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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, 1 December 2017, 31 January 2018, 31 May 2018, 19 June 2018, 31 July 2018 and 31 October 2018 (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.

Further announcement(s) will be issued by the Company to update the Shareholders and investors on the progress of the legal proceedings and the enforcement of the Order for Sale 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.

As disclosed in the announcement of the Company dated 15 February 2018, the Company received a letter from the Stock Exchange on 15 February 2018, 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.

Due to the fact that it requires additional time to prepare the new listing application and the relevant documents, the Company has submitted an application (the “**Application**”) for further extension of time for the submission of the Application to 30 October 2018.

On 8 June 2018, the Company received a letter (the “**Letter**”) from the Stock Exchange stating that the Listing Committee has rejected the Application and decided to cancel the listing of the Company’s shares on the Stock Exchange under Practice Note 17 to the Listing Rules (the “**Delisting Decision**”). The Stock Exchange also indicated in the Letter that the last day of listing of Shares will be on 25 June 2018 and the listing of Shares will be cancelled with effect from 9:00am on 26 June 2018.

On 15 June 2018, the Company filed an application for a review by the Listing (Review) Committee (the “**Committee**”) in relation to the Delisting Decision.

As disclosed in the announcements of the Company dated 19 June 2018, 19 September 2018 and 2 October 2018, the Committee handed down a decision (the “**Review Decision**”) which the Committee decided to reject the Application and accordingly, the listing of the Company’s shares will be cancelled under Practice Note 17 as referred to in the Delisting Decision.

On 27 September 2018, the Company filed an application for a review by the Listing Appeals Committee in relation to the Review Decision. The Company have made submission for the review hearing on 15 November 2018 and as at the date hereof, the hearing date for the review of the Review Decision is not yet fixed.

Further announcement(s) will be made by the Company 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.

### **CONTINUED SUSPENSION OF TRADING IN THE SHARES**

Dealing in the Shares on the Main Board of the Stock Exchange has been suspended since 5 September 2011. Due to the reasons as mention in the section headed “**Preparation work taken out for resumption of trading**” above, the Shares will remain suspended until further notice.

**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, 30 January 2019

*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*