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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 LISTING APPEALS COMMITTEE AND CANCELLATION OF LISTING

This announcement is made by Zhongda International Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

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, 8 November 2017, 15 February 2018, 19 June 2018, 19 September 2018 and 2 October 2018 (collectively, the “**Announcements**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

Decision of the Listing Appeals Committee

The Company requested for a review of the Review Decision on 27 September 2018 and the review hearing of the Review Decision was held on 28 February 2019. On 4 March 2019, the Listing Appeals Committee of the Stock Exchange (the “**Appeals Committee**”) handed down its decision (the “**Appeal Decision**”), which the Appeals Committee decided to uphold the Review Decision and to reject the Company’s application for a further extension of time to submit the new listing application for the Resumption Proposal

The Appeals Committee having considered all the submissions (both written and oral) presented by the Company and arrived at the Appeal Decision for the following reasons:

1. The third delisting stage of the Company expired by more than six months by the time the Company applied for the second extension of time to submit the new listing application. The written and oral submissions of the Company contained no substantive arguments that had not been considered by the Listing Committee and the Listing (Review) Committee. The Appeals Committee is not persuaded that there are sufficient grounds to warrant a further time extension for the Company to submit a new listing application.
2. The Stock Exchange imposed resumption conditions on the Company to be fulfilled by 17 November 2017. Certain resumption conditions are still outstanding.

3. There has been insufficient material progress made to address issues in relation to the viability of the Resumption Proposal.
4. The continued listing of long-suspended companies, such as the Company with its long-standing regulatory and management issues, undermines the quality of the Hong Kong market and its reputation.

Cancellation of Listing

On 5 March 2019, the Stock Exchange issued a letter advising the Company that the last day of listing of the shares of the Company (the “**Shares**”) will be 7 March 2019 (the “**Last Listing Date**”) and the listing of the Shares will be cancelled with effect from 9:00 am on 8 March 2019 under the Listing Rules.

Consequences to the Shareholders

All Shareholders and investors should note that after the Last Listing Date, whilst the share certificates of the Shares will remain valid, the Shares will not be listed on, and will not be tradeable on the Stock Exchange. The Company will no longer be subject to the Listing Rules,

Shareholders who have any queries about the implication of the cancellation of the Company’s listing are advised to obtain appropriate professional advice.

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

Hong Kong, 5 March 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*