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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)

UPDATE ON REVIEW HEARING RELATING TO THE RESUMPTION PROPOSAL

This announcement is made by Zhongda International Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

Reference is made to the announcements of the Company dated 30 September 2015, 28 April 2016 and 8 November 2016 (the “**Announcements**”). Capitalized terms used herein shall have the same meaning as those defined in the Announcements.

The Company requested for a review of the Decision on 7 November 2016 and the review hearing of the Decision was held on 10 January 2017. On 12 January 2017, the Listing Committee of the Stock Exchange (the “**Committee**”) handed down its decision (the “**Review Decision**”), which upheld the Listing Department of the Stock Exchange’s Decision that the Proposal is not viable and to place the Company into the third delisting stage pursuant to Practice Note 17 of the Listing Rules.

The Committee arrived at its decision for the following reasons:

1. The Company has not satisfactorily demonstrate that it would carry out a sufficient level of operations or have assets of sufficient value as required under Rule 13.24 of the Listing Rules.
2. The Proposal has not demonstrated that the Company has put in place adequate financial reporting procedures and internal control system to meet its obligations under the Listing Rules as there is no evidence to demonstrate that the Company has implemented the recommendations made by the independent certified public accountants under the draft internal control review report.

** for identification purpose only*

On 18 January 2017, the Company has made a request of a second review of the Decision by the Listing Committee of the Stock Exchange pursuant to Rule 2B.06(2) of the Listing Rules (the “**Second Review**”). Pursuant to a letter from the Stock Exchange dated 19 January 2017, the hearing of the Second Review is scheduled on 11 April 2017.

Further announcement(s) on major development of the Second Review will be made by the Company when and as appropriate.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 5 September 2011 and will remain suspended until further notice.

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

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

Hong Kong, 19 January 2017

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; and Messrs. Sun Ka Ziang Henry, Chan Shiu Man and Wong Chi Chung as independent non-executive Directors.