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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)

CHANGE OF EXECUTIVE FUNCTIONS

The Board announces that at the Board Meeting, the Board resolved by majority vote, among other matters, to remove (i) Mr. Xu LG, the suspended executive Director, as the Chairman, and (ii) Mr. Xu LK, the suspended executive Director, as the Deputy Chairman cum chief executive officer of the Company, both with immediate effect.

References are made to (i) the announcement of Zhongda International Holdings Limited (the “**Company**” together with all its subsidiaries, the “**Group**”) dated 29 July 2011, in relation to the formation of the special investigation committee (the “**Special Investigation Committee**”) of the board (the “**Board**”) of directors (the “**Directors**”) of the Company to undertake investigation on matter pertaining to the suspected conflict of interest (the “**Conflict of Interest**”) between Mr. Xu Lian Guo (“**Mr. Xu LG**”) and Mr. Xu Lian Kuan (“**Mr. Xu LK**”) on the one hand, and the Company on the other hand; and (ii) the announcement of the Company dated 2 September 2011, in relation to, among other matters, the extension of investigation of the Special Investigation Committee to the transfer of RMB150,000,000 (the “**Transfer**”) purportedly for other purposes of the Group under the supervision of Mr. Xu LG and Mr. Xu LK but without the authorization of the Board.

Since the Special Investigation Committee’s investigation of the Conflict of Interest and the Transfer, despite the repeated enquiries made by the Special Investigation Committee to Mr. Xu LG and Mr. Xu LK, Mr. Xu LG and Mr. Xu LK have failed to provide any necessary information and explanation relating the Conflict of Interest and/or the Transfer. Such failure has resulted in delay of the investigation of the Special Investigation Committee. Nevertheless, the Special Investigation Committee will use its best efforts to continue its investigation, including but not limited to engage independent auditors to assist in investigation, and will report the findings from time to time to the shareholders of the Company.

** For identification purpose only*

Given the fact that Mr. Xu LG and Mr. Xu LK are the two major targets under investigation, the Board considers that it is in the interests of the Company and the shareholders to remove all their executive functions in the Company unless the relevant investigation has been concluded. At the meeting (the “**Board Meeting**”) of the Board held on 7 October 2011, the Board resolved by majority vote, among other matters, to remove (the “**Removals**”) (i) Mr. Xu LG, the suspended executive Director, as the chairman (the “**Chairman**”) of the Board; and (ii) Mr. Xu LK, the suspended executive Director, as the deputy chairman (the “**Deputy Chairman**”) of the Board cum chief executive officer of the Company, both with immediate effect. Notwithstanding the Removals, Mr. Xu LG and Mr. Xu LK remain as executive Directors.

Following the Removals, the Board will elect a chairman at each Board meeting in accordance with the bye-laws of the Company.

By order of the Board
Zhongda International Holdings Limited
Kwok Ming Fai **Sun Ka Ziang Henry**
Executive Director *Independent non-executive Director*

Hong Kong, 8 October 2011

As at the date of this announcement, the Board comprises Messrs. Xu Lian Guo (suspended), Xu Lian Kuan (suspended), Hon Chuk Kay and Kwok Ming Fai 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.