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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)

HOLDING ANNOUNCEMENT

Reference is made to the announcements of the Company dated 15 December 2011, 6 March 2012, 6 May 2013, 24 June 2013, 8 August 2013, 30 August 2013, 4 October 2013, 13 December 2013, 24 January 2014, 28 February 2014, 31 March 2014, 23 May 2014, 22 July 2014, 29 August 2014, 1 September 2014, 20 October 2014, 20 November 2014, 31 December 2014, 30 January 2015, 27 February 2015, 30 April 2015 and 29 May 2015 (collectively, the “**Announcements**”) respectively in relation to, among other matters, the granting of an order (the “**Order**”) by the High Court of Hong Kong in 2013 in favour of the Company against Mr. Xu Lian Guo (the “**Suspended Director**”) and Mr. Xu Lian Kuan (the “**Former Director**”), together as the subject directors (the “**Subject Directors**”), compelling them to, inter alia, provide to the Company and the auditors of the Company (the “**Auditors**”) the consolidated financial statements of the PRC Subsidiaries and associated companies of the Group in the PRC, for auditing purpose and publishing of the financial results of the Group for the years ended 31 December 2011 and 31 December 2012 respectively and for the 6 months ended 30 June 2012 and 30 June 2013 respectively, and to provide all reasonable documents, information and assistance as requested in relation to the audit of the Group.

Unless otherwise defined, capitalised terms used herein shall bear the same meanings ascribed thereto in the Announcements.

Development on the legal proceedings against the Subject Directors

As disclosed in the announcement of the Company dated 30 January 2015, the Former Director has served a Notice of Appeal to the Judgment (the “**Appeal**”) to the High Court of Hong Kong on 21 January 2015 against the Judgment handed down by the High Court of Hong Kong on 24 December 2014. To the best knowledge and information of the Company, no hearing date for the Appeal has been fixed and no further action has been taken by the Former Director as at the date hereof. The Company will take such necessary action(s) to object to the Appeal if so advised. The Company is also in the course of taking action to enforce the Judgment against the Suspended Director.

Further announcement(s) will be issued by the Company to update the Shareholders and

investors on the progress of the legal proceedings as and when appropriate.

Preparation work taken out for resumption of trading

As disclosed in the announcement of the Company on 1 November 2012, the Stock Exchange has set out certain conditions for resumption of trading of the Shares. In order to fulfill the conditions and to comply with its obligations under the Listing Rules, the Company has already published 2011 Annual Results, 2012 Interim Results, 2012 Annual Results, 2013 Interim Results, 2013 Annual Results, 2014 Interim Results and 2014 Annual Results.

As previously disclosed, the Board has engaged an independent certified public accountants (“CPA”) to perform a comprehensive review on the Company’s internal control system. The Board is discussing and liaising with the CPA to refine and finalize the internal control review report.

The Board has also engaged a financial advisor (“FA”) to assist the Company to resume trading of the Shares. The FA is discussing with the Board on the preparation of resumption plan. The Company is gathering and providing information on the latest development of the business and possible new business projects to the FA for their refinement of the resumption plan. Since more time is required to prepare the final draft of the resumption plan, it is expected that a preliminary resumption plan would be available by the end of July 2015.

Further delay in dispatch of 2011, 2012, 2013 and 2014 Annual Report

Pursuant to 13.46(2) of the Listing Rules, the Company is required to send the annual report of the Group including the annual results and a copy of the Auditor’s report thereon to its Shareholders not less than 21 days before the date of the Company’s annual general meeting and in any event not more than four months after the end of the corresponding financial year.

As more time is required to finalize the annual report of the Group including 2014 Annual Results and a copy of the Auditor’s report thereon (the “**2014 Annual Report**”), in order to save administrative cost for the benefit of the Company, the Board planned to dispatch the 2011, 2012 and 2013 together with the 2014 Annual Report by about mid-August 2015.

Development and update on the Remaining Segments

While maintaining and seeking to develop the existing business, as disclosed in the previous Announcements, the Hong Kong management is also continuously spending its effort to expand and further develop the existing international trading business of the Company, and has been continuously looking for potential business partners and/or customers for trading of other products and commodities in the context of related diversification. Recently, the Company has diversified its trading business to wines with a view to develop a better margin retail business with our potential partner in a longer run.

Apart from the abovementioned development in trading business, the Company is

incorporating a new subsidiary to develop automobile cleaning equipment with higher efficiency and more environmental friendly. It plans to develop and manufacture key electrical and mechanical control components in Hong Kong. As a preliminary plan, the product will be exported to PRC to assemble the car washing machine. Afterwards, the company will also import other parts and components from the PRC and assemble the car washing equipment in Hong Kong as a next step to fulfill sales order from overseas customers if the market performance allows. Besides, the Company is in the course of exploring opportunities in promoting automobile cleaning and beauty related supplies and products.

The Company is also in the preliminary course of negotiating with a Hong Kong based company with manufacturing plant in the PRC to develop its business for the manufacturing and sales of fiberglass products that largely used in automotive and windmill generator.

For the information technology business which has been grouped previously under the Property Investment business segment, the Company will continue developing and expanding its system integration and project management business. As disclosed in the previous Announcements, the Company has already provided project management and support service to a South American company for their telecom value-added service in the PRC. The Company is finalizing with another PRC based company to provide technical and marketing support to their telecom value-added service in Shangdong as well as Guangdong province, the PRC. As more time is required to preparing for the integration and launching of the service, it is expected that the provision of such services will be further delayed to the third quarter of Year 2015.

In the event that new project is to be materialized and constitutes notifiable transaction pursuant to the requirements under the Listing Rules, the Company will make further announcement(s) as and when appropriate and comply with the relevant requirements under the Listing Rules.

By order of the Board
Zhongda International Holdings Limited
Kwok Ming Fai
Executive Director

Hong Kong, 30 June 2015

As at the date of this announcement, the Board comprises Messrs. Xu Lian Guo (suspended), Kwok Ming Fai and Hon Chuk Kay as executive Directors; Mr. Leung Kwok Chun as non-executive Director; and Messrs. Sun Ka Ziang Henry, Chan Shiu Man and Wong Chi Chung as independent non-executive Directors.

** for identification purpose only*