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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)

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, 31 December 2014, 30 January 2015, 27 February 2015, 30 April 2015, 29 May 2015, 30 June 2015, 14 July 2015, 31 July 2015, 31 August 2015, 30 September 2015, 30 October 2015, 30 November 2015, 31 December 2015 and 1 February 2016 (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 30 January 2015, the Former Director has served a Notice of Appeal to the Judgment (the “**Appeal**”) to the High Court of Hong Kong on 21 January 2015 against the Judgment handed down by the High Court of Hong Kong on 24 December 2014. To the best knowledge and information of the Company, no hearing date for the Appeal has been fixed and no further action has been taken by the Former Director as at the date hereof. The Company will take such necessary action(s) to object to the Appeal if so advised.

Also as disclosed in the announcement of the Company dated 14 July 2015, the Company is in the course of taking action to enforce the Judgment against the Suspended Director. The Charging Order has been made absolute and granted by the High Court of Hong Kong on 8 July 2015. In light of the fact that the Suspended Director has yet to comply with the Judgment and the Order, the Company has recently taken out an originating summons against the Suspended Director to seek for an order against certain of his properties as a step to enforce the Charging Order and to compensate part of the loss suffered by the Company.

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

On 25 September 2015, the Stock Exchange issued a letter (the “**Letter**”) informing that the Company is placed in the first delisting stage. The first delisting stage will expire on 23 March 2016. The Company is required to submit a viable resumption proposal (the “**Resumption Proposal**”) to address the resumption conditions as stipulated in the Letter at least ten (10) business days before the expiry of the first delisting stage.

The Board would seek further advice from the financial advisor to assist the Company to prepare a revised Resumption Proposal and to formulate steps and strategy for fulfilling the resumptions conditions. The Company will make further announcement(s) as and when appropriate when material development takes place.

Development and update on the Remaining Segments

While maintaining and seeking to develop the existing business, as disclosed in the previous Announcements, the Hong Kong management continuously spent its effort to expand and further develop the existing international trading business of the Company, and 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 is in the course of finalizing with a supplier for trading of some mineral ore which is essential to the manufacturing of automobile and if it materializes, it will further promote the existing trading business of the Company.

Apart from the abovementioned development, as disclosed in the previous Announcements, the Company has incorporated a new subsidiary to develop automobile cleaning equipment. The Company has already entered into a contract to supply car washing machine to a local courier company. The Company is exploring further business opportunities in industrial manufacturing business.

For the information technology business which has been grouped previously under the Property Investment business segment, the Company will continue expanding and developing its system integration and project management business. As disclosed in the previous

Announcements, the Company has already been providing project management and support service to a South American company for their telecom value-added service in the PRC. The Company is finalizing 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. As more time is required to preparing for the integration and launching of the service, it is expected that the provision of such services will be further delayed to Year 2016.

Recently the Company has incorporated a new subsidiary to develop branded consumer electronic products. The company has entered into a contract with a company in Taiwan to market and distribute their consumer electronic products in the PRC. The company is also in a preliminary stage to negotiate with a multi-national enterprise to distribute their branded consumer electronic products.

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, 29 February 2016

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*