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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 or about 16 November 2011, the Company was notified that the Summons was issued by the Plaintiffs against the Defendants, namely (1) the Company, (2) Mr. Kwok Ming Fai, executive Director; (3) Mr. Hon Chuk Kay, executive Director, (4) Mr. Leung Kwok Chun, non-executive Director, (5) Mr. Sun Ka Ziang Henry, independent non-executive Director; (6) Mr. Chan Shiu Man, independent non-executive Director, (7) Mr. Wong Chi Chung, independent non-executive Director, and (8) Mr. Fu Yan Ming, the secretary of the Company in the Supreme Court of Bermuda.

Based on the preliminary Bermuda legal advice sought by the Company, the Company is prepared to contest the proceedings. Further announcement will be made by the Company with respect to the development of the proceedings as and when appropriate.

The board (the “**Board**”) of directors (the “**Directors**”) of Zhongda International Holdings Limited (the “**Company**”) announces that on or about 16 November 2011, the Company was notified that an originating summons (the “**Summons**”) was issued on 7 November 2011 by Mr. Xu Lian Guo and Mr. Xu Lian Kuan as the plaintiffs (the “**Plaintiffs**”) in the Supreme Court of Bermuda against eight defendants (collectively, the “**Defendants**”), namely (1) the Company, (2) Mr. Kwok Ming Fai, executive Director; (3) Mr. Hon Chuk Kay, executive Director, (4) Mr. Leung Kwok Chun, non-executive Director, (5) Mr. Sun Ka Ziang Henry, independent non-executive Director; (6) Mr. Chan Shiu Man, independent non-executive Director, (7) Mr. Wong Chi Chung, independent non-executive Director, and (8) Mr. Fu Yan Ming, the secretary of the Company, and was served to the registered office of the Company in Bermuda.

According to the Summons, the Plaintiffs were applying for an order (the “**Order**”) to be made pursuant to various sections of the Companies Act 1981 of Bermuda and/or common law that:

1. the Defendants, who have acted in breach of their duties under the Companies Act 1981 and/or common law, do comply with such duties by doing the following, that is to say, the 1<sup>st</sup> Defendant (i.e. the Company) do provide and the 2<sup>nd</sup> to 8<sup>th</sup> Defendants (i.e. the other Defendants) do procure the 1<sup>st</sup> Defendant to provide to the Plaintiffs, within 7 days from the date of the Order to be made herein, with full and uninterrupted access to, and allow the Plaintiffs and their representatives to inspect and take copies of the documents of the 1<sup>st</sup> Defendant and/or its subsidiaries and/or its associated companies enumerated in the

schedule thereto; and

2. the costs of and occasioned by the Plaintiffs' application be paid by the 2<sup>nd</sup> to 8<sup>th</sup> Defendants to the Plaintiffs, to be taxed if not agreed.

Based on the preliminary Bermuda legal advice sought by the Company, the Company is prepared to contest the proceedings. Further announcement will be made by the Company with respect to the development of the proceedings as and when appropriate.

The Company reserves the right to initiate claims for any damages and costs that may arise and be incurred due to the Plaintiffs' action. Further announcement will be made by the Company if and when applicable.

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

Hong Kong, 23 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.*

*\* For identification purpose only*