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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

Reference is made to the Announcements of the Company in relation to the Incident, as well as the delay in publication of the 2011 Annual Results and the 2012 Interim Results of the Company.

On or about 19 October 2012, the Company received a letter from the Stock Exchange, in which the Stock Exchange stated certain resumption conditions for the Company.

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended since 5 September 2011. Trading in the Shares will remain suspended pending release of an announcement of price sensitive nature and until further notice.

INTRODUCTION

Reference is made to: (i) the announcement in respect of suspension of trading (the “**Suspension**”) in the shares (the “**Shares**”) of Zhongda International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 5 September 2011; and (ii) the various announcements of the Company since Suspension, in particular, announcements of the Company dated 16 December 2011, 6 March 2012, 23 March 2012, 31 August 2012 and 28 September 2012 (together, the “**Announcements**”) in relation to the suspected misappropriation of funds of the Group by Mr. Xu Lian Guo, the suspended executive Director and ex-Chairman of the Company, and Mr. Xu Lian Kuan, the suspended executive Director, ex-Deputy Chairman cum ex-chief executive officer of the Company (together, the “**Subject Directors**”), by drawing out funds of the Company for other purpose in contrary to the resolutions of the Board of Directors of the Company without further explanation (the “**Incident**”), as well as the delay in publication of the 2011 Annual Results and the 2012 Interim Results of the Company. Unless the context otherwise stated, terms used herein shall have the same meanings as defined in the Announcements.

CONDITIONS FOR RESUMPTION OF TRADING OF SHARES

On or about 19 October 2012, the Company received a letter from The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), in which the Stock Exchange stated the following resumption conditions for the Company:

- (a) investigate the Incident and inform the market of all information about the Incident that is necessary to appraise the Group’s position, including its implications to the Group’s assets, financial and operational position;
- (b) demonstrate that there are adequate financial reporting procedures and internal control systems to meet obligations under the Listing Rules;
- (c) demonstrate that there is no reasonable regulatory concern about management integrity which will pose a risk to investors and damage market confidence; and
- (d) publish all outstanding financial results and report, and address any concerns raised by the Company’s auditors through qualifications in their audit report or otherwise.

The Company should also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before resumption.

The Stock Exchange may modify any of the above and/or impose further conditions at its discretion.

Further announcement will be made by the Company if it is aware of any material development in respect of the above matters as and when appropriate.

Trading in the Shares has been suspended since 5 September 2011 and will continue to be suspended pending release of an announcement of price sensitive nature and until further notice.

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

By order of the Board
Zhongda International Holdings Limited
Hon Chuk Kay
Executive Director

Hong Kong, 1 November 2012

As at the date of this announcement, the Board comprises Mr. Xu Lian Guo (suspended) (Mr. Chan Kin Sang, alternate director to Mr. Xu Lian Guo), Mr. Xu Lian Kuan (suspended) (Mr. Szeto Chak Wah, alternate director to Mr. Xu Lian Kuan), Mr. Kwok Ming Fai and Mr. Hon Chuk Kay as executive Directors; Mr. Leung Kwok Chun as non-executive Director; and Mr. Sun Ka Ziang Henry, Mr. Chan Shiu Man and Mr. Wong Chi Chung as independent non-executive Directors.

* *For identification purpose only*