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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, 24 March 2017, 28 April 2017, 31 May 2017, 30 June 2017, 31 July 2017, 2 November 2017, and 8 November 2017 and 1 December 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 of Laws of Hong Kong, 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 and is negotiating with certain placing agents for the disposal of the shares in Zhong Da (BVI) Limited subject to 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 announcement of the Company dated 8 November 2017, on 6 November 2017, the Company has entered into a conditional sales and purchase agreement with certain vendors in relation to the Proposed Acquisition, and a new Resumption Proposal has been submitted to the Stock Exchange to demonstrate that the Company can satisfy the Resumption Conditions via the successful completion of, among other things, (i) the Proposed Acquisition; (ii) the proposed disposal of the de-consolidated subsidiaries of the Company, which if materialized, will constitute a very substantial disposal of the Company under the Listing Rules; (iii) proposed fund raising activities of the Company; and (iv) the fulfilment of the other Resumption Conditions.

Subsequent to the submission of the new Resumption Proposal, the Stock Exchange has raised queries and requested the Company to provide further information in relation to, among other things, the Proposed Acquisition. The Company has submitted replies to the queries and request of the Stock Exchange. Further announcement(s) will be made as and when appropriate when material development takes place.

Development and update on the Remaining Segments

In light of the Proposed Acquisition, the Company is reviewing and will also review from time to time the business of the Group as enlarged by any acquisition(s) after Resumption and may adjust the business development plan and strategy of the Group. Shareholders and potential investors are advised to pay attention to the announcement(s) to be published by the Company in relation to the Resumption and/or its business development from time to time.

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, 31 January 2018

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*