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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)

- (1) DELAY IN PUBLICATION OF INTERIM RESULTS
FOR THE SIX MONTHS ENDED 30 JUNE 2013;**
- (2) FURTHER DELAY IN PUBLICATION OF ANNUAL RESULTS
FOR THE YEAR ENDED 31 DECEMBER 2012;**
- (3) FURTHER DELAY IN PUBLICATION OF INTERIM RESULTS
FOR THE SIX MONTHS ENDED 30 JUNE 2012;**
- AND (4) FURTHER DELAY IN PUBLICATION OF ANNUAL RESULTS
FOR THE YEAR ENDED 31 DECEMBER 2011**

References are made to the Announcements.

As disclosed in the announcement of the Company dated 6 May 2013, the Order has been granted by the High Court of Hong Kong in favour of the Company against the Suspended Directors, compelling them to, inter alia, provide to the Company the Outstanding Financial Information for auditing purpose and publishing of the financial results of the Group and provide all reasonable documents, information and assistance in relation to the audit. As at the date of this announcement, the Suspended Directors fail to comply with the Order. As a result, the Company is unable to prepare and compile the 2013 Interim Results, as well as the 2011 Annual Results, 2012 Interim Results and 2012 Annual Results.

The Board announces that the Company is unable to publish the 2011 Annual Results and 2012 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 and 2013 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.

In light of the fact that the Company has not been able to obtain access to the books and records of the PRC Subsidiaries and associated companies of the Group in the PRC, the Directors (except the Suspended Directors) considered that control of the PRC Subsidiaries have been lost. Meanwhile, the Company shall continue to use its best endeavours to obtain the Outstanding Financial Information from the Suspended Directors, and is in the course of considering the deconsolidation of the PRC Subsidiaries and associated companies of the Group in the PRC and is to publish an announcement on the preliminary 2011 Annual Results, 2012 Interim Results, 2012 Annual Results and 2013 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 announcements dated 15 December 2011, 6 March 2012, 23 March 2012, 31 August 2012, 28 September 2012, 28 March 2013, 6 May 2013, 24 June 2013 and 8 August 2013 (together, the “**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 or to procure the provision of the financial information of the PRC Subsidiaries to the Company, despite repeated demands by the Company and the Order granted by the High Court of Hong Kong. Capitalised terms used herein shall have the same meanings ascribed to them in the Announcements unless otherwise defined.

DELAY IN PUBLICATION OF THE 2013 INTERIM RESULTS

As disclosed in the announcement of the Company dated 6 May 2013, the Order has been granted by the High Court of Hong Kong in favour of the Company against the Suspended Directors, compelling them to, inter alia, provide to the Company and the auditors of the Company the consolidated financial statements of the PRC Subsidiaries and associated companies of the Group in the PRC, for the auditing purpose and publishing of the financial results of the Group and provide all reasonable documents, information and assistance in relation to the audit. As at the date of this announcement, the Company has not yet received any of the financial information of the PRC Subsidiaries for the period since August 2011 (the “**Outstanding Financial Information**”) from the Suspended Directors or from the respective PRC Subsidiaries’ management which has been under the direction 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**”), for the six months ended 30 June 2012 (the “**2012 Interim Results**”), for the year ended 31 December 2012 (the “**2012 Annual Results**”) and for the six months ended 30 June 2013 (the “**2013 Interim Results**”).

FURTHER DELAY IN PUBLICATION OF THE 2011 ANNUAL RESULTS, FURTHER DELAY IN PUBLICATION OF THE 2012 INTERIM RESULTS, FURTHER DELAY IN PUBLICATION OF THE 2012 ANNUAL RESULTS AND DELAY IN PUBLICATION OF THE 2013 INTERIM RESULTS

In light of the above, the Board announces that the Company is unable to publish the 2011 Annual Results and 2012 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 and 2013 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, 2012 Interim Results and 2012 Annual Results, and in light of the above, the Board announces that the Company shall not publish the 2013 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 2013 Interim Results which constitutes 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 is seeking legal advice on further actions against the Suspended Directors on their non-compliance with the Order. Also, in light of the fact that the Company has not been able to obtain access to the books and records of the PRC Subsidiaries and associated companies of the Group in the PRC, the Directors (except the Suspended Directors) considered that control of the PRC Subsidiaries have been lost. The Company is in the course of considering the deconsolidation of the PRC Subsidiaries and associated companies of the Group in the PRC and is to publish an announcement on the preliminary 2011 Annual Results, 2012 Interim Results, 2012 Annual Results and 2013 Interim Results to allow Shareholders to determine the significance of the assets or liabilities of the Group, as and when available.

As disclosed in the announcement of the Company dated 8 August 2013, the Board has engaged an independent auditor to review internal control system of the Group and has engaged the auditors of the Company to audit the 2011 Annual Results and 2012 Annual Results as well as to review the 2012 Interim Results. According to the preliminary schedule, the relevant reports and Annual Results are expected to be available and published by the fourth quarter of 2013.

SUSPENSION IN TRADING

The trading in the shares of the Company has been suspended since 5 September 2011 pending an announcement of the Company which is of a price-sensitive nature. The suspension in trading shall remain until, among other things, the Company publishes an announcement of the 2011 Annual Results, 2012 Interim Results, 2012 Annual Results and 2013 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, 30 August 2013

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.

* *For identification purposes only*