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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)

FURTHER DELAY IN DESPATCH OF CIRCULAR IN RELATION TO (1) VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION AND (2) APPLICATION FOR WHITEWASH WAIVER

Reference is made to the announcement of Zhongtian International Limited (the “**Company**”) dated 15 December 2015 (the “**First Announcement**”) in relation to, among other things, (i) the very substantial acquisition and connected transaction of the Company; and (ii) the application for whitewash waiver, and the announcement of the Company dated 5 January 2016 in relation to the delay in despatch of the Circular (the “**Second Announcement**”, together with the First Announcement, the “**Announcements**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as ascribed to them in the Announcements.

Pursuant to Rule 8.2 of the Takeovers Code, the Circular is required to be despatched to the Shareholders within 21 days after the date of the First Announcement (i.e. 5 January 2016). As disclosed in the Second Announcement, the Company applied for, and the Executive indicated that it was minded to grant, an extension of time for the despatch of the Circular to 5 February 2016. On 11 January 2016, the Executive granted the extension of time for the despatch of the Circular to 5 February 2016.

As additional time is required to finalise the information to be disclosed in the Circular, including but not limited to the results from the review of, among other things, the financial and trading position of the Group pursuant to Rule 10.11 of the Takeovers Code, the Company expects that the despatch of the Circular will be postponed to a date not later than 4 March 2016. An application has been made by the Company to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to further extend the latest date of despatch of the Circular to 4 March 2016. The Executive has indicated that it is minded to grant such consent.

By order of the Board
Zhongtian International Limited
Chen Dezhao
Chairman

Hong Kong, 5 February 2016

* *for identification purposes only*

As at the date of this announcement, the executive Directors are Mr. Chen Dezhaoyao (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 (except for the information relating to the Vendor or the Target Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by the Vendor) 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.

Mr. Chen Jun accepts full responsibility for the accuracy of information contained in this announcement (other than that relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement (other than opinions expressed by the Group) 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.