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ZHONGTIAN INTERNATIONAL LIMITED

中天國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 02379)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board wishes to inform the Shareholders and potential investors that it is expected the results of the Group for the year ended 31 December 2008 may decline significantly as compared with those for the corresponding period in 2007.

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

This announcement is made by Zhongtian International Limited (the “Company”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The board of directors (the “Board”) of the Company wishes to inform the shareholders of the Company (the “Shareholders”) and potential investors that it is expected the results of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 December 2008 may decline significantly as compared with those for the corresponding period in 2007. The Board believes that the Group’s financial performance has been materially affected by (i) the economic downturn in the PRC and the global financial turmoil in 2008 and (ii) provisions expected to be made relating to the suspension of development on the piece of commercial land in Laoshan District in Qingdao City of Shangdong Province due to the difficult market conditions in property market in the PRC.

This profit warning announcement is only based on the preliminary assessment by the Board in accordance with the management accounts of the Group and is not based on any figures or information audited or reviewed by the Company’s auditors. Details of the Group’s performance will be disclosed in the annual results announcement of the Group for the year ended 31 December 2008 as soon as practicable.

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

By order of the Board
Zhongtian International Limited
Chen Jun
Chairman

Qingdao, Shangdong, the PRC, 14 January 2009

As at the date hereof, the Board comprises:

Executive Directors:

Mr. Chen Jun
Mr. Zhao Yun

Independent non-executive Directors:

Mr. Hung, Randy King Kuen
Mr. Qi Facheng
Mr. Chen Wenping

* *for identification purposes only*