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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)

ANNOUNCEMENT

On 28 October 2011, the Company was notified that the Amended Writ was issued by the Plaintiffs against the four Defendants.

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

Reference is made to the announcement (the “**Announcement**”) of Zhongda International Holdings Limited (the “**Company**”) dated 11 October 2011 disclosing the service of the Writ on the Company. Unless the context required otherwise, capitalised terms used herein shall have the same meaning as defined in the Announcement.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on 28 October 2011, the Company was notified that an amended writ of summons (the “**Amended Writ**”) was issued on 25 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 Amended Writ, there is an amendment to the endorsement of claim annexed to the Amended Writ, and the Plaintiffs have withdrawn 2 of the claims as stated below:

- (i) as against 1st and 2nd defendants as aforesaid, damages for their breach of fiduciary duties as Directors to be assessed; and
- (ii) interest.

* For identification purpose only

Save for the above, no other amendments were made to the Writ.

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

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

Hong Kong, 1 November 2011

As at the date of this announcement, the Board comprises Messrs. Xu Lian Guo (suspended), Xu Lian Kuan (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 respectively.