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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)

FURTHER DELAY IN PUBLICATION OF THE ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2011 AND DELAY IN PUBLICATION OF THE INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2012

References are made to the Holding Announcements.

As at the date of this announcement, the Company has not yet received the Outstanding Financial Information of the PRC Subsidiaries since the period of August 2011, which is believed to be in the custody, power or control of the Suspended Directors. As a result, the Company is unable to prepare and compile the 2011 Annual Results and 2012 Interim Results.

Due to lack of the Outstanding Financial Information, the Board could not agree with the auditors of the Company on the scope and schedule for the audit process of the 2011 Annual Results, and to assess the significance of the assets and liabilities of the Group for the year ended 31 December 2011 and for the six months ended 30 June 2012.

In light of the above, the Board announces that the Company is unable to publish the 2011 Annual Results at a date no later than three months after the end of the financial year under Rule 13.49(1) of the Listing Rules, and is unable to publish the 2012 Interim Results at a date no later than two months after the end of such financial period under Rule 13.49(6)(b) of the Listing Rules.

Meanwhile, the Company shall continue to use its best endeavours to obtain the Outstanding Financial Information from the Suspended Directors and publish an announcement on the preliminary 2011 Annual Results and 2012 Interim Results under Rule 13.49(3) and Rule 13.49(6) of the Listing Rules respectively, as and when available.

References are made to the holding announcement dated 15 December 2011, the second holding announcement dated 6 March 2012 and the announcement dated 23 March 2012 (together, the “**Holding Announcements**”) of Zhongda International Holdings Limited (the “**Company**”) in relation to, among other things, the failure of Mr. Xu Lian Guo and Mr. Xu Lian Kuan, the Suspended Directors, to provide the financial information of the PRC Subsidiaries to the Company despite the repeated demand by the Company. Terms used herein shall have the same meanings ascribed to the Holding Announcements unless otherwise defined.

2011 ANNUAL RESULTS AND 2012 INTERIM RESULTS

As at the date of this announcement, the Company has not yet received any of the financial information of the PRC Subsidiaries since the period of August 2011 (the “**Outstanding Financial Information**”), which is believed to be in the custody, power or control of the Suspended Directors. As a result, the Company is unable to prepare and compile the unaudited consolidated financial statements of the Group for the year ended 31 December 2011 (the “**2011 Annual Results**”) and for the six months ended 30 June 2012 (the “**2012 Interim Results**”). Accordingly, the Company shall take further time to collect and collate the Outstanding Financial Information from the Suspended Directors for the production of the 2011 Annual Results and 2012 Interim Results.

Due to lack of the Outstanding Financial Information, the Board could not agree with the auditors of the Company on the scope and schedule for the audit process of the 2011 Annual Results, and to assess the significance of the assets and liabilities of the Group for the year ended 31 December 2011 and for the six months ended 30 June 2012.

FURTHER DELAY IN PUBLICATION OF THE 2011 ANNUAL RESULTS AND DELAY IN PUBLICATION OF THE 2012 INTERIM RESULTS

In light of the above, the Board announces that the Company is unable to publish the 2011 Annual Results at a date no later than three months after the end of the financial year under Rule 13.49(1) of the Listing Rules, and is unable to publish the 2012 Interim Results at a date no later than two months after the end of such financial period under Rule 13.49(6)(b) of the Listing Rules.

Due to the delay in publication of the announcement of the 2011 Annual Results and in light of above, the Board announces that the Company shall not publish the 2012 Interim Results at a date no later than two months after the end of such financial period under Rule 13.49(6)(b) of the Listing Rules. There will be a delay by the Company in the publication of the 2012 Interim Results and constitute a breach of Rule 13.49(6)(b) of the Listing Rules.

Meanwhile, the Company shall continue to use its best endeavours to obtain the Outstanding Financial Information from the Suspended Directors and to publish an announcement under Rule 13.49(3) and Rule 13.49(6) of the Listing Rules which containing, among others, the preliminary 2011 Annual Results and 2012 Interim Results to allow Shareholders to determine the significance of the assets or liabilities of the Group, as and when available.

In addition, the aversion of the Suspended Directors to procure and/or to co-operate in the preparation of the 2011 Annual Results and 2012 Interim Results shall further lead to the inability of the Company to cause its true accounts to be kept and the accounting records of the Company shall be kept at the principal place of business of the Company respectively as requested by the Bye-laws.

SUSPENSION IN TRADING

The Company shall publish an announcement on the preliminary results of the 2011 Annual Results and 2012 Interim Results and to inform Shareholders and the public of any further information in appraising the financial position of the Group as soon as practicable.

The trading in the shares of the Company has been suspended since 5 September 2011 pending an announcement of the Company which is of price-sensitive nature. The suspension in trading shall remain until, among other things, the Company publishes an announcement of the 2011 Annual Results and 2012 Interim Results under Rule 13.49 of the Listing Rules.

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

Hong Kong, 31 August 2012

As at the date of this announcement, the Board comprises Messrs. Xu Lian Guo (suspended)(Mr. Chan Kin Sang, alternate director to Xu Lian Guo), Xu Lian Kuan (suspended)(Mr. Szeto Chak Wah, alternate director to Xu Lian Kuan), 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*