

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus dated December 8, 2006 (the "Prospectus") issued by Xingda International Holdings Limited (the "Company") for detailed information about the Hong Kong Public Offering and International Offering described below before deciding whether or not to invest in the Shares thereby being offered. Unless defined herein, terms in this announcement shall have the same meanings as those defined in the Prospectus.*

*This announcement shall not constitute an offer to sell or the solicitation of an offer to buy the Company's securities in the United States. The Company's securities may not be offered or sold in the United States absent registration under the US Securities Act of 1933 as amended or an exemption from registration. The Company does not intend to make any public offering of securities in the United States.*

*The Stock Exchange and HKSCC 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.*

*In connection with the Global Offering, the Global Coordinator (on behalf of the Underwriters) may over-allocate or effect any other transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the last day for the lodging of applications under the Hong Kong Public Offering. Any market purchases of Shares will be effected in compliance with all applicable laws and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). However there is no obligation on the Global Coordinator to conduct any such stabilizing activity, which if commenced, will be done at the absolute discretion of the Global Coordinator and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end after a limited period.*



**兴 达**

## **XINGDA INTERNATIONAL HOLDINGS LIMITED**

**興達國際控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

### **GLOBAL OFFERING**

<b>Number of Offer Shares</b>	<b>:</b>	<b>386,000,000 Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>:</b>	<b>38,600,000 Shares (subject to adjustment)</b>
<b>Number of International Offering Shares</b>	<b>:</b>	<b>347,400,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Offer Price</b>	<b>:</b>	<b>Not more than HK\$3.08 per Offer Share and expected to be not less than HK\$2.45 per Offer Share (payable in full on application and subject to refund, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC Transaction Levy of 0.004%)</b>
<b>Nominal value per Share</b>	<b>:</b>	<b>HK\$0.10</b>
<b>Stock code</b>	<b>:</b>	<b>1899</b>

Global Coordinator, Sponsor, Bookrunner and Lead Manager

**Goldman  
Sachs**

Co-Lead Managers



CHINA EVERBRIGHT CAPITAL LIMITED

Guotai Junan Securities (Hong Kong) Limited

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering as described in the Prospectus (including the additional Shares to be issued pursuant to the conversion of the Convertible Bonds by the holders thereof). Dealings in the Shares are expected to commence on Thursday, December 21, 2006 (the “Listing Date”). Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the prescribed **WHITE** or **YELLOW** Application Forms. **It should be noted that multiple applications or suspected multiple applications or any application for more than 19,300,000 Hong Kong Offer Shares, being 50% of the 38,600,000 Hong Kong Offer Shares initially being offered for subscription under the Hong Kong Public Offering, will be rejected.** Only one application on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC may be made for the benefit of any person.

Each applicant under the Hong Kong Public Offering will also be required to give an undertaking and confirmation in the Application Form submitted by him that he and any person(s) for whose benefit he is making the application have not received any Shares under the International Offering, and such applicant’s application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be). Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Shares on the Stock Exchange or such other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Global Offering comprises (i) the Hong Kong Public Offering of initially 38,600,000 Shares to the public in Hong Kong and (ii) the International Offering of initially 347,400,000 Shares placed by the International Purchasers or selling agents nominated by the International Purchasers (on behalf of the Company). The International Purchasers or selling agents nominated by the International Purchasers shall, on behalf of the Company, conditionally place the International Offering Shares with professional, institutional and other investors in Hong Kong and other jurisdictions outside the U.S. in reliance on Regulation S and in the U.S. to qualified institutional buyers as defined in Rule 144A of the U.S. Securities Act (as amended from time to time). The International Offering of the International Offering Shares shall be subject to the restrictions in respect of the Global Offering set out under the section “Information about this Prospectus and the Global Offering”. The Selling Shareholders have granted to the Global Coordinator (on behalf of the International Purchasers) an Over-allotment Option that is exercisable at any time within 30 days after the last day for lodging applications under the Hong Kong Public Offering. Pursuant to the Over-allotment Option, the Selling Shareholders may be required to offer up to an aggregate of 57,900,000 Sale Shares (representing 15% of the number of Shares initially being offered under the Global Offering) at the Offer Price to cover over-allocations in the International Offering, if any. The Global Coordinator may also cover

over-allocations in the International Offering by purchasing Shares in the secondary market or by a combination of purchases in the secondary market and the exercise, in part or in full, of the Over-allotment Option. The number of Shares that may be over-allocated will not exceed the maximum number of Shares that may be offered under the Over-allotment Option. Any such secondary market purchases will be made in compliance with all applicable laws, rules and regulations. If the Global Coordinator decides to exercise the Over-allotment Option, it will be exercised solely to cover over-allocations in the International Offering and a press announcement will be made by the Company. The International Offering Shares (including any over-allocations) will be allocated prior to the commencement of trading of the Shares on the Stock Exchange. The levels of indication of interest in the International Offering and the basis of allotment and the results of application under the Hong Kong Public Offering are expected to be published in the *South China Morning Post* (in English) and in the *Hong Kong Economic Times* (in Chinese) on or before December 20, 2006.

The Global Offering is conditional on the conditions as stated in the paragraph headed “Conditions” in the section headed “Structure of the Global Offering” in the Prospectus. The Offer Price is expected to be determined by agreement between the Company (on behalf of itself and the Selling Shareholders) and the Global Coordinator (on behalf of the Underwriters) by the Price Determination Time. The Price Determination Time is expected to be at or before 4:00 p.m. Hong Kong time on or around Thursday, December 14, 2006, or such later date or time as the Company (on behalf of itself and the Selling Shareholders) and the Global Coordinator (on behalf of the Underwriters) may agree, but in any event, not later than 5:00 p.m. Hong Kong time on Monday, December 18, 2006. The Offer Price will be not more than HK\$3.08 per Offer Share and is expected to be not less than HK\$2.45 per Offer Share. Investors applying for the Hong Kong Offer Shares must pay, on application, the maximum Offer Price of HK\$3.08 for each Hong Kong Offer Share together with a brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%. The Global Coordinator (on behalf of the Underwriters), with the consent of the Company, may reduce the indicative Offer Price range stated in the Prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, a notice of the reduction of the indicative Offer Price range will be published in the *South China Morning Post* (in English) and the *Hong Kong Economic Times* (in Chinese) as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. If applications for Hong Kong Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the Offer Price is so reduced, such applications cannot subsequently be withdrawn.

If, for any reason, the Offer Price is not agreed between the Company (on behalf of itself and the Selling Shareholders) and the Global Coordinator (on behalf of the Underwriters) at or before the Price Determination Time, the Global Offering will not proceed and will lapse.

If the Global Offering does not become unconditional on or before the dates and times specified in the Prospectus, all application monies together with the related brokerage, Stock Exchange trading fee and SFC transaction levy received from applicants under the Hong Kong Public Offering will be refunded, without interest, on the terms set out under the section headed “How to Apply for Hong Kong Offer Shares” in the Prospectus and on the terms set out under the paragraph headed “Refund of your money” on the Application Forms. Refund of monies will also be made in respect of wholly or partially successful applications in the event that the Offer Price, as finally determined, is less than the initial price per Hong Kong Offer Share (excluding the brokerage, SFC transaction levy and Stock Exchange trading fee thereon) actually paid and in respect of wholly or partially unsuccessful applications.

If you are applying for 1,000,000 or more Hong Kong Offer Shares on a **WHITE** or **YELLOW** Application Form and have indicated your intention on your Application Form to collect your refund cheque(s) (where applicable) and/or (for applicants using **WHITE** Application Forms) share certificate(s) (where applicable) from the Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, and have provided all information required by your Application Form, you may collect (where applicable) your refund cheque(s) and (where applicable) share certificate(s) from Computershare Hong Kong Investor Services Limited, Hong Kong from 9:00 a.m. to 1:00 p.m. on Wednesday, December 20 2006 or any other date notified by the Company in the newspapers as the date of dispatch of share certificates/refund cheques. If you are an individual who opts for personal collection, you must not authorize any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, you must attend by your authorized representative bearing a letter of authorization from your corporation stamped with your corporation's chop. Both individuals and authorized representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited. If you do not collect your refund cheque(s) and share certificate(s), they will be dispatched promptly to you by ordinary post to the address as specified in your Application Form at your own risk.

Share certificates for wholly or partially successful applications made on **YELLOW** Application Forms or by giving **electronic application instructions** to HKSCC will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your CCASS Investor Participant's stock account or your designated CCASS Participant's stock account (as instructed by you) at the close of business on Wednesday, December 20, 2006 (or in the event of a contingency, any other date as shall be determined by HKSCC or HKSCC Nominees Limited).

**If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant) on a YELLOW Application Form**, for Hong Kong Offer Shares credited to the stock account of your designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Hong Kong Offer Shares allocated to you with that CCASS Participant. **If you are applying as a CCASS Investor Participant on a YELLOW Application Form**, the Company is expected to make available the results of the Hong Kong Public Offering, including the results of CCASS Investor Participants' applications, in the manner described in the paragraph headed "Results of Allocations" in the section headed "How to Apply for the Hong Kong Offer Shares", on December 20, 2006. You should check the results made available by the Company and report any discrepancies to HKSCC before 5:00 p.m. on December 20, 2006 or such other date as shall be determined by HKSCC or HKSCC Nominees Limited. Immediately following the credit of the Hong Kong Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System or CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also mail to you an activity statement showing the number of Hong Kong Offer Shares credited to your stock account. **If you have given electronic application instructions to HKSCC**, the Company is expected to make available the application results of the Hong Kong Public Offering, including the results of CCASS Participants' applications (and in the case of CCASS Broker Participants and CCASS Custodian Participants, the Company shall include information relating to the beneficial owner), the applicant's Hong Kong identity card/passport/Hong Kong business registration number or other identification code (as appropriate) in the manner described in the paragraph headed "Results of Allocations" in the section headed "How to Apply for Hong Kong Offer Shares", on December 20, 2006. The applicant should check the results made available by the Company and report any discrepancies to HKSCC before 5:00 p.m. on December 20, 2006 or any other date HKSCC or HKSCC Nominees Limited chooses. **If you are instructing your CCASS Broker Participant or CCASS Custodian Participant to give electronic application instructions to HKSCC on your behalf**, you can also check the number of

Hong Kong Offer Shares allocated to you and the amount of refund (if any) payable to you with that CCASS Broker Participant or CCASS Custodian Participant. **If you are applying as a CCASS Investor Participant by giving electronic instruction to HKSCC**, you can also check the number of the Hong Kong Offer Shares allotted to you and the amount of refund (if any) payable to you via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) on December 20, 2006. Immediately following the credit of the Hong Kong Offer Shares to your stock account, HKSCC will also mail to you an activity statement showing the number of the Hong Kong Offer Shares credited to your stock account and the amount of refund credited to your designated bank account (if any). **No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.**

Share certificates will only become valid certificates of title at 8:00 a.m. on Thursday, December 21, 2006 provided that the Global Offering has become unconditional in all aspects and the right of termination described in the section entitled, "Underwriting — Hong Kong Public Offering — Grounds for termination" of the Prospectus, has not been exercised.

Applicants who would like to be allotted Hong Kong Offer Shares in their own names should:

Use a **WHITE** Application Form if you want the Hong Kong Offer Shares to be registered in your own name.

Use a **YELLOW** Application Form if you want the Hong Kong Offer Shares to be registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to your CCASS Investor Participant's stock account or your designated CCASS Participant's stock account.

Instead of using a **YELLOW** Application Form, you may electronically instruct HKSCC to cause HKSCC Nominees Limited to apply for the Hong Kong Offer Shares on your behalf via CCASS. Any Hong Kong Offer Shares allocated to you will be registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to your CCASS Investor Participant's stock account or your designated CCASS Participant's stock account.

You can collect a **YELLOW** Application Form and the Prospectus during normal business hours from 9:00 a.m. on Friday, December 8, 2006 until 12:00 noon on Wednesday, December 13, 2006 from the **depository counter of HKSCC** at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong; or your stockbroker, who may have such **YELLOW** Application Forms and this Prospectus available.

Copies of the Prospectuses, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, December 8, 2006 until 12:00 noon on Wednesday, December 13, 2006 from:

1. **any participant of the Stock Exchange; or**
2. **Goldman Sachs (Asia) L.L.C., Cheung Kong Center, 68th Floor, 2 Queen's Road Central, Hong Kong; or**
3. **BCOM Securities Company Limited, 3rd Floor, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong; or**
4. **China Everbright Securities (HK) Limited, 36th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong; or**

5. **Guotai Junan Securities (Hong Kong) Limited, 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong; or**

6. **any of the following branches of Bank of China (Hong Kong) Limited at the following addresses:**

<b>Hong Kong Island:</b>	<b>Bank of China Tower Branch</b>	<b>3/F, 1 Garden Road</b>
	<b>Central District (Wing On House) Branch</b>	<b>71 Des Voeux Road Central</b>
	<b>North Point (Kiu Fai Mansion) Branch</b>	<b>413-415 King's Road, North Point</b>
	<b>Taikoo Shing Branch</b>	<b>Shop G1006-7, Hoi Sing Mansion, Taikoo Shing</b>
<b>Kowloon:</b>	<b>Whampoa Garden Branch</b>	<b>Shop G8B, Site 1, Whampoa Garden, Hung Hom</b>
	<b>Mong Kok (President Commercial Centre) Branch</b>	<b>608 Nathan Road, Mong Kok</b>
	<b>Kwun Tong Branch</b>	<b>20-24 Yue Man Square, Kwun Tong</b>
<b>New Territories:</b>	<b>Tuen Mun Town Plaza Branch</b>	<b>Shop 2, Tuen Mun Town Plaza Phase II</b>
	<b>Lucky Plaza Branch</b>	<b>Lucky Plaza, Wang Pok Street, Shatin</b>
	<b>East Point City Branch</b>	<b>Shop 101 East Point City, Tseung Kwan O</b>

7. **or any of the following branches of Standard Chartered Bank (Hong Kong) Limited at the following addresses:**

<b>Hong Kong Island:</b>	<b>Central Branch</b>	<b>Shop No. 16, G/F &amp; LG/F, New World Tower, 16-18 Queen's Road Central, Central</b>
	<b>88 Des Voeux Road Branch</b>	<b>88 Des Voeux Road Central, Central</b>
	<b>Leighton Centre Branch</b>	<b>Shop 12-16, UG/F, Leighton Centre, 77 Leighton Road, Causeway Bay</b>
	<b>Quarry Bay Branch</b>	<b>G/F, Westlands Gardens, 1027 King's Road, Quarry Bay</b>
<b>Kowloon:</b>	<b>Mongkok Branch</b>	<b>Shop B, G/F, 1/F &amp; 2/F, 617-623 Nathan Road, Mongkok</b>
	<b>Tsimshatsui Branch</b>	<b>G/F, 10 Granville Road, Tsimshatsui</b>
	<b>Cheung Sha Wan Branch</b>	<b>828 Cheung Sha Wan Road, Cheung Sha Wan</b>

<b>New Territories:</b>	<b>Tsuen Wan Branch</b>	<b>Shop C, G/F &amp; 1/F, Jade Plaza, No. 298 Sha Tsui Road, Tsuen Wan</b>
	<b>Metroplaza Branch</b>	<b>Shop Nos. 186-188, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Chung</b>
	<b>Yuen Long Branch</b>	<b>140 Yuen Long Main Road, Yuen Long</b>

**Both WHITE and YELLOW** Application Forms completed in all respects (to which cheques or banker's cashier orders should be securely stapled) should be deposited in the special collection boxes provided at the branches of Bank of China (Hong Kong) Limited and Standard Chartered Bank (Hong Kong) Limited referred to above at the following times on the following dates:

**Friday, December 8, 2006 — 9:00 a.m. to 4:30 p.m.**  
**Saturday, December 9, 2006 — 9:00 a.m. to 12:30 p.m.**  
**Monday, December 11, 2006 — 9:00 a.m. to 4:30 p.m.**  
**Tuesday, December 12, 2006 — 9:00 a.m. to 4:30 p.m.**  
**Wednesday, December 13, 2006 — 9:00 a.m. to 12:00 noon**

#### **Application by giving electronic application instructions to HKSCC**

Investors can apply for Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC as follows:

1. CCASS Investor Participants can give **electronic application instructions** to HKSCC through the CCASS Phone System by calling 2979 7888 or CCASS Internet System at <https://ip.ccass.com> (according to the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC can also input **electronic application instructions** for them if they go to HKSCC's Customer Service Centre at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong and complete an input request form. Prospectuses are available for collection from the above address.
2. Those who are not CCASS Investor Participants can instruct their brokers or custodians who are CCASS Broker Participants or CCASS Custodian Participants to give **electronic application instructions** via CCASS terminals to apply for Hong Kong Offer Shares on their behalf.

CCASS Participants can input **electronic application instructions** at the following times on the following dates:

**Friday, December 8, 2006 — 9:00 a.m. to 8:30 p.m. <sup>(1)</sup>**  
**Saturday, December 9, 2006 — 8:00 a.m. to 1:00 p.m. <sup>(1)</sup>**  
**Monday, December 11, 2006 — 8:00 a.m. to 8:30 p.m. <sup>(1)</sup>**  
**Tuesday, December 12, 2006 — 8:00 a.m. to 8:30 p.m. <sup>(1)</sup>**  
**Wednesday, December 13, 2006 — 8:00 a.m. to 12:00 noon <sup>(1)</sup>**

*(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Participants.*

CCASS Investor Participants can input electronic application instructions from 9:00 a.m. on Friday, December 8 2006 until 12:00 noon on Wednesday, December 13, 2006 (24 hours daily, except the last application day).

Subject to the terms and conditions set out in the Prospectus and the Application Forms relating thereto, applications must be received no later than 12:00 noon on Wednesday, December 13, 2006 (or if the application lists are not open on that day, then by the time and date stated in the paragraph headed “Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus). Please see the section headed “How to apply for Hong Kong Offer Shares” in the Prospectus for further details.

**The total number of Shares available for subscription under the Hong Kong Public Offering (after taking into account any reallocation referred to below) is to be divided equally into two pools for allocation purposes: pool A and pool B. The Hong Kong Offer Shares in pool A will be allocated on an equitable basis to applicants who have applied for the Hong Kong Offer Shares with an aggregate subscription price of HK\$5 million (excluding the brokerage fee, the SFC transaction levy and the Stock Exchange trading fee payable) or less. The Hong Kong Offer Shares in pool B will be allocated on an equitable basis to applicants who have applied for the Hong Kong Offer Shares with an aggregate subscription price of more than HK\$5 million (excluding the brokerage fee, the SFC transaction levy and the Stock Exchange trading fee payable) and up to the value of pool B. Investors should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If the Hong Kong Offer Shares in one (but not both) of the pools are undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in the pool and be allocated accordingly. Applicants can only receive an allocation of the Hong Kong Offer Shares from either pool A or pool B but not from both pools.**

When there is over-subscription, allocation of the Hong Kong Offer Shares to investors under the Hong Kong Public Offering, both in relation to pool A and pool B, will be based solely on the level of valid applications received under the Hong Kong Public Offering. The basis of allocation in each pool may vary, depending on the number of Hong Kong Offer Shares validly applied for by each applicant, but, subject to that, will be made strictly on a pro-rata basis. The allocation of Hong Kong Offer Shares could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares and those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares.

It is expected that the indication of the levels of interest in the International Offering, the Offer Price, the results of the applications and basis of allotment of the Hong Kong Offer Shares (with identification document numbers of successful applicants) under the Hong Kong Public Offering will be published on or before Wednesday, December 20, 2006 in the *South China Morning Post* (in English) and the *Hong Kong Economic Times* (in Chinese).



As at the date of this announcement, the executive Directors are Mr. LIU Jinlan, Mr. LIU Xiang, Mr. TAO Jinxiang, Mr. WU Xinghua, Mr. CAO Junyong, Mr. ZHANG Yuxiao, the non-executive Directors are Mr. LU Guangming George, Ms. WU Xiaohui, Mr. ZHOU Mingchen and the independent non-executive Directors are Mr. KOO Fook Sun, Louis, Mr. William John SHARP and Ms. XU Chunhua.

By order of the Board  
**XINGDA INTERNATIONAL HOLDINGS LIMITED**  
**Liu Jinlan**  
*Chairman*

Hong Kong, Friday, December 8, 2006