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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)

SECOND DELISTING STAGE

On 25 April 2016, the Stock Exchange has informed the Company that the Company has been placed in the second delisting stage pursuant to PN 17.

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

Reference is made to the announcement of Zhongda International Holdings Limited (the “**Company**”) dated 30 September 2015.

By a letter dated 25 September 2015 to the Company, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) informed the Company that the Stock Exchange had placed the Company in the first stage of delisting under Practice Note 17 (“**PN 17**”) to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and that the Company must submit a viable resumption proposal by 23 March 2016.

On 25 April 2016, the Stock Exchange informed the Company that the Stock Exchange had placed the Company in the second stage of delisting under PN17 to the Listing Rules. It is set out in the letter from the Stock Exchange that the second delisting stage will expire on 24 October 2016, and the Company should submit a resumption proposal at least 10 business days before the expiry of the second delisting stage (i.e. 6 October 2016). It is also set out in the letter that a viable resumption proposal should address the following:

1. demonstrate sufficient level of operations or assets under Rule 13.24 of the Listing Rules;
2. demonstrate no reasonable regulatory concern about management integrity; and
3. demonstrate that the Company has put in place adequate financial reporting procedures and internal control systems to meet obligations under the Listing Rules.

The Stock Exchange may impose further resumption conditions if necessary.

The Company is aware that it needs to satisfy the resumption conditions imposed by the Stock Exchange. The Company intends to write to the Stock Exchange separately in due course to provide further information to address the Stock Exchange's concerns in respect of the Company's resumption proposal.

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

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

Hong Kong, 28 April 2016

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 purposes only*