



XINGDA

興 達

**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)****PROXY FORM**

**Form of proxy for the Annual General Meeting to be held at 10:00 a.m. on Monday, 28 May 2007 at Tianshan and Lushan Rooms, 5th Floor, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong**

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> shares of HK\$0.10 each in the issued share capital of Xingda International Holdings Limited (the "Company"),  
hereby appoint<sup>3</sup> \_\_\_\_\_

of \_\_\_\_\_  
or failing him, the Chairman of the Meeting, as my/our proxy to attend on my/our behalf at the meeting (and at any adjournment thereof) to vote  
for me/us in my/our name(s) in respect of the resolutions set out in the notice of the meeting (with or without amendments) as hereunder indicated.

	<b>Ordinary Resolutions</b>	<b>For<sup>4</sup></b>	<b>Against<sup>4</sup></b>
1.	To consider and adopt the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 December 2006.		
2.	To consider and declare a final dividend of 4.00 HK cents per share for the year ended 31 December 2006.		
3A.	(i) To re-elect Mr. Liu Jinlan as a Director.		
	(ii) To re-elect Mr. Lu Guangming George as a Director.		
	(iii) To re-elect Mr. Wu Xinghua as a Director.		
	(iv) To re-elect Ms. Xu Chunhua as a Director.		
3B.	To authorise the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
5A.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20 per cent. of the issued share capital of the Company.		
5B.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company.		
5C.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by an amount not exceeding the nominal amount of shares repurchased by the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2007. Signature(s)<sup>7</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each in the issued share capital of the Company registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
- In the case of joint holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of the form of proxy will not preclude you from attending the meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.
- Any alteration to this form of proxy must be initialed by the person who signs it.