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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)

THIRD DELISTING STAGE

Reference is made to the announcements of the Company dated 30 September 2015, 28 April 2016, 8 November 2016 and 19 January 2017 respectively in relation to, among other things, the suspension in trading of shares (the “**Shares**”) of the Company on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the first delisting stage and the conditions for resumption of trading of the Shares, the second delisting stage and resumption conditions, the submission of resumption proposal by the Company to the Stock Exchange, and the application by the Company to the Listing Committee and the Listing (Review) Committee for reviewing the decision of placing the Company into the third delisting stage (the “**Third Delisting Stage**”).

Third Delisting Stage and Resumption Conditions

On 7 November 2016, the Company sought a review by the Listing Committee on the Stock Exchange’s decision of placing the Company into the Third Delisting Stage. On 12 January 2017, the Listing Committee upheld the Stock Exchange’s decision to place the Company into the third delisting stage.

On 18 January 2017, the Company sought a further review by the Listing (Review) Committee on the Listing Committee’s decision. Pursuant to a letter from the Listing (Review) Committee of the Stock Exchange dated 8 May 2017, the Listing (Review) Committee decided to uphold the Stock Exchange’s decision to place the Company into the third delisting stage under Practice Note 17 to the Listing Rules.

On 9 May 2017, the Company received a letter from the Stock Exchange informing the Company had been placed in the third delisting stage under Practice Note 17 to the Listing Rules.

The Company is required to submit a viable resumption proposal addressing the resumption conditions below by the end of the Third Delisting Stage (i.e. 17 November 2017):

1. demonstrate sufficient level of operations or assets under Rule 13.24;
2. demonstrate no reasonable regulatory concern about management integrity;
3. demonstrate that the Company has put in place adequate financial reporting procedures and internal control systems to meet obligations under the Listing Rules; and
4. publish all outstanding financial results, and address any audit qualifications.

If no viable resumption proposal is received by the end of the Third Delisting Stage (i.e. 17 November 2017), the Company's listing will be cancelled.

Continued Suspension of Trading in the Shares

Trading in the shares of the Company has been suspended since 5 September 2011 and will continue to be suspended until further notice.

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

Hong Kong, 12 May 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*