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## **ZHONG HUA INTERNATIONAL HOLDINGS LIMITED**

**中華國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1064)**

### **FURTHER DELAY IN PUBLICATION OF INTERIM RESULTS AND POSTPONEMENT OF IMPLEMENTATION OF CAPITAL REORGANISATION AND REFRESHMENT OF GENERAL MANDATES**

#### **Further delay in publication of Interim Results and Interim Report**

The publication of the Interim Results and the Interim Report is expected to be further postponed to on or before 15th December, 2005.

The postponement in the publication of the Interim Results and the Interim Report constitutes breaches of Rules 13.48(1) and Rule 13.49(6) of the Listing Rules. The Stock Exchange reserves its right to take appropriate action against the Company regarding such breaches.

#### **Postponement of the Capital Reorganisation and the refreshment of the General Mandates**

In view of the suspension of trading in Shares as a result of delay in publication of the Interim Results and Interim Report, (i) the holding of SGM for the purpose of the Capital Reorganisation and refreshment of the General Mandates; (ii) the associated trading arrangements for the Share Consolidation; and (iii) the free exchange of share certificates will be postponed until further notice. Further announcement will be made by the Company in this regard.

#### **General**

At the request of the Company, trading in Shares was suspended with effect from 9:32 a.m. on Monday, 26th September, 2005 pending release of the Announcement. Trading in Shares will remain suspended until the Company publishes the Interim Results. Further announcement will be made by the Company as and when appropriate.

Reference is made to the announcement of the Company dated 6th October, 2005 (the "Announcement") in relation to, among others, the delay in publication of interim results (the "Interim Results") and interim report (the "Interim Report") of the Group for the six months ended 30th June, 2005 and the Capital Reorganisation. Reference is also made to the circular of the Company dated 24th October, 2005 (the "Circular") in relation to the Capital Reorganisation and the refreshment of the general mandate (the "General Mandates") to issue and repurchase Shares and the notice of special general meeting of the Company. Unless otherwise stated, capitalised terms used herein have the meanings ascribed thereto in the Announcement.

## **Further delay in publication of Interim Results and Interim Report**

Pursuant to Rule 13.48(1) and 13.49(6) of the Listing Rules, the Company is required to publish the Interim Results and the Interim Report not later than 30th September, 2005, failing which, pursuant to Rule 13.50 of the Listing Rules, the Shares will be suspended until the Company publishes the requisite financial information. As set out in the Announcement, due to dispute between the management of the Company and one of its major subsidiary (the "Subsidiary"), the senior management of the Group was unable to obtain certain financial information from the Subsidiary until late September 2005 and the Company therefore failed to publish the Interim Results and Interim Report by 30th September 2005. The Directors have been seeking full co-operation of the management of the Subsidiary with a view to publish the Interim Results and Interim Report not later than 28th October, 2005. However, the Directors are still in the progress of collating certain outstanding financial information from the Subsidiary as at the date of this announcement. In order to expedite the matters, the Group will appoint three new directors to the board of the Subsidiary and one new financial controller to the Subsidiary. Following the appointments, it is expected that the Group could be able to assess all necessary financial information for the purpose of the Interim Results and Interim Report. Based on the Company's review of the current status of the preparation of Interim Results and Interim Report, it is anticipated that the Interim Results and the Interim Report will be published on or before 15th December, 2005.

The Stock Exchange reserves its right to take appropriate action against the Company and its Directors in respect of such breaches.

## **Postponement of the Capital Reorganisation and the refreshment of the General Mandates**

As set out in the Announcement and the Circular, the SGM to consider (i) the Capital Reorganisation involving the increase in authorised share capital and the Share Consolidation whereby every 10 existing Shares of HK\$0.02 each will be consolidated into one consolidated share of HK\$0.20; and (ii) the refreshment of the General Mandates will be held at 10:00 a.m. on Tuesday, 8th November, 2005. The associated trading arrangements for the Share Consolidation and free exchange of share certificates are expected to commence on Wednesday, 9th November, 2005. In view of the suspension of trading in Shares as a result of delay in publication of the Interim Results and Interim Report as mentioned above, (i) the holding of SGM for the purpose of the Capital Reorganisation and refreshment of the General Mandates; (ii) the associated trading arrangements for the Share Consolidation; and (iii) the free exchange of share certificates will be postponed until further notice. Further announcement will be made by the Company in this regard. The refreshment of the General Mandates shall be subject to the requirements of Rule 13.36(4) of the Listing Rules and a circular containing information regarding such refreshment will be despatched to the Shareholders.

## **General**

At the request of the Company, trading in Shares was suspended with effect from 9:32 a.m. on Monday, 26th September, 2005 pending release of the Announcement. Trading in Shares will remain suspended until the Company publishes the Interim Results. Further announcement will be made by the Company as and when appropriate.

By Order of the Board  
**Zhong Hua International Holdings Limited**  
**Ho Kam Hung**  
*Executive Director*

Hong Kong, 2nd November, 2005

*As at the date of this announcement, the Board comprises: (i) Messrs. Ho Tsam Hung, Mr. Ho Kam Hung and Mr. Yang Jia Jian as executive Directors; (ii) Ms. Yeung Mo Sheung, Ann and Ms. Lam Kuo as non-executive Directors; and (iii) Messrs. Mr. Young Kwok Sui and Mr. Wong Ting Kon as independent non-executive Directors.*

*\* For identification purpose only*

*Please also refer to the published version of this announcement in  
China Daily and Hong Kong Economic Times.*