

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

ANNOUNCEMENT

On 11 October 2011, the Company was notified that the Writ was issued by the Plaintiffs against the four Defendants, namely (1) Mr. Kwok Ming Fai, executive Director; (2) Mr. Sun Ka Ziang Henry, the independent non-executive Director; (3) Mr. Fu Yan Ming, the secretary of the Company; and (4) the Company.

The Board does not consider the Writ to have merits and the Company intends to rigorously dispute the allegations under the Writ and is in the course of seeking independent legal advice.

The board (the “**Board**”) of the directors (the “**Director(s)**”) of Zhongda International Holdings Limited (the “**Company**”) announces that on 11 October 2011, the Company was notified that a writ of summon (the “**Writ**”) was issued on 10 October 2011 by Mr. Xu Lian Guo and Mr. Xu Lian Kuan as the plaintiffs (the “**Plaintiffs**”) in the High Court of the Hong Kong Special Administrative Region against four defendants (collectively, the “**Defendants**”), namely (1) Mr. Kwok Ming Fai, the executive Director as the 1st defendant, (2) Mr. Sun Ka Ziang Henry, the independent non-executive Director, as the 2nd defendant, (3) Mr. Fu Yan Ming, the secretary of the Company, as the 3rd defendant and (4) the Company as the 4th defendant.

According to the endorsement of claim annexed to the Writ, the Plaintiffs’ claims are, among other things, for:

1. a declaration against the Defendants that the meeting of the Company held on 1 September 2011 at 7:50 p.m. (the “**Meeting**”) was invalid and/or void;
2. a declaration against the Defendants that the resolution passed at the Meeting in respect to the suspension of duties of the Plaintiffs as executive Directors and directors in the relevant members of the Group was invalid and/or void; and
3. as against 1st and 2nd defendants as aforesaid, damages for their breach of fiduciary duties as Directors be assessed.

** For identification purpose only*

Each of the Plaintiffs is an executive Director and a director of certain subsidiaries of the Company. The duties of the Plaintiffs have been suspended by the Board as disclosed in the announcement of the Company dated 2 September 2011. To the best knowledge, information and belief of the Directors, as at the date of this announcement, the Plaintiffs are the beneficial owners of Zhong Da (BVI) Limited which is the single substantial shareholder of the Company and holding approximately 27.04% of the issued share capital of the Company.

The Board does not consider the Writ to have merits and the Company intends to rigorously dispute the allegations under the Writ and is in the course of seeking independent legal advice. Further announcement will be made by the Company in relation to the Writ as and when appropriate.

By order of the Board
Zhongda International Holdings Limited
Hon Chuk Kay
Executive Director

Hong Kong, 11 October 2011

As at the date of this announcement, the Board comprises Messrs. Xu Lian Guo (suspended), Xu Lian Kuan (suspended), Hon Chuk Kay and Kwok Ming Fai 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 respectively.