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ZHONGTIAN INTERNATIONAL LIMITED

中天國際控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 02379)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that it is expected that the consolidated results of the Group for the six month ended 30 June 2011 may experience a significant decline as compared to the results of the same period last year.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Zhongtian International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company and potential investors that it is expected that the consolidated results of the Group for the six month ended 30 June 2011 may experience a significant decline as compared to the results of the same period last year. Such decline is primarily attributable to the impairment made to available-for-sale equity investment which is the Group’s equity investment in a bank established in the PRC (the “**Bank**”). As advised by the Bank and the PRC legal advisers to the Company, the Bank is undergoing a reorganization with other banks for the establishment of a new bank (the “**New Bank**”). Since the Group is not qualified to be one of the promoters of the New Bank under applicable PRC laws and regulations, the equity interests held by the Group in the Bank are expected to be bought back at a much lower price than the original investment costs of the Group according to the proposal of the reorganization and accordingly, the said impairment is made.

As the Company is still in the process of finalizing the results of the six months ended 30 June 2011, the information contained in this announcement is only based on the preliminary assessment by the Company’s management according to the unaudited management accounts of the Group which are not audited or reviewed by the auditors of the Company.

Shareholders of the Company and potential investors should read the Group's results announcement for the six months ended 30 June 2011 carefully, which is expected to be published at the end of August 2011.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
ZHONGTIAN INTERNATIONAL LIMITED
中天國際控股有限公司*
Chen Jun
Chairman

Qingdao City, Shandong Province, the PRC, 19 August 2011

As at the date of this announcement, the Board comprises:

Executive Directors: Mr. Chen Jun (*Chairman*)
Mr. Zhao Yun

Independent non-executive Directors: Mr. Chen Wenping
Mr. Guo Qiang
Mr. Liu Jinlu

** for identification purpose only*