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## ZHONGDA INTERNATIONAL HOLDINGS LIMITED

中大國際控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

### **FURTHER DELAY IN ANNOUNCEMENT OF RESULTS FOR FINANCIAL YEAR ENDED 31 DECEMBER 2002**

Further to the announcements of the Company dated Wednesday, 23 April 2003, Tuesday, 29 April 2003 and Tuesday, 20 May 2003, the Board of Directors of the Company wishes now to announce that the audited consolidated accounts of the Company and its subsidiaries for the financial year ended 31 December 2002 will now be approved at a further re-scheduled meeting of the Board of Directors of the Company to be held on or before Friday, 4 July 2003 as such accounts have not been finalized and the audit committee has yet to review such accounts and the underlying transactions.

The publication of such audited results will now be postponed to on or before Monday, 7 July 2003. The Company expects to dispatch its 2002 annual report on or before Wednesday, 9 July 2003 and to hold its Annual General Meeting on or before Thursday, 31 July 2003. The Company acknowledges that the delay in publication of the audited results, in the dispatch of the 2002 annual report and in the holding of its Annual General Meeting will be breaches of paragraphs 11(1), 8(1) and 8(2) of its Listing Agreement, and that the Stock Exchange has reserved its rights to take appropriate action against the Company and/or its directors as a result of such breaches.

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

Unless otherwise stated, defined terms used in this announcement shall have the same meanings as defined in the announcement dated Wednesday, 23 April 2003 relating to the postponement of the Board Meeting scheduled for Thursday, 24 April 2003 to Monday, 28 April 2003, the announcement dated Tuesday, 29 April 2003 further postponing the Board Meeting from Monday 28, April 2003 to on or before Tuesday, 20 May 2003, and the announcement dated Tuesday, 20 May 2003 (the “Third Announcement”) further postponing the Board Meeting from Tuesday, 20 May 2003 to Thursday, 5 June 2003.

The Board would like to announce that the Board Meeting to approve the audited consolidated accounts of the Company and its subsidiaries (“Audited Results”) for the financial year ended 31 December 2002 has been further postponed to on or before Friday, 4 July 2003 because further time is needed to make sufficient and adequate disclosure on the connected transactions described in the Third Announcement (“Connected Transactions”). The Board Meeting will be held after the particulars of the Connected

Transactions have been announced, the independent financial adviser to be appointed in respect of the Connected Transactions has issued its report to the independent directors on the same, the audit committee of the Company has approved the Audited Results and the Company has finalized with its auditors the Audited Results.

The publication of the Audited Results for the financial year ended 31 December 2002 will now be postponed to on or before Monday, 7 July 2003. The Company expects to dispatch its 2002 annual report on or before Wednesday, 9 July 2003 and to hold its Annual General Meeting on or before Thursday, 31 July 2003.

The Company acknowledges that the delay in publication of the Audited Results and in the dispatch of the Annual Report to a date later than 4 months after the end of the financial year to which they relate (i.e. later than Wednesday, 30 April 2003) will be a breach of paragraphs 11(1) and 8(1) of its Listing Agreement and that the holding of its Annual General Meeting on a date later than 6 months after the end of the financial year to which the Audited Results relate (i.e. Monday, 30 June 2003) will be a breach of paragraph 8(2) of its Listing Agreement. The Company is also making submissions to the Stock Exchange regarding the breach of Chapter 14 of the Listing Rules relating to the Connected Transactions. The Stock Exchange has reserved its rights to take appropriate action against the Company and/or its directors as a result of all such breaches.

The directors of the Company and their respective associates have not dealt in any shares of the Company since Monday, 31 March 2003 and they and their respective associates have undertaken to the Stock Exchange that they will not deal in any shares of the Company until the publication of the Audited Results and the Annual Report has been distributed.

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

By Order of the Board  
**Zhongda International Holdings Limited**  
**Xu Lianguo**  
*Chairman*

Hong Kong, Tuesday, 3 June 2003

\* *For identification purposes only*

“Please also refer to the published version of this announcement in *The Standard*”.