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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)

DECISION OF THE STOCK EXCHANGE IN RESPECT OF THE RESUMPTION PROPOSAL

Reference is made to the announcements of the Company dated 30 September 2015, 28 April 2016, 8 November 2016, 19 January 2017, 12 May 2017 and 8 November 2017 (collectively, the “**Announcements**”) 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, 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 and resumption conditions and the proposed acquisition and the submission of the resumption proposal. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The Company wishes to provide the shareholders and potential investors of the Company with an update on the status of the resumption in trading of the Company’s shares.

Following the entering into a conditional sales and purchase agreement (as amended and restated on 22 January 2018) with certain vendors in relation to the acquisition of a target group which is principally engaged in distribution of LED chips, IC and LCD panels in Hong Kong and the PRC (the “**Proposed Acquisition**”) on 6 November 2017, the Company submitted a new resumption proposal (the “**Resumption Proposal**”) which proposed, 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 and a connected transaction of the Company under the Listing Rules; (iii) proposed capital reorganization; (iv) proposed fund raising activities of the Company; and (v) the fulfillment of the other resumption conditions. On 15 February 2018, the Company received a letter from the Stock Exchange, which stated that the Stock Exchange agreed to allow the Company to submit a new listing application relating to the Resumption Proposal (but not any other proposal) on or before 31 May 2018. If the Company fails to submit a new listing application by 31 May 2018, or the transactions proposed in the Resumption Proposal fail to proceed for any reason, the Stock Exchange will proceed with cancelling the Company’s listing on the Stock Exchange.

The Proposed Acquisition will constitute a very substantial acquisition and reverse takeover under Chapter 14 of the Listing Rules and will be subject to the reporting, announcement and shareholders' approval requirements pursuant to the Listing Rules and approval of the new listing application of the Company by the Stock Exchange.

Further announcement(s) will be made by the Company as and when appropriate to update the shareholders and potential investors on any development of the Company.

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.

Shareholders and potential investors should note that the resumption of trading in the shares of the Company and the Proposed Acquisition is subject to various conditions which may or may not be fulfilled. There is no guarantee that the resumption of trading in the shares of the Company will take place and the Proposed Acquisition will complete. Shareholders and potential investors are reminded 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, 15 February 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*