

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

DELAY IN PUBLICATION OF THE ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2011

References are made to the Holding Announcements.

As at the date of this announcement, the Company has not yet received the Outstanding Financial Information of the PRC Subsidiaries for the period starting from August 2011, which was and is believed to be remaining in the custody, power or control of the Suspended Directors. As a result, the Company is unable to prepare and compile the 2011 Annual Results in a comprehensive manner.

With the lack of the Outstanding Financial Information, the Board is unable to provide appropriate and necessary financial information to the Auditors to determine the scope and schedule for the audit of the 2011 Annual Results, and to assess the significance of the assets and liabilities of the Group as at 31 December 2011.

The Board announces that the Company is not ready to publish the 2011 Annual Results at a date no later than three months after the end of the financial year as required under Rule 13.49(1) of the Listing Rules and there will be a delay by the Company in the publication of the 2011 Annual Results.

Meanwhile, the Company shall continue in all endeavours to obtain the Outstanding Financial Information from the Suspended Directors and publish an announcement on the preliminary 2011 Annual Results under Rule 13.49(3) of the Listing Rules, as and when available.

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 Board and/or the Company have repeatedly demanded Mr. Xu Lian Guo and Mr. Xu Lian Kuan, the Suspended Directors, to provide the financial information of the PRC Subsidiaries. Terms used herein shall have the same meanings ascribed to the Holding Announcements unless otherwise defined.

* For identification purposes only

2011 ANNUAL RESULTS

As at the date of this announcement, despite repeated written and oral demand by the Company to the Suspended Directors, the Company has not yet received any of the financial information of the PRC Subsidiaries for the period starting from August 2011 (the “**Outstanding Financial Information**”), which was and is believed to be remaining in the custody, power or control of the Suspended Directors. As a result, the Company is unable to prepare and compile the unaudited consolidated financial statements of the Group for the year ended 31 December 2011 (the “**2011 Annual Results**”). Accordingly, the Company shall take further time to collect and collate the Outstanding Financial Information from the Suspended Directors for the production of the 2011 Annual Results in a comprehensive manner.

Further, with the lack of the Outstanding Financial Information, the Board could not provide adequate and necessary information to the auditors of the Company (the “**Auditors**”) so that the scope and schedule for the audit of the Group for the year ended 31 December 2011 can be agreed for the commencement of audit. As at the date of this announcement, the Board is not able to assess the significance of the assets and liabilities of the Group as at 31 December 2011.

DELAY IN PUBLICATION OF THE 2011 ANNUAL RESULTS

In light of the fact stated above, despite the effort spent by the Board and the management of the Company so far, the Board announces that the Company is not ready to publish the 2011 Annual Results at a date no later than three months after the end of the financial year as required under Rule 13.49(1) of the Listing Rules and there will be a delay in its publication.

In addition, the failure of the Suspended Directors to procure and/or to co-operate in the preparation of the 2011 Annual Results would further lead the Company in breach of the Bye-law no.151 and 152 of the Bye-laws that the Board shall cause true accounts to be kept and the accounting records of the Company shall always be open to inspection by the Directors respectively.

Meanwhile, the Company shall continue in all endeavours to collect the Outstanding Financial Information from the Suspended Directors and to publish an announcement under Rule 13.49(3) of the Listing Rules which containing, among others, the preliminary 2011 Annual Results, to allow Shareholders to determine the significance of the assets or liabilities of the Group, as and when available and to ensure the Company would comply with the Bye-law no. 151 and 152.

REMEDIAL COURSE OF ACTION

The Company would vigorously secure the Outstanding Financial Information from the Suspended Directors. Meanwhile, the Company shall take various remedial course of action against the Suspended Directors for the provision of the Outstanding Financial Information, one of which is that the Company has filed a counterclaim (the “**Counterclaim**”) against the Suspended Directors with The High Court of the Special Administrative Region in defence to the writ served by the Suspended Directors as plaintiffs against three individual defendants, who are officers of the Company, and the Company, which prayed for, inter alia, an order to compel the provision of the Outstanding Financial Information by the Suspended Directors.

Further announcements shall be made by the Company on the development and of any further action which shall have taken for the protection of the interest of the Company as and when appropriate.

SUSPENSION IN TRADING

The Company shall publish an announcement on the preliminary results of the 2011 Annual Results and to inform Shareholders and the public of any further information in appraising the financial position of the Group as soon as practicable.

The trading in the shares of the Company has been suspended since 5 September 2011 pending an announcement of the Company which is of price-sensitive nature. The suspension in trading shall remain until the Company shall publish further announcements, which include an announcement of the 2011 Annual Results under Rule 13.49 of the Listing Rules and other announcements that are of price-sensitive nature.

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

Hong Kong, 23 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.