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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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**

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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 Everest Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, 26 June 2008 at 2:30 p.m. is set out on pages 12 to 15 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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## DEFINITIONS

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*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 Everest Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, 26 June 2009 at 2:30 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”	22 April 2009, 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
“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

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## DEFINITIONS

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“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
“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.

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LETTER FROM THE BOARD

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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)**

*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 2009

*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.

**II. GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 27 May 2008, 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

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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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 533,146,240 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 106,629,248 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 27 May 2008, 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 53,314,624 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.

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.

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## LETTER FROM THE BOARD

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### 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 Xinzhong.

In accordance with Bye-law 87 of the Bye-laws, Mr. ZHANG Yuqing, Mr. KWOK Ming Fai and Mr. SUN Ka Ziang Henry 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 Directors is set out on pages 12 to 15 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.

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

### 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\$53,314,624 divided into 533,146,240 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 53,314,624 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 2008, 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	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) Limited	1 2	204,004,000 –	– 25,000,000	38.26% 4.69%	42.52% 5.21%
Shum Yip Holdings Company Limited	3	39,576,000	–	7.42%	8.25%
Penta Investment Advisers Limited		31,404,000	–	5.89%	6.54%
L-R Global Partners, L.P.		26,606,000	–	4.99%	5.54%

*Notes:*

- The 204,004,000 Shares are held by Zhong Da (BVI) Limited which is beneficially owned as to 57.22% by Mr. Xu Lian Guo and as to 42.78% by Mr. Xu Lian Kuan respectively.
- 25,000,000 Shares will be allotted and issued to Zhong Da (BVI) Limited upon exercise of the conversion rights attached to the convertible bonds pursuant to the subscription agreement dated 24 July 2008, details of which are disclosed in the circular of the Company dated 14 August 2008.

3. The Shares are held by Gainful Outcome Holdings Limited and Outstanding Management Limited, both being 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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2008</b>		
April	0.760	0.550
May	0.700	0.490
June	0.580	0.245
July	0.330	0.220
August	0.280	0.190
September	0.265	0.170
October	0.199	0.120
November	0.202	0.150
December	0.180	0.137
<b>2009</b>		
January	0.201	0.140
February	0.325	0.190
March	0.450	0.200
April (up to the Latest Practicable Date)	0.530	0.360

### 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 REPURCHASES MADE BY THE COMPANY**

The Company has repurchased a total of 330,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Date of repurchase	Number of Shares repurchased	Price per Share	
		Highest HK\$	Lowest HK\$
18 November 2008	56,000	0.160	–
9 January 2009	130,000	0.150	–
15 January 2009	<u>144,000</u>	0.155	0.151
<b>Total</b>	<b><u>330,000</u></b>		

Save as disclosed above, no Shares have been repurchased by the Company or any of its subsidiaries (whether on the Stock Exchange or otherwise) during the six months 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. ZHANG Yuqing (張玉清)**, aged 56, is the vice-chairman of the Group. 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 held 17,600,000 Shares in the Company, representing approximately 3.3% of the issued share capital of the Company. Save as disclosed, he does not have any other interests in the Shares 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 RMB800,000 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.

2. **Mr. KWOK Ming Fai (郭明輝)**, aged 44, is an executive director of the Company. 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 director of China Yunnan Tin Minerals Group Company Limited (formerly known as "Poly Investments Holdings Limited") and Incutech Investments 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 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\$800,000 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.

3. **Mr. SUN Ka Ziang Henry (孫克強)**, aged 51, was appointed as an independent non-executive director of the Company in 2006. He has over 20 years of experience in international finance, corporate finance, corporate planning, financial management and accounting. He had held executive positions at several international banks including ABN AMRO Bank N.V. and Bank of America, international accounting firm, the Hong Kong Airport Authority, listed company on the main board of the Stock Exchange and information technology company. Mr. Sun obtained a Bachelor Degree in Economics from Monash University in Australia. He is a member of CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants.

Mr. Sun is currently an independent non-executive director of China Yunnan Tin Minerals Group Company Limited (formerly known as "Poly Investments Holdings Limited"), a company listed on the main board of the Stock Exchange. He was the independent non-executive director of Forefront Group Limited, a company listed on the main board of the Stock Exchange, for the period from 18 April 2007 to 20 July 2007. 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. Sun 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. There is no information which is discloseable nor is Mr. Sun 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Zhongda International Holdings Limited (the “**Company**”) will be held at Everest Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, 26 June 2009 at 2:30 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 2008.
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, 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;
- (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;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 set out in the notice convening the meeting



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## NOTICE OF ANNUAL GENERAL MEETING

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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 2009

*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 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 of directors of the Company 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.