.8%
Shum Yip Holdings Company Limited (Note 2)	39,576,000	7.5%	8.3%
Penta Investment Advisers Ltd	96,024,000	18.1%	20.1%
L-R Global Partners, L.P.	26,606,000	5.0%	5.6%

Notes:

- (1) Zhong Da (BVI) Limited is beneficially owned as to 57.22% and 42.78% by Mr. Xu Lian Guo and Mr. Xu Lian Kuan, respectively.
- (2) The shares are held by Gainful Outcome Holdings Limited and Outstanding Management Limited, both companies are wholly-owned subsidiaries of Shum Yip Holdings Company Limited, respectively.

The Directors are not aware of any consequences which may arise under Rule 26 of the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Company has no present intention to repurchase Shares to such extent as to result in the number of Shares held by the public being reduced to less than 25%. The Directors will use

their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by public would 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>
2007		
April	1.520	0.890
May	2.450	1.260
June	3.700	2.140
July	3.550	2.700
August	2.690	1.700
September	2.160	1.780
October	1.890	1.180
November	2.430	1.300
December	1.950	1.150
2008		
January	1.300	0.550
February	0.980	0.720
March	0.880	0.550
April (up to the Latest Practicable Date)	0.700	0.580

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.

SHARE REPURCHASE MADE BY THE COMPANY

No Shares of the Company have been repurchased by the Company or any of its subsidiaries during the 6 months immediately preceding the Latest Practicable Date.

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

1. **Mr. XU Lian Guo** (徐連國), aged 46, is the chairman and founder of the Group, and an executive director of the Company. 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 is interested in the 204,004,000 Shares (the "**Interested Shares**") held by Zhong Da (BVI) Limited, representing approximately 38.5% of the issued share capital of the Company. Zhong Da (BVI) Limited is owned as to 57.22% and 42.78% by Mr. Xu Lian Guo and Mr. Xu Lian Kuan, respectively. Save as disclosed, Mr. Xu Lian Guo does not have any other interests in the Shares 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 RMB1,000,000 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 the last three years. There is no information relating to Mr. Xu that is 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. XU Lian Kuan** (徐連寬), aged 42, is the vice-chairman and chief executive officer of the Group, and an executive director of the Company. Mr. Xu is in charge of the daily management of the Group and formulation of overall strategies for the Group. He is responsible for the overseas business development of the Group and has successfully led the Group to exploiting the various Asian, European and United States markets. Also, he oversees the product quality control for the Group. Mr. Xu has 20 years of experience in the automobile maintenance and repairs industry. He joined the Group in 1993. He was appointed a member of a surface treatment engineering technology committee in the PRC (全國金屬與非金屬蓋層標準化技術委員塗裝分技術委員會) and a member of the People's Political Consultative Committee of Jiangsu Province. He was appointed the anti-corruption supervisor for the Intermediary People's Court of Yancheng,

Jiangsu Province. Also, he had been accredited several awards for his entrepreneurship and was the committee member of the China Automobile Service Equipment Committee.

As at the Latest Practicable Date, save for Mr. Xu Lian Kuan is interested in the Interested Shares as disclosed in paragraph 1 above, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for Mr. Xu Lian Kuan is the younger brother of Mr. Xu Lian Guo, Mr. Xu Lian Kuan 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 RMB500,000 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 the last three years. There is no information relating to Mr. Xu that is 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. GU Yao Tian (顧堯天)**, aged 75, was appointed as an independent non-executive director of the Company in 2001. Prior to his joining to the Company, he was the general manager of the China National Automotive Industry Corporation. He was the general manager of Nanjing Automotive Manufacturing Factory during the period from 1988 to 1994.

As at the Latest Practicable Date, Mr. Gu does not have any interests in the Shares within the meaning of Part XV of the SFO. He 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 HK\$100,000 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 the last three years. There is no information relating to Mr. Gu that is 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: 909)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Zhongda International Holdings Limited (the “**Company**”) will be held at Plaza IV, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 27 May 2008 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors of the Company and auditors of the Company for the year ended 31 December 2007.
2. To re-elect directors of the Company and to authorise the board of directors to fix the remuneration of the directors of the Company.
3. To re-appoint ShineWing (HK) CPA Limited as the auditors of the Company and to authorise the board of directors 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 and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital 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 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

NOTICE OF ANNUAL GENERAL MEETING

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 granted pursuant to Resolution 4(B) as

NOTICE OF ANNUAL GENERAL MEETING

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, 30 April 2008

Principal place of business in Hong Kong:
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 personal 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 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 of the Company respectively.