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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)

PROPOSED CHANGE OF AUDITORS

This announcement is made by Zhongtian International Limited (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that CCIF CPA Limited, the Company’s auditors for the financial year ended 31 December 2012, will hold office until the conclusion of the forthcoming annual general meeting of the Company (the “**AGM**”).

CCIF CPA Limited had merged its business with PCP CPA Limited in October 2009 and resulting in Crowe Horwath (HK) CPA Limited operating as the merged firm. The Board considers that it is in the best interests of the Company and the shareholders of the Company (the “**Shareholders**”) as a whole if the auditor is able to continue to serve the Company under the more internationally renowned name of Crowe Horwath (HK) CPA Limited, a member of Crowe Horwath International. Therefore, an ordinary resolution will be proposed at the AGM to appoint Crowe Horwath (HK) CPA Limited as the new auditors of the Company to fill the vacancy arising from the retirement of CCIF CPA Limited.

Both CCIF CPA Limited and Crowe Horwath (HK) CPA Limited have confirmed that there are no matters that need to be brought to the attention of the Shareholders and the creditors of the Company in connection with their respective retirement and appointment as the auditors of the Company. Neither the Board nor the audit committee of the Company is aware of any matters in relation to the proposed change of auditors that need to be brought to the attention of the Shareholders and the creditors of the Company.

The proposed appointment of new auditors is subject to the approval of Shareholders at the AGM. The notice of AGM containing, among other things, the proposed appointment of new auditors, will be despatched to the Shareholders in due course.

By order of the Board
Zhongtian International Limited
Chen Jun
Chairman

Qingdao City, Shandong Province, the PRC, 16 April 2013

* *for identification purposes only*

