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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, 13 December 2013, 24 January 2014, 31 December 2014, 30 January 2015, 14 July 2015, 29 February 2016, 30 April 2016, 31 May 2016, 30 June 2016, 1 August 2016, 31 August 2016 and 30 September 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 publication 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 to 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. In mid-May 2016, the Suspended Director has acknowledged the service of the summons and indicated that he intends to dispute the application of the Company. Interlocutory application has been made by the Suspended Director and the hearing date has been rescheduled. The Company is in the course of preparing for the upcoming hearing. Save for the above, there was no other material development regarding the legal proceedings.

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 Announcements, as well as the announcement of the Company dated 30 September 2015 in relation to the first delisting stage of the Company and the resumption conditions imposed on by the Stock Exchange, the Company was required to submit a resumption proposal by 23 March 2015. Subsequently, a first proof resumption proposal has been submitted on or about 31 July 2015.

On 25 April 2016, the Stock Exchange issued a letter to the Company informing that the Company was placed in the second delisting stage. The second delisting stage has expired on 24 October 2016. On 6 October 2016, the Company submitted a second proof resumption proposal (the “**Proposal**”) to the Stock Exchange.

On 28 October 2016, the Stock Exchange issued a letter to the Company (the “**Letter**”) informing the Company that the Proposal was not viable and has decided to place the Company into the third delisting stage under the Listing Rules. The third delisting stage will expire on 8 May 2017. The Company should provide a viable resumption proposal to the Stock Exchange at least 10 business days before the third delisting stage expired.

The Board is in the course of seeking the advice from financial advisor to assist the Company to take steps 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 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.

As disclosed in the previous Announcements, the Group has commenced trading mineral ore

which is essential to the manufacturing of automobile and batteries. Currently, the Group is supplying building materials to infrastructure projects in Hong Kong. The Group is also negotiating with other suppliers to distribute varieties of building materials to diversify the product mix.

Apart from the abovementioned development, the Company has incorporated a subsidiary to develop automobile cleaning equipment. Such subsidiary has entered into a contract to supply components for electric and electronic products. The Company is exploring further business opportunities in industrial manufacturing business.

For the information technology business, as disclosed in the Announcements previously, 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 has also incorporated a subsidiary to develop branded consumer electronic products. Such subsidiary has entered into a contract with a company in Taiwan to market and distribute their consumer electronic products in the PRC. Recently, the subsidiary is further developing cooperation with a PRC manufacturer to co-brand and distribute their consumer electronic audio 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, 31 October 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*