

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

HOLDING ANNOUNCEMENT

Reference is made to the announcements of the Company dated 15 December 2011, 6 March 2012, 6 May 2013, 24 June 2013, 8 August 2013, 30 August 2013, 4 October 2013, 13 December 2013, 24 January 2014, 28 February 2014, 31 March 2014, 23 May 2014, 22 July 2014, 29 August 2014, 1 September 2014, 20 October 2014, 20 November 2014 and 31 December 2014 (collectively, the “**Announcements**”) respectively in relation to, among other matters, the granting of an order (the “**Order**”) by the High Court of Hong Kong in 2013 in favour of the Company against Mr. Xu Lian Guo (the “**Suspended Director**”) and Mr. Xu Lian Kuan (the “**Former Director**”), together as the subject directors (the “**Subject Directors**”), compelling them to, inter alia, provide to the Company and the auditors of the Company (the “**Auditors**”) the consolidated financial statements of the PRC Subsidiaries and associated companies of the Group in the PRC, for auditing purpose and publishing of the financial results of the Group for the years ended 31 December 2011 and 31 December 2012 respectively and for the 6 months ended 30 June 2012 and 30 June 2013 respectively, and to provide all reasonable documents, information and assistance as requested in relation to the audit of the Group.

Unless otherwise defined, capitalised terms used herein shall bear the same meanings ascribed thereto in the Announcements.

Development on the legal proceedings against the Subject Directors

As disclosed in the announcement of the Company dated 31 December 2014, on 24 December 2014, the High Court of Hong Kong handed down a judgment (the “**Judgment**”) in favour of the Company and it was held that, among other things and in summary:

- (1) The Order granted in 2013 in favour of the Company against the Subject Directors not to be set aside;
- (2) The Application by the Company be allowed with damages assessed forthwith to be RMB150 million, to be paid by the Subject Directors jointly and severally to the Company, with interest thereon at judgment rate from 22 February 2012 to the date of

Judgment; and

- (3) Costs of the Company to be paid by the Subject Directors jointly and severally, to be taxed and paid forthwith.

The Company has obtained the relevant sealed orders and in the course of seeking enforcement of the judgment against the Subject Directors in order to protect the interests of the Company and the Shareholders.

On the other hand, on 21 January 2015, the Former Director has served a Notice of Appeal to the Judgement (the “**Appeal**”) to the High Court of Hong Kong. To the best of the knowledge and information of the Company, no hearing date for the Appeal has been fixed as at the date hereof. The Company is in the course of seeking further advice to assess the impact of Appeal, and will take such necessary action(s) to object to the Appeal if so advised.

Further announcement(s) will be issued by the Company to update the Shareholders and investors on the progress of the legal proceedings as and when appropriate.

Preparation work taken out for resumption of trading

As disclosed in the announcement of the Company on 1 November 2012, the Stock Exchange has set out certain conditions for resumption of trading of the Shares. In order to fulfill the conditions and to comply with its obligations under the Listing Rules, the Company has already published 2011 Annual Results, 2012 Interim Results, 2012 Annual Results, 2013 Interim Results, 2013 Final Results and 2014 Interim Results.

As previously disclosed, the Board has engaged an independent certified public accountants (“**CPA**”) to perform a comprehensive review on the Company’s internal control system. The CPA has recently issued the first draft report in late December 2014. The Board is reviewing and discussing with the CPA to finalize the said report.

The Board has engaged a financial advisor (“**FA**”) to assist the Company to resume trading of the Shares. The FA is discussing with the Board on the preparation of resumption plan. The Company is preparing the information to the FA and it is expected that a preliminary resumption plan would be available in the first quarter of Year 2015.

Development and update on the Remaining Segments

Apart from the existing business under the trading business segment of the Company, the Hong Kong management is continuously spending its effort to expand and further develop the existing international trading business of the Company. The Company has been continuously looking for potential business partners and/or customers for trading of other products and commodities in the context of related diversification. The Company will continue its existing activities under this segment.

Besides, the Company is negotiating for a contract to supply automobile cleaning equipment in the PRC. The Board has spent some time in discussing the terms and is in the course of finalizing the transaction. The Company is also in a preliminary stage of negotiation with a Hong Kong based company to jointly develop advanced automobile cleaning equipment which could improve the efficiency of such cleaning operation, and to jointly promotion and marketing of a newly developed automobile cleaning supplies.

For the information technology business which has been grouped previously under the Property Investment business segment, the Company will continue developing and expanding its system integration and project management business. As disclosed in the previous Announcements, the Company has already provided project management and support service to customer a South American company for their telecom value-added service in the PRC. The Company is negotiating with another PRC based company to provide technical and marketing support to their telecom value-added service in Shangdong as well as Guangdong province, the PRC. The said company is preparing for the integration and launching of the service. It is expected that the provision of such services will commence in the second quarter of Year 2015.

In the event that new project is to be materialized and constitutes notifiable transaction pursuant to the requirements under the Listing Rules, the Company will make further announcement(s) as and when appropriate and comply with the relevant requirements under the Listing Rules.

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

Hong Kong, 30 January 2015

As at the date of this announcement, the Board comprises Messrs. Xu Lian Guo (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 purpose only*