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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)

CLARIFICATION ANNOUNCEMENT NEWS RELATING TO COMPANY

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Director**”) of Zhongda International Holdings Limited (the “**Company**”) recently noted that a company known as 深圳田金所金融服務有限公司 (*Shenzhen Tianjinsuo Financial Services Company Limited) seemingly operating in the People’s Republic of China with the name 田金所 (the “**Subject Entity**”), has invited investors to subscribe for its services or products, and held out in its website that, among other things:

- (i) its associated company 華融達供應鏈管理有限公司 (*Huarongda Supply Chain Management Company Limited) (“**Huarongda**”) has secured the controlling interest in 中大工業集團 (*Zhong Da Industrial Group) (“**Zhong Da Industrial**”) in April 2017 which they described as a listed company with stock code “HK00909”;
- (ii) the said Zhong Da Industrial is the holding company of the Company; and
- (iii) the said Zhong Da Industrial controlled the shareholding in the said Huarongda;

The Company wishes to clarify that the Company is a different entity from the said Zhong Da Industrial, and there is no direct or indirect shareholder of the Company named “中大工業集團” according to the register of members and register of disclosure of interest of the Company. The Company suspects that the said “中大工業集團” may refer to the private group of companies which bears the same name and are owned by Mr. Xu Lian Guo, the executive Director whose executive duties have been suspended, and Mr. Xu Lian Kuan, a former Director who has resigned on 29 December 2013, solely based on the information last known to the Company (which the Company is no longer being able to verify as at the date hereof).

In any event, to the best of the information, knowledge and belief of the Directors having made all reasonable enquiries, neither did the Subject Entity nor Huarongda holds any controlling stake in the Company nor is the Company relating to the Subject Entity in any way. The Company also wishes to emphasize that, as disclosed in the previous announcements of the Company, the Company has obtained a charging order against Mr. Xu Lian Guo over his majority interest in Zhong Da (BVI) Limited (the “**BVI Shares**”), being a substantial Shareholder of the Company, and over his attributable shareholding in the Company held by Zhong Da (BVI) Limited. An order for sale (the “**Order for Sales**”) has also been granted by the High Court of Hong Kong in favour of the Company to dispose of the BVI Shares as remedy for the loss suffered by the Company due to his failure in complying with the orders made by the High Court of Hong Kong in favour of the Company. For details of such litigations and orders, please refer to the announcements of the Company dated 6 May 2013, 14 July 2015 and 24 March 2017. The Company is in the course of preparing for the enforcement of the Order for Sales as at the date of this announcement.

Furthermore, the Company wishes to clarify that it has not or had not been in any way participated in the business of the Subject Entity or Huarongda, nor has any co-operation in any form with any of them. The Company will seek legal advice on whether further legal action shall be taken against the Subject Entity or its related persons, and may consider reporting the issue to the relevant authorities, in order to protect the interest of the Company and its shareholders.

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

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

Hong Kong, 23 October 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*