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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 AND RESIGNATION OF DIRECTORS

The Board announces that:

1. Mr. Hon Chuk Kay has been appointed as an executive Director with effect from 3 October 2011;
2. Mr. Chan Shiu Man has been appointed as an independent non-executive Director and a member of the audit committee and remuneration committee of the Company with effect from 3 October 2011;
3. Mr. Wong Chi Chung has been appointed as an independent non-executive Director and a member of the audit committee and remuneration committee of the Company with effect from 3 October 2011; and
4. Mr. Gu Yao Tian and Mr. Li Xinzhong resigned as independent non-executive Directors both with effect from 30 September 2011.

### APPOINTMENT OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Zhongda International Holdings Limited (the “**Company**”) is pleased to announce that Mr. Hon Chuk Kay (“**Mr. Hon**”) has been appointed as an executive Director with effect from 3 October 2011.

#### Background Information of Mr. Hon Chuk Kay

Mr. Hon, aged 52, holds a Bachelor degree in Computer and Control System from Coventry Polytechnic of United Kingdom. He also holds a Postgraduate Diploma in English and Hong Kong Law from The Manchester Metropolitan University of United Kingdom as well as a Master degree of Law from Renmin University of China in the PRC. Mr. Hon has extensive technical and business development experience in the areas of telecommunication, transportation, e-commerce, computer control engineering.

\* For identification purposes only

Mr. Hon currently holds 41,300,000 warrants of the Company at a subscription price of HK\$0.59 each. Save as disclosed, Mr. Hon does not have any other interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (“SFO”).

Mr. Hon has not held any directorships in other listed companies in Hong Kong or overseas in the last three years. He does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Hon has been employed as a project director of the Company since April 2011 and there is no separate service contract entered into between the Company and Mr. Hon for his office of directorship. He is entitled to a salary of HK\$540,000 per annum which was determined with reference to his duties and responsibilities of the Company, and he will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the bye-laws of the Company.

Save as disclosed above, there is no other matters concerning Mr. Hon that need to be brought to the attention of the shareholders of the Company and there is no information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board is also pleased to announce that with effect from 3 October 2011, Mr. Chan Shiu Man (“**Mr. Chan**”) and Mr. Wong Chi Chung (“**Mr. Wong**”) have been appointed as independent non-executive Directors. Both Mr. Chan and Mr. Wong are also appointed as a member of the audit committee and remuneration committee of the Company.

##### *Background information of Mr. Chan Shiu Man*

Mr. Chan, aged 45, is a Certified Public Accountant in Hong Kong and The United States of America (“US”). He holds a Master degree in Finance from University of Hawaii of US. Mr. Chan has over 20 years of experience in financial control and corporate restructuring. He has worked for various US companies including a NASDAQ listed company to establish financial operation in Japan, Europe and the PRC. Mr. Chan is currently working as a consultant serving clients in US, Europe and the PRC on corporate finance, project financing and accounting issues.

Mr. Chan does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company, nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO. Mr. Chan has not held any directorships in other listed companies in Hong Kong or overseas in the last three years.

There is no service contract entered into between Mr. Chan and the Company. Mr. Chan will have no fixed term of service with the Company but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the bye-laws of the Company. Mr. Chan is entitled to a director’s fee of HK\$60,000 per annum which was determined with reference to his duties and responsibilities of the Company. No other emoluments will be entitled by Mr. Chan.

Save as disclosed above, there is no other matters concerning Mr. Chan that need to be brought to the attention of the shareholders of the Company and there is no information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

*Background information of Mr. Wong Chi Chung*

Mr. Wong, aged 42, is a member of CPA Australia. He obtained a Bachelor degree of Commerce from the University of New South Wales, Australia. Mr. Wong has over 12 years experience in finance and accounting, project financing and property development. He has worked for a multinational bank and a large international accounting firm, and was a senior manager of a listed company in Hong Kong where he took charge of project financing and also the officer-in-charge for the development of a prime residential complex project in Beijing, the PRC for over 5 years. Mr. Wong is currently managing his own business in media industry.

Mr. Wong does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company, nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO. Mr. Wong has not held any directorships in other listed companies in Hong Kong or overseas in the last three years.

There is no service contract entered into between Mr. Wong and the Company. Mr. Wong will have no fixed term of service with the Company but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the bye-laws of the Company. Mr. Wong is entitled to a director's fee of HK\$60,000 per annum which was determined with reference to his duties and responsibilities of the Company. No other emoluments will be entitled by Mr. Wong.

Save as disclosed above, there is no other matters concerning Mr. Wong that need to be brought to the attention of the shareholders of the Company and there is no information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board further announces that Mr. Gu Yao Tian (“**Mr. Gu**”) and Mr. Li Xinzhong (“**Mr. Li**”) have resigned as independent non-executive Directors both with effect from 30 September 2011. Accordingly, Mr. Gu also resigned as the chairman of the remuneration committee and member of the audit committee, and Mr. Li also resigned as the member of audit committee and remuneration committee of the Company.

Mr. Gu resigned due to health reason, and Mr. Li resigned due to his wishes to devote more time to his personal career development.

Mr. Gu and Mr. Li both confirmed that they have no disagreement with the Board and there is no other matter in relation to their resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Gu and Mr. Li for their valuable contribution to the Company during their tenure of service.

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

Hong Kong, 3 October 2011

*As at the date of this announcement, the Board comprises Messrs. Xu Lian Guo (suspended), Xu Lian Kuan (suspended), 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.*