

Application Form No.
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON WEDNESDAY, 15 JULY 2009.

本申請表格具有價值且不可轉讓，並僅供下述之合資格股東使用。二零零九年七月十五日(星期三)下午四時正後不得提出申請。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.

香港交易所及結算所對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不對就本申請表格全部或任何部份內容所產生或因倚賴該等內容而引致之任何損失承擔責任。

A copy of the Prospectus Documents, together with the documents mentioned in the paragraph headed "Documents delivered to the Registrars of Companies in Hong Kong and Bermuda" in appendix IV to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. A copy of the Prospectus Documents has been filed with the Registrar of Companies in Bermuda pursuant to the Companies Act. The Securities and Futures Commission of Hong Kong, the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda take no responsibility for the contents of the Prospectus Documents.

章程文件及於章程附錄四「送呈香港及百慕達公司註冊處處長之文件」一段所述之文件，已依據公司條例第342C條之規定經香港公司註冊處處長註冊。章程文件已依據公司法之規定於百慕達公司註冊處處長存檔。香港證券及期貨事務監察委員會、香港公司註冊處處長及百慕達公司註冊處處長對章程文件之內容概不負責。

Dealings in the Shares may be settled through CCASS and you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

買賣股份可透過中央結算系統進行交易，務請閣下就該等交易安排詳情及該等安排可能對閣下權利及權益造成之影響諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待聯交所批准發售股份上市及買賣後，發售股份將獲香港結算接納為合資格證券，可於發售股份開始於聯交所買賣當日或香港結算決定之有關其他日期起，於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日之交易交收須於其後第二個交易日透過中央結算系統進行。中央結算系統內所有活動必須根據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

Reference is made to the prospectus (the "Prospectus") issued by Zhongda International Holdings Limited (the "Company") dated 30 June 2009 in relation to the Open Offer. Terms defined in the Prospectus shall have the same meanings when used herein, unless the context otherwise requires.

茲提述中大國際控股有限公司(「本公司」)日期為二零零九年六月三十日有關公開發售之章程(「章程」)。除文義另有所指外，章程所界定詞彙與本表格所用者具相同涵義。



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

中大國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code: 00909)

(股份代號: 00909)

Branch share registrar and transfer office
in Hong Kong:

Tricor Standard Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記分處:

卓佳標準有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

**OPEN OFFER OF 319,887,744 OFFER SHARES
AT HK\$0.28 PER OFFER SHARE
ON THE BASIS OF THREE OFFER SHARES FOR EVERY FIVE EXISTING SHARES
HELD ON THE RECORD DATE
WITH BONUS ISSUE ON THE BASIS OF TWO BONUS SHARES
FOR EVERY TEN OFFER SHARES TAKEN UP UNDER THE OPEN OFFER
BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 15 JULY 2009**

公開發售 319,887,744 股發售股份

每股發售股份作價 0.28 港元

基準為於記錄日期每持有五股現有股份獲發三股發售股份
連同紅利發行，基準為根據公開發售每認購十股發售股份獲發兩股紅股
(須不遲於二零零九年七月十五日(星期三)下午四時正作出)

Registered office:
註冊辦事處:

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

香港主要營業地點:
香港灣仔
港灣道1號
會展廣場
辦公大樓1609室

APPLICATION FORM
申請表格

Name(s) and address(es) of Qualifying Shareholder(s) 合資格股東姓名及地址

Number of Shares registered in your name on Friday, 26 June 2009
於二零零九年六月二十六日(星期五)閣下名義登記之股份數目

Box A
甲欄

Number of Offer Shares in your assured allotment
閣下獲保證配發之發售股份數目

Box B
乙欄

Amount payable on assured allotment when applied in full
申請認購全數保證配額時應繳款項

Box C
丙欄

Application can only be made by the Qualifying Shareholder(s) named above.
認購申請僅可由上述合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed
(calculated as number of Offer Shares applied for multiplied by HK\$0.28)

請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.28港元計算)

Box D
丁欄

Number of Offer Shares applied for 申請認購之發售股份數目
Remittance enclosed 隨附股款 HK\$ 港元

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus, such allotment is made to the Shareholders whose names were on the register of members of the Company and who had an address in Hong Kong on the register of members on Friday, 26 June 2009 on the basis of an assured allotment of three Offer Shares for every five existing Shares held on Friday, 26 June 2009.

If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. All remittance(s) for application of Offer Shares must be in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by a licensed bank in Hong Kong and made payable to "Zhongda International Holdings Limited - Open Offer Account" for Offer Shares under assured allotment and crossed "Account Payee Only" and comply with the procedures set out overleaf.

閣下有權透過填寫本申請表格申請認購相等於或少於上文乙欄所列閣下獲保證配發之發售股份數目。在章程所述者規限下，上述配額乃向於二零零九年六月二十六日(星期五)名列本公司股東名冊而冊上所示地址為香港地址之股東作出，基準為按於二零零九年六月二十六日(星期五)每持有五股現有股份獲保證配發三股發售股份。

倘閣下欲申請認購發售股份，請填妥及簽署本申請表格並將該表格連同申請認購發售股份涉及之全數應繳款項之足額股款，交回本公司之香港股份過戶登記分處卓佳標準有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有申請認購發售股份股款必須為港元款項，而支票須從香港持牌銀行戶口開出，或銀行本票須由香港持牌銀行發出，並就認購獲保證配發之發售股份以「Zhongda International Holdings Limited - Open Offer Account」為抬頭人及以「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁所載手續。

* for identification purposes only
僅供識別



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

中大國際控股有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock code : 00909)

CONDITIONS

1. No Prohibited Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the form(s).
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Standard Limited or some person nominated by them for the purpose, on behalf of the subscriber(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the subscriber(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The subscribers of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as holders of the Offer Shares which they have applied for subject to the memorandum of association and the bye-laws of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheque(s) is/are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable or renounceable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does/do not comply with the application procedures set out herein.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.28). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the subscriber(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

This Application Form, when duly completed, to which the appropriate remittance should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:00 p.m. on Wednesday, 15 July 2009. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a licensed bank in Hong Kong and made payable to "Zhongda International Holdings Limited – Open Offer Account" for Offer Shares under assured allotment and crossed "Account Payee Only". Unless this Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has been received by 4:00 p.m. on Wednesday, 15 July 2009, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificate is expected to be posted by ordinary post to you on or before Wednesday, 22 July 2009 at your own risk. You will receive one share certificate for all fully-paid Offer Shares validly applied for and issued to you.

* for identification purposes only



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

中大國際控股有限公司*

(於百慕達註冊成立之有限公司)
(股份代號：00909)

條件

1. 受禁止股東不得申請認購任何發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部份接納之發售股份股票將以平郵方式按表格所列地址寄交獲配發人；或如屬聯名獲配發人，則寄交名列首位之獲配發人，郵誤風險概由有關人士承擔。
3. 填妥本申請表格將構成申請人指示及授權本公司及／或卓佳標準有限公司或彼等提名之其他人士代表認購人根據章程所述安排辦理本申請表格或其他文件之任何登記手續，以及一般地進行有關公司或人士認為必需或合宜之所有其他事宜，將認購人所申請認購之有關數目或較少數目之發售股份登記在認購人名下。
4. 發售股份之認購人承諾簽署所有文件並採取一切其他必要行動以讓認購人登記成為所申請認購之發售股份之持有人，惟須符合本公司組織章程大綱及公司細則之規定。
5. 本公司收到認購款項後將隨即將之過戶，由此賺取之一切利息（如有）將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請將不獲受理。
6. 閣下申請認購發售股份之權利不得轉讓或放棄。
7. 本公司保留酌情權接受或拒絕任何未符合本文件所載申請手續之發售股份認購申請。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於申請表格乙欄所列 閣下獲保證配發之發售股份數目。

欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上欲申請認購之發售股份數目及應繳款項總額（以申請認購之發售股份數目乘以0.28港元計算）。倘所收到之相應認購款項少於所填上之發售股份數目之所需股款，則認購人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請認購本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表數目之發售股份。

填妥本申請表格並將足額股款相應地緊釘其上後，請將表格對摺並於二零零九年七月十五日（星期三）下午四時正前交回本公司之香港股份過戶登記分處卓佳標準有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須為港元款項，而支票必須以香港持牌銀行戶口開出，或銀行本票須由香港持牌銀行發出，並就認購獲保證配發之發售股份以「Zhongda International Holdings Limited – Open Offer Account」為抬頭人及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄（視情況而定）所示足額股款於二零零九年七月十五日（星期三）下午四時正前收到，否則 閣下申請認購發售股份之權利以及一切有關權利將視作被拒絕而予以註銷。

預期股票將於二零零九年七月二十二日（星期三）或之前以平郵方式寄予 閣下，郵誤風險概由 閣下自行承擔。 閣下將會就全部有效申請及獲發行之繳足股款之發售股份獲發一張股票。

* 僅供識別



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

中大國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code: 00909)

(股份代號: 00909)

To: Zhongda International Holdings Limited

致: 中大國際控股有限公司

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of the Shares, enclose a remittance** for the amount payable in full on acceptance for the number of Offer Shares at a price of HK\$0.28 per Offer Share specified in Box B or Box D (as the case may be). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 30 June 2009 and subject to the memorandum of association and bye-laws of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send the share certificate in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列股份之登記持有人,現申請認購乙欄或丁欄(視情況而定)指定之發售股份數目,並附上按每股發售股份0.28港元之價格計算須於接納時繳足之全數股款**。本人/吾等謹此依照日期為二零零九年六月三十日之章程所載之條款及條件,以及貴公司之組織章程大綱及公司細則所載各項規定,接納有關數目之發售股份,而本人/吾等謹此承諾並同意申請認購相等於或少於與可作出本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊,作為上述有關數目或數目較少之發售股份之持有人,並請貴公司將有關股票按背頁所列明地址以平郵方式寄予本人/吾等,郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續,並同意全部遵守。

Please insert daytime contact telephone number:
請填上日間聯絡電話號碼:

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholder(s) must sign)
合資格股東簽署
(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2009

日期: 二零零九年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D or, failing which, the total specified in Box B) 申請認購發售股份數目(丁欄或(如未有填妥)乙欄所列明之發售股份總數)	Total amount of remittance (being the total specified in Box D or, failing which, the total specified in Box C) 股款總額(丁欄或(如未有填妥)丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HKS 港元		

** Cheque or banker's cashier orders should be crossed "Account Payee Only" and made payable to "Zhongda International Holdings Limited - Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Zhongda International Holdings Limited - Open Offer Account」為抬頭人劃線開出(詳情請參閱本表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance received is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成,認購發售股份數目少於或相等於申請人獲保證配發之發售股份數目之有效申請將獲全數接納。倘上欄內並無填上數目,則閣下將被視作申請認購已收款項所代表之發售股份數目。倘已收到股款少於認購上欄所填數目之發售股份所需股款,則閣下將被視作申請認購已收款項所代表之發售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。本公司不會就任何因申請認購而收取之款項發出收據。

* for identification purposes only
僅供識別