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Unless otherwise defined in this announcement, terms defined in the prospectus of Xingda International Holdings Limited (the “Company”) dated December 8, 2006 (the “Prospectus”) have the same meanings when used in this announcement.



XINGDA INTERNATIONAL HOLDINGS LIMITED

興達國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1899)

EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option referred to in the Prospectus was exercised in full by Goldman Sachs (Asia) L.L.C. on behalf of the International Purchasers on January 5, 2007 in respect of 57,900,000 Sale Shares, representing 15% of the Offer Shares initially offered under the Global Offering. The Over-allotment Shares will be sold by Great Trade Limited, In-Plus Limited, Perfect Sino Limited, Power Aim Limited, Wise Creative Limited and Surfmax-Estar Fund A, LLC at HK\$3.08 per Share (excluding brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%), being the same price per Share under the Global Offering.

The Company announces that the Over-allotment Option referred to in the Prospectus was exercised in full by Goldman Sachs (Asia) L.L.C. on behalf of the International Purchasers on January 5, 2007 in respect of 57,900,000 Sale Shares (the “**Over-allotment Shares**”), representing 15% of the Offer Shares initially offered under the Global Offering, to cover over-allocations in the International Offering. The Over-allotment Shares will be sold by Great Trade Limited, In-Plus Limited, Perfect Sino Limited, Power Aim Limited, Wise Creative Limited and Surfmax-Estar Fund A, LLC (the “**Selling Shareholders**”), at HK\$3.08 per Share (excluding brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%), being the same price per Share under the Global Offering. Listing of, and permission to deal in, the Over-allotment Shares have already been granted by the Listing Committee of the Stock Exchange.

The net proceeds to the Selling Shareholders from the sale of the Over-allotment Shares upon the exercise of the Over-allotment Option in full will be HK\$53,003,172.01, HK\$30,034,741.48, HK\$24,735,008.27, HK\$8,832,888.68, HK\$8,832,888.68 and HK\$43,627,170.17, respectively, after deducting the expenses (comprising principally of the underwriting commission, incentive fee, stamp duty fees, SFC transaction levy and Stock Exchange trading fee). The Company will not receive any proceeds from the sale of the Over-allotment Shares by the Selling Shareholders under the Over-allotment Option.

The shareholding structure of the Company immediately before and after the sale of the Over-allotment Shares is as follows:

| Shareholders | Immediately before the sale of the Over-allotment Shares | | Immediately after the sale of the Over-allotment Shares | |
|--------------------------------|--|---|---|---|
| | Number of Shares | Approximate percentage of issued share capital | Number of Shares | Approximate percentage of issued share capital |
| Great Trade Limited | 270,000,000 | 21.0 | 251,848,000 | 19.6 |
| In-Plus Limited | 153,000,000 | 11.9 | 142,714,000 | 11.1 |
| Perfect Sino Limited | 126,000,000 | 9.8 | 117,529,000 | 9.1 |
| Power Aim Limited | 45,000,000 | 3.5 | 41,975,000 | 3.3 |
| Wise Creative Limited | 45,000,000 | 3.5 | 41,975,000 | 3.3 |
| Surfmax-Estar Fund A, LLC | 222,210,000 [#] | 17.3 | 207,269,000 [#] | 16.1 |
| Win Wide International Limited | 8,280,000 | 0.6 | 8,280,000 | 0.6 |
| Public Shareholders | <u>416,510,000</u> | <u>32.4</u> | <u>474,410,000</u> | <u>36.9</u> |
| Total | <u>1,286,000,000</u> | <u>100.0</u> | <u>1,286,000,000</u> | <u>100.0</u> |

[#] Goldman Sachs International has borrowed 57,900,000 Shares from Surfmax-Estar Fund A, LLC pursuant to the securities lending agreement dated December 14, 2006 between Goldman Sachs International and Surfmax-Estar Fund A, LLC, whereby Surfmax-Estar Fund A, LLC agreed to lend up to 57,900,000 Shares to Goldman Sachs International in accordance with the terms set forth therein, to cover over-allocations in the International Offering.

By Order of the Board
XINGDA INTERNATIONAL HOLDINGS LIMITED
Liu Jinlan
Chairman

Hong Kong, January 5, 2007

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 and Mr. ZHANG Yuxiao, the non-executive Directors are Mr. LU Guangming George, Ms. WU Xiaohui and Mr. ZHOU Mingchen and the independent non-executive Directors are Mr. KOO Fook Sun, Louis, Mr. William John SHARP and Ms. XU Chunhua.