

香港聯合交易所有限公司

(香港交易及結算所有限公司全資附屬公司)

THE STOCK EXCHANGE OF HONG KONG LIMITED

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

## ANNOUNCEMENT

In relation to the matter of  
Zhongda International Holdings Limited  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 909)

### Proceeding to third stage of delisting procedures

The Stock Exchange of Hong Kong Limited (the “Exchange”) places Zhongda International Holdings Limited (the “Company”) into the third delisting stage with effect from 18 May 2017. 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.

Trading of the Company’s shares was suspended on 5 September 2011 pending a clarification announcement in relation to the suspected misappropriation of funds of RMB150 million by Mr Xu Lian Guo, the suspended executive director of the Company and Mr Xu Lian Kuan, the former executive director of the Company. Subsequently, the Company has lost its control over its PRC subsidiaries.

As the Company was unable to demonstrate that it had sufficient operations or assets as required under Rule 13.24, the Exchange placed the Company into the first and second delisting stages on 24 September 2015 and 25 April 2016 respectively. Before expiry of the second delisting stage, on 6 October 2016, the Company submitted a resumption proposal to the Exchange. On 28 October 2016, the Exchange considered the resumption proposal not viable and therefore decided to place the Company into the third delisting stage under Practice Note 17 to the Listing Rules.

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On 7 November 2016, the Company sought a review by the Listing Committee on the Exchange's decision. On 12 January 2017, the Listing Committee upheld the 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. On 8 May 2017, the Listing (Review) Committee upheld the Listing Committee's decision to place the Company into the third delisting stage.

The Company will have a final six months to provide a viable resumption proposal to address the following:

- (a) demonstrate sufficient level of operations or assets under Rule 13.24;
- (b) demonstrate no reasonable regulatory concern about management integrity;
- (c) demonstrate that the Company has put in place adequate financial reporting procedures and internal control systems to meet obligations under the Listing Rules; and
- (d) 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. The Exchange will make a further announcement if the delisting takes place.

Hong Kong, 18 May 2017