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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, 30 September 2016, 31 October 2016, 30 November 2016, 30 December 2016, 27 January 2017, 1 March 2017 and 24 March 2017 (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 24 March 2017, the High Court of Hong Kong has granted an order for sale (the “**Order for Sale**”) in favour of the Company on 16 March 2017. Pursuant to the Order for Sale, the Company could, among other things, sell the 57.22% beneficial interest of the Suspended Director in the capital of Zhong Da (BVI) Limited by private placement through securities companies licensed under the Securities and Futures Ordinance, Cap. 571 subject to the conditions in the Order for Sale. The Company is in the course of preparing for the execution of the Order for Sale.

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 “**Decision**”). As mentioned in the announcement of the Company dated 8 November 2016, the Company disagrees with the Decision and on 7 November 2016 requested a review of the Decision by the Listing Committee of the Stock Exchange (the “**Committee**”).

As disclosed in the announcement of the Company dated 19 January 2017, the Committee handed down its decision on 12 January 2017 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.

On 18 January 2017, the Company has made a request of a second review of the Decision by the Committee pursuant to Rule 2B.06(2) of the Listing Rules (the “**Second Review**”). Pursuant to a letter from the Stock Exchange dated 31 March 2017, the hearing of the Second Review had been rescheduled to 25 April 2017. As at the date of this announcement, the Company is still awaiting the decision from the Committee.

Further announcement(s) will be made 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 is supplying building materials to infrastructure projects in Hong Kong and is also in course of concluding several contracts relating to Hong Kong International Airport Three-Runway System project. The Group is also negotiating with other suppliers to distribute varieties of building materials to diversify the product mix.

The Company has always been trying to re-establish the manufacturing business of the Group. However, due to limit resource, the Group is not able to build up or acquire a manufacturing plant despite sales orders can be obtained from referrals of previous customer from time to time. Recently, the Group has successfully negotiated with an established factory in the PRC (the “**Battery Plant**”) and has entered into processing contracts to produce batteries for vehicles. The Battery Plant will provide sufficient production capacity to fulfill the Group’s sales orders on hand. On 7 April 2017, the Group has signed a non-legal binding letter of intent with the existing shareholders of the Battery Plant to acquire not less than 60% equity interest of the Battery Plant by way of capital injection with a consideration of not less than HK\$90 million. Further announcement(s) will be made by the Company in compliance of the Listing Rules if and when appropriate.

The Company is in the course of negotiating with certain vendors to acquire certain projects in order to strengthen the Company’s asset base as well as improve the Company’s revenue stream. In the event that any 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, 28 April 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.

** for identification purpose only*