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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)

CLARIFICATION ANNOUNCEMENT

References are made to the further announcement of the Company dated 16 November 2015 in relation to suspension of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 16 November 2015 and the holding announcement of the Company dated 30 November 2015 in relation to the Acquisition (the “**Announcements**”). Unless the context requires otherwise, the terms used herein shall have the same meanings as those defined in the Announcements.

The Board would like to clarify and supplement certain information disclosed in the Announcements as follows:

WHITEWASH WAIVER

As stated in the Announcements, immediately following the allotment and issue of the Consideration Shares, the shareholding of the Controlling Shareholder and parties acting in concert with him is expected to exceed 50% of the Shares in issue after the allotment and issue of the Consideration Shares. As such, the Acquisition will involve the Whitewash Waiver to be obtained from the Executive Director (the “**Executive**”) of the Corporate Finance Division of the Securities and Futures Commission.

The completion of the Acquisition is conditional upon, among other things, the Whitewash Waiver having been granted to the Controlling Shareholder by the Executive and not having been revoked or withdrawn. Such condition is not waivable under the Sale & Purchase Agreement.

INADVERTENT NON-COMPLIANCE

Due to inadvertence, the Announcements were not submitted to the Executive for review prior to their publication and the Company did not include a responsibility statement which are considered as non-compliance of Rules 9.3 and 12.1 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). The Executive reserves the right to take action against the Company in this regard.

The Company regrets its inadvertent non-compliance of the Takeovers Code as referred to above and assures to the Executive that it will attend to all future matters in relation to the Takeovers Code in a more cautious manner. The Board would like to clarify that the Directors jointly and severally accept full responsibility for the accuracy of the information as contained in the Announcements and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Announcements have been arrived at after due and careful consideration and there are no other facts not contained in the Announcements, the omission of which would make any of the statements in the Announcements misleading.

As at the date of this announcement, the Company is in the process of preparing the announcement (the “**Acquisition Announcement**”) setting out, among other things, details of the Acquisition and the application for the Whitewash Waiver, in compliance with the Listing Rules and the Takeovers Code. The Board will use its best endeavors to publish the Acquisition Announcement in order to resume trading in the Shares as soon as practicable.

Trading in the Shares will remain suspended pending the publication of the Acquisition Announcement.

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

Hong Kong, 1 December 2015

As at the date of this announcement, the executive Directors are Mr. Chen Dezhao (Chairman) and Mr. Zhao Yun; and the independent non-executive Directors are Mr. Chen Wen Ping, Mr. Guo Qiang and Mr. Liu Jin Lu.

All the Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* for identification purposes only