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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)

**APPOINTMENT OF ALTERNATE DIRECTORS BY
THE SUSPENDED DIRECTORS**

References are made to the Holding Announcements.

On 14 March 2012, the Company received the Letter enclosing the Notices of Appointment in relation to the appointment of the Alternate Directors by the Suspended Directors. The Company has received all the necessary information and/or confirmation with respect to the publication of this announcement under Rule 13.51 of the Listing Rules on 19 March 2012.

Mr. Xu Lian Guo, Director has appointed Mr. Chan Kin Sang as his alternate with effect from 8 March 2012 pursuant to Bye-law 92 and Section 91(2A) of the Bermuda Companies Act 1981 respectively.

Mr. Xu Lian Kuan, Director has appointed Mr. Szeto Chak Wah as his alternate with effect from 8 March 2012 pursuant to Bye-law 92 and Section 91(2A) of the Bermuda Companies Act 1981 respectively.

References are made to the holding announcement dated 15 December 2011 and the second holding announcement dated 6 March 2012 (together, the “**Holding Announcements**”) of Zhongda International Holdings Limited (the “**Company**”) in relation to, among other things, the Formal Investigation on Mr. Xu Lian Guo and Mr. Xu Lian Kuan, the Suspended Directors. Capitalised terms used herein shall have the same meanings ascribed thereto in the Holding Announcements unless otherwise defined.

APPOINTMENT OF ALTERNATE DIRECTORS BY THE SUSPENDED DIRECTORS

On 14 March 2012, the Company received a letter (the “**Letter**”) dated 13 March 2012 from Messrs. Peter K. S. Chan & Co., Solicitors and Notaries (“**the Legal Firm**”), acting on behalf of the Alternate Directors as referred to hereinafter, enclosing therein, by way of service at the Company, notices (“**Notices of Appointment**”) dated 8 March 2012 signed by the Suspended Directors to appoint their alternate Directors (the “**Alternate Directors**”). According to the Bye-laws, the Suspended Directors have appointed the following Alternate Directors with effect from 8 March 2012:

* For identification purpose only

- (a) Mr. Chan Kin Sang (“**Mr. Chan**”) as the alternate Director to Mr. Xu Lian Guo pursuant to Bye-law 92 of the Bye-laws and Section 91(2A) of the Bermuda Companies Act 1981; and
- (b) Mr. Szeto Chak Wah as the alternate Director to Mr. Xu Lian Kuan pursuant to Bye-law 92 of the Bye-laws and Section 91(2A) of the Bermuda Companies Act 1981.

PARTICULARS OF THE ALTERNATE DIRECTORS

Pursuant to Rule 13.51(2) of the Listing Rules, the Company shall publish an announcement on the appointment of the Alternate Directors as soon as practicable. Below are the profiles of the Alternate Directors which the Company reproduced from the information received in the letters dated 15 March 2012 and 20 March 2012 from the Legal Firm:

“Mr. Chan Kin Sang, aged 60, is currently the sole proprietor of Messrs. Peter K.S. Chan & Co., Solicitors and Notaries. He has been a practising solicitor in Hong Kong since 1982. Mr. Chan graduated from the University of Hong Kong with a Bachelor of Laws degree in 1979. He was admitted as a Notary Public in 1997 and as a China-appointed Attesting Officer in 2000. He is currently a Fellow of the Hong Kong Institute of Directors.”

Mr. Chan Kin Sang is currently an independent non-executive director of 2 Singapore listed companies, namely People’s Food Holdings Limited and Luxking Group Holdings Limited and 3 Hong Kong listed companies, namely China Precious Metal Resources Holdings Co., Limited, International Taifeng Holdings Limited and Ming Kei Holdings Limited. Mr. Chan is also a non-executive director of Pan Hong Property Group Limited which is listed in Singapore and United Pacific Industries Limited, Combest Holdings Limited and Pacific Plywood Holdings Limited which are listed in Hong Kong. He was formerly an independent non-executive director of Sunray Holdings Limited, New Smart Energy Group Limited and Dynamic Energy Holdings Limited and non-executive director of Mayer Holdings Limited.”

“Mr. Szeto Chak Wah Michael, aged 62, is a practicing solicitor in Hong Kong and is currently a consultant of Messrs. Peter K.S. Chan & Co., Solicitors and Notaries. He has been a practicing solicitor in Hong Kong since 1982. Mr. Szeto has not held directorship in any listed companies in Hong Kong for the past three years.”

Further information and/or confirmation as required under Rule 13.51 of the Listing Rules with respect to the publication of this announcement has been received by the Company from the Legal Firm on 19 March 2012 after further enquiry made by the legal representatives of the Company on its behalf upon the Company’s request.

The Alternate Directors confirmed that as at the date of the Notices of Appointment:

- (i) they do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong);
- (ii) save as disclosed above, they do not hold any directorships in other listed companies in Hong Kong or overseas in the last three years;

- (iii) save as disclosed in this announcement, they do not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company;
- (iv) save as disclosed in sub-paragraph (v) below by Mr. Chan, there is no other matters of the Alternate Directors that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules; and
- (v) pursuant to Rule 13.51(2)(l) of the Listing Rules, Mr. Chan disclosed that during the period from 1 November 2007 to 20 August 2008, Mr. Chan was appointed as an independent non-executive director of “Plus Holdings Limited” (now renamed as Wai Chun Group Holdings Limited (Stock Code: 1013)), a company incorporated in Bermuda with limited liability and listed on the main board of the Stock Exchange (the “**Subject Company**”). At that time, the Subject Company was engaged in the business of information technology and its shares were suspended for trading due to an outstanding petition for winding up commenced on 15 November 2006 for an outstanding amount of US\$900,000 and the appointment of a provisional liquidator. Mr. Chan was appointed to sit on the audit committee formed in compliance with the requirements for resumption of trading. On 20 August 2008, the winding up petition was dismissed and the provisional liquidator was discharged.

The Alternate Directors shall be subject to the retirement and rotation provisions in the Bye-laws. There is no agreement as to the Directors’ fee or service agreement between the Alternate Directors and the Company.

FORMAL INVESTIGATION

In light of the fact that the Notices of Appointment involved the directorship of the Suspended Directors in the Company and that the Alternate Directors have been appointed as the alternate Directors to the Suspended Directors both with effect from 8 March 2012, the Company shall, in relation to the Formal Investigation, make a reporting and/or filing with the regulatory authorities in the PRC i.e. (including but not limited to) the Shenzhen Municipal Public Security Bureau[#] (深圳市公安局) as soon as possible.

The Company shall make further announcements in relation to the Formal Investigation on the development with respect to the appointment of the Alternate Directors by the Suspended Directors, as and when appropriate.

CONVENING OF BOARD MEETING TO NOTE THE APPOINTMENT OF ALTERNATE DIRECTORS

The Company shall convene and hold a Board meeting, or by way of circulation of Board resolutions in writing under the Bye-laws, to consider and note, among other things, the appointment of the Alternate Directors and the update of the Register of Directors of the Company pursuant to the Bye-laws.

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

Hong Kong, 21 March 2012

As at the date of this announcement, the Board comprises Messrs. Xu Lian Guo (suspended) (Mr. Chan Kin Sang, alternate Director to Mr. Xu Lian Guo), Xu Lian Kuan (suspended) (Mr. Szeto Chak Wah, alternate Director to Mr. Xu Lian Kuan), Kwok Ming Fai and Hon Chuk Kay as executive Directors; Mr. Leung Kwok Chun as non-executive Director; and Messrs. Sun Ka Ziang Henry, Chan Shiu Man and Wong Chi Chung as independent non-executive Directors respectively.

The English transliteration of the Chinese names in this announcement, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names.