

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xingda International Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Room 3203, 32/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Wednesday, 28 May 2008 at 10:00 a.m. is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy accompanying the notice of the annual general meeting in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude any member of the Company from attending the meeting or any adjournment thereof and voting in person if such member so wishes and in such event, the form of proxy will be deemed to be revoked.

28 April 2008

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 3203, 32/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Wednesday, 28 May 2008 at 10:00 a.m.;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	Xingda International Holdings Limited 興達國際控股有限公司, a company incorporated under the laws of the Cayman Islands with limited liability on 19 April 2005, whose shares are listed on the Main Board of the Stock Exchange;
“Controlling Shareholder”	has the meaning ascribed to it in the Listing Rules and in this circular refers to Great Trade Limited, In-Plus Limited, Perfect Sino Limited, Power Aim Limited, Wise Creative Limited, and Messrs. Liu Jinlan, Liu Xiang, Tao Jinxiang, Zhang Yuxiao and Hang Youming (in their respective capacities as the legal owners of the aforesaid companies), together as a group;
“Designated Stock Exchange”	a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$ and cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	as defined in paragraph 6(a) of the Letter from the Board in this circular;
“Jiangsu Xingda”	江蘇興達鋼簾線股份有限公司 (Jiangsu Xingda Steel Tyre Cord Co. Ltd.*), established as a joint stock limited company in the PRC on 27 March 1998 and converted into a sino-foreign joint stock limited company on 10 December 2004, an indirect subsidiary of the Company;

DEFINITIONS

“Latest Practicable Date”	22 April 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time);
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange;
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Repurchase Mandate”	as defined in paragraph 6(b) of the Letter from the Board in this circular;
“RMB”	the lawful currency for the time being of the PRC;
“Securities and Futures Ordinance”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended from time to time);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“US\$”	the lawful currency for the time being of the United States of America;
“Xingda International (Shanghai)”	興達國際(上海)特種簾線有限公司 (Xingda International (Shanghai) Special Cord Co., Ltd.*), a wholly foreign owned enterprise established in the PRC on 15 September 2006 and an indirect wholly-owned subsidiary of the Company; and
“Xingda Special Cord”	江蘇興達特種金屬複合線有限公司 (Jiangsu Xingda Special Cord Co., Ltd.*), a PRC joint venture company established by Faith Maple International Ltd. and Jiangsu Xingda in the PRC on 13 June 2007 and an indirect non-wholly owned subsidiary of the Company.

** denotes an English translation of a Chinese name*

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Liu Jinlan (*Chairman*)
Mr. Liu Xiang
Mr. Tao Jinxiang
Mr. Wu Xinghua
Mr. Cao Junyong
Mr. Zhang Yuxiao

Non-executive Directors:

Mr. Lu Guangming George
Ms. Wu Xiaohui
Mr. Zhou Mingchen

Independent Non-executive Directors:

Mr. Koo Fook Sun, Louis
Mr. William John Sharp
Ms. Xu Chunhua

Registered Office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Level 28
Three Pacific Place
1 Queen's Road East
Hong Kong

28 April 2008

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the adoption of the audited

LETTER FROM THE BOARD

consolidated financial statements of the Company and the reports of the Directors and the Auditor; (ii) the declaration of a final dividend; (iii) the re-election of retiring Directors; (iv) the re-appointment of the Auditor; (v) the granting of the Issue Mandate to the Directors; (vi) the granting of the Repurchase Mandate to the Directors; and (vii) the extension of the Issue Mandate by adding to it the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate.

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITOR

The annual report 2007 incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the Auditor for the year ended 31 December 2007 will be sent together with this circular to the Shareholders on the same date. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Company.

3. DECLARATION OF FINAL DIVIDEND

The Board has recommended a final dividend of 6.00 HK cents per share for the year 2007 in cash and such final dividend will be paid on Monday, 23 June 2008.

The register of members will be closed from Saturday, 24 May 2008 to Wednesday, 28 May 2008 (both dates inclusive). In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 23 May 2008.

4. RE-ELECTION OF RETIRING DIRECTORS

According to Article 87 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Mr. Liu Xiang, Mr. Cao Junyong, Mr. Zhou Mingchen and Mr. Koo Fook Sun, Louis will retire from office by rotation in accordance with Article 87 of the Articles of Association and being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix III to this circular.

LETTER FROM THE BOARD

5. RE-APPOINTMENT OF AUDITOR

The Board (which agreed with the view of the audit committee of the Company) recommended that, subject to the approval of the Shareholders at the Annual General Meeting, Deloitte Touche Tohmatsu be re-appointed as the auditor of the Company for the year of 2008.

6. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of general mandates to the Directors:

- (a) to allot, issue and deal with the shares of the Company or securities convertible into the shares of the Company of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution (the "Issue Mandate"), namely, up to a maximum of 277,235,338 Shares on the basis that the issued share capital of the Company comprised 1,386,176,693 Shares as at the date of the Annual General Meeting;
- (b) to purchase the shares of the Company on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution (the "Repurchase Mandate"), namely, up to a maximum of 138,617,669 Shares on the basis that the issued share capital of the Company comprised 1,386,176,693 Shares as at the date of the Annual General Meeting; and
- (c) to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions numbered 5A and 5B set out in the notice of the Annual General Meeting. With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate by the addition thereto of the aggregate nominal amount of the Shares repurchased pursuant to the Repurchase Mandate and the re-election of retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the 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. Completion and return of the form of proxy will not preclude any member of the Company from attending the meeting or any adjournment thereof and voting in person if such member so wishes and in such event, the form of proxy will be deemed to be revoked. The procedures for demanding a poll by the Shareholders at a general meeting of the Company are set out in Appendix II to this circular.

8. RECOMMENDATION

The Directors consider that the above proposals are in the best interests of the Company and its shareholders and accordingly recommend all Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
On behalf of the Board
Liu Jinlan
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required under the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,386,176,693 Shares

Subject to the passing of the proposed resolution in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 138,617,669 Shares (representing 10% of the Shares in issue as at the date of granting of the Repurchase Mandate).

2. Reason for repurchase of shares

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and its shareholders.

The Directors have no present intention to repurchase any Shares.

3. Funding of repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purchase in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands. Repurchases pursuant to the Repurchase Mandate will be made out of the profits of the Company or the proceeds of a fresh issue of shares made for such purpose or, subject to the articles of association of the Company and the laws of the Cayman Islands, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided from out of the profits of the Company or out of sums standing to the credit of the share premium account of the Company or, subject to the articles of association of the Company and the laws of the Cayman Islands, out of capital.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2007 in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

4. Share prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months (and April 2008 through to the Latest Practicable Date) were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2007		
April	4.94	4.00
May	4.55	3.93
June	4.02	3.38
July	4.25	3.13
August	3.67	2.13
September	2.91	2.36
October	2.82	2.10
November	2.43	1.61
December	2.19	1.71
2008		
January	2.42	1.59
February	1.80	1.58
March	1.66	1.05
April (through to the Latest Practicable Date)	1.61	1.18

5. Undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such resolution is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

6. Takeovers Code

If on the exercise of the powers to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Controlling Shareholder held 599,273,000 Shares representing approximately 43.23% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, assuming that the present shareholdings and capital structure of the Company remains the same, the interests of the Controlling Shareholders in the issued Shares would be increased to approximately 48.04% of the total issued share capital of the Company and would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer or which will result in the amount of Shares held by the public being reduced to less than 25% of the total issued shares of the Company.

7. Share repurchase made by the Company

No repurchase of Shares has been made by the Company during the six months immediately prior to the Latest Practicable Date (i.e. from 22 October 2007 to 22 April 2008) (whether on the Stock Exchange or otherwise).

APPENDIX II**PROCEDURE BY WHICH THE SHAREHOLDERS MAY
DEMAND A POLL AT A GENERAL MEETING PURSUANT
TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The following paragraphs set out the procedure by which the Shareholders may demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Articles of Association.

According to Article 66 of the Articles of Association, at every general meeting a resolution put to the vote of a meeting shall be decided on a show of hands, unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three members of the Company present in person or in the case of a member of the Company being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members of the Company present in person or in the case of a member of the Company being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members of the Company having the right to vote at the meeting; or
- (d) by a member or members of the Company present in person or in the case of a member of the Company being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

A demand by a person as proxy for a member of the Company or in the case of a member of the Company being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member of the Company.

This appendix sets out the details of each of the Directors proposed to be re-elected at the Annual General Meeting of the Company pursuant to Rule 13.74 of the Listing Rules:

Mr. LIU Xiang, aged 31, has been an executive Director since August 2005. He is also a director of Xingda International (Shanghai) since 18 September 2006 and a director of Xingda Special Cord since 13 June 2007. He has been the general manager and a director of Jiangsu Xingda since January 2003 and is responsible for the overall operation of Jiangsu Xingda with a particular focus on production. He joined Xingda Steel Tyre Cord Group, the predecessor of Jiangsu Xingda, in late 1995 and served in the supply and marketing department. Mr. Liu obtained a bachelor degree in computer science and technology from 西安通信學院 (Xi'an Tongxin Xueyuan*) of 中國人民解方軍 (the People's Liberation Army*) in 2004. He is studying for a master's degree in business administration in Fudan University. Mr. Liu has approximately 12 years of experience in the radial tire cord manufacturing industry. Mr. Liu did not hold any directorship in other listed companies in the past three years.

Mr. Liu is the legal owner and the sole director of in-Plus Limited, a substantial shareholder (as defined in the Listing Rules) of the Company. He is the son of Mr. Liu Jinlan, the chairman of the Board, an executive Director and a substantial shareholder (as defined in the Listing Rules) of the Company, and he is the brother-in-law of Mr. Hang Youming. In-Plus Limited and Mr. Hang Youming, together with various other parties, is the Controlling Shareholder.

Mr. Liu has entered into a service agreement with the Company for an initial term of three years and the agreement is deemed to have commenced from 23 August 2005 and will continue subject to termination by giving not less than three months' prior written notice by the Company to Mr. Liu. In accordance with the service agreement, Mr. Liu is currently entitled to a director's salary of HK\$862,620 per annum, and such salary may be adjusted subject to the recommendation of the remuneration and management development committee of the Company and at the discretion of the Board. The annual director's salary of Mr. Liu was determined on the basis of his role in the Group, the extent of his responsibilities and his experience. In addition, Mr. Liu will be entitled to a discretionary bonus as decided by the Board and the remuneration and management development committee of the Company. He will also be entitled to reimbursement of traveling expenses and all reasonable out-of-pocket expenses properly incurred in the performance of his duties under employment. The total emoluments of Mr. Liu for the year ended 31 December 2007 was RMB6,002,138.

As at the Latest Practicable Date, Mr. Liu was interested in 804,406,164 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, and there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders.

Mr. CAO Junyong, aged 45, has been an executive Director since August 2005. He is also a director of Xingda International (Shanghai) since 18 September 2006 and a director of Xingda Special Cord since 13 June 2007. He joined Jiangsu Xingda in July 2005 and is currently a vice president. He

is responsible for procurement. Mr. Cao joined China Construction Bank (“CCB”) in July 1987 and had served in various positions in different branches. Mr. Cao was the branch manager of a branch of CCB in Nanjing between December 2004 and July 2005 and the deputy general manager of the Business Division of the Jiangsu branch of CCB between January 2001 and December 2004. He was also the deputy branch manager and then branch manager of the Taizhou branch of CCB from December 1997 to September 1998, and then from September 1998 to January 2001, respectively. Mr. Cao graduated from 中國人民大學 (Renmin University of China*) with a bachelor’s degree in economics in 1987. He obtained a doctor’s degree in agricultural economics management from 南京農業大學 (Nanjing Agricultural University*) in December 2006. Mr. Cao is a registered accountant (non-practicing member of The Chinese Institute of Certified Public Accountants). Mr. Cao has more than 18 years of experience in the banking industry. Mr. Cao did not hold any directorship in other listed companies in the past three years.

Mr. Cao has entered into a service agreement with the Company for an initial term of three years and the agreement is deemed to have commenced from 23 August 2005 and will continue subject to termination by giving not less than three months’ prior written notice by the Company to Mr. Cao. In accordance with the service agreement, Mr. Cao is currently entitled to a director’s salary of RMB 1,000,000 per annum, and such salary may be adjusted subject to the recommendation of the remuneration and management development committee of the Company and at the discretion of the Board. The annual director’s salary of Mr. Cao was determined on the basis of his role in the Group, the extent of his responsibilities and his experience. In addition, Mr. Cao will be entitled to a discretionary bonus as decided by the Board and the remuneration and management development committee of the Company. He will also be entitled to reimbursement of traveling expenses and all reasonable out-of-pocket expenses properly incurred in the performance of his duties under employment. The total emoluments of Mr. Cao for the year ended 31 December 2007 was RMB1,502,138.

As at the Latest Practicable Date, Mr. Cao was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, and there are no other matters concerning Mr. Cao that need to be brought to the attention of the Shareholders.

Mr. ZHOU Mingchen, aged 67, has been a non-executive Director since August 2005. Mr. Zhou was the chairman of China National Cereals, Oils and Foodstuffs Import and Export Corporation and COFCO (Hong Kong) Limited, and a director of COFCO International Limited (a company listed on the Main Board) and Top Glory International Holdings Limited (a company previously listed on the Main Board). Mr. Zhou graduated from the University of International Business and Economics in Beijing and has more than 30 years of experience in international trade and management. He was also a vice-president of China National Metals & Minerals Import & Export Corporation and president of China National Instruments Import & Export Corporation. Mr. Zhou did not hold any directorship in other listed companies in the past three years.

Mr. Zhou has entered into a service agreement with the Company, under which his employment shall be deemed to have commenced from 23 August 2005 and shall be for a period of three years upon the expiration of which the service agreement shall lapse and expire, and subject to termination at any time by either party giving not less than three months' prior notice in writing to the other party. In accordance with the service agreement, Mr. Zhou is entitled to a director's fee of US\$50,000 per annum, and such fee may be adjusted subject to the recommendation of the remuneration and management development committee of the Company and at the discretion of the Board. The annual director's fee of Mr. Zhou was determined on the basis of his role in the Group, the extent of his responsibilities and his experience. Mr. Zhou is also entitled to such additional fees or other remuneration in respect of any special services to be rendered by Mr. Zhou as the Company and Mr. Zhou may from time to time agree. In addition, Mr. Zhou will be entitled to a discretionary bonus as decided by the Board and the remuneration and management development committee of the Company. He will also be entitled to reimbursement of traveling expenses and all reasonable out-of-pocket expenses properly incurred in the performance of his duties under employment. The total emoluments of Mr. Zhou for the year ended 31 December 2007 was US\$50,000.

As at the Latest Practicable Date, Mr. Zhou was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, and there are no other matters concerning Mr. Zhou that need to be brought to the attention of the Shareholders.

Mr. KOO Fook Sun, Louis, aged 51, has been an independent non-executive Director since August 2005. He is a founder and the managing director of Hercules Capital Limited, a corporate finance advisory firm. He has many years of experience in investment banking and professional accounting. Prior to founding Hercules Capital Limited, he was the managing director and head of the corporate finance department of a major international bank, and a director and chief executive officer of SilverNet Group Limited (now known as Enerchina Holdings Limited), a company listed on the Main Board. Mr. Koo currently also serves as an independent non-executive director of Weichai Power Co. Ltd., Li Ning Company Limited, China Communications Construction Company Limited, Good Friend International Holdings Inc. and Midland Holdings Limited, which are companies listed on the Main Board, and Midland IC&I Limited and Richfield Group Holdings Limited, which are listed on the Growth Enterprise Market of the Stock Exchange. He graduated with a bachelor's degree in business administration from the University of California at Berkeley and is a certified public accountant. Save as disclosed above, Mr. Koo did not hold any directorship in other listed companies in the past three years.

Mr. Koo has signed a letter of appointment with the Company under which he agreed to act as an independent non-executive Director of the Company for a period of three years which is deemed to have commenced on 23 August 2005 and may be terminated by either party at any time by giving to the other not less than three months' prior written notice. In accordance with the letter of appointment, Mr. Koo is currently entitled to a director's fee of US\$50,000 per annum. The annual director's fee of Mr. Koo was determined on the basis of his role in the Group, the extent of his

APPENDIX III**DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

responsibilities and his experience. Mr. Koo will also be entitled to reimbursement of reasonable out-of-pocket expenses properly incurred in connection with the performance of his duties under the letter of appointment or in connection with his office. The total emoluments of Mr. Koo for the year ended 31 December 2007 was US\$50,000.

As at the Latest Practicable Date, Mr. Koo was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, and there are no other matters concerning Mr. Koo that need to be brought to the attention of the Shareholders.

** denotes an English translation of a Chinese name*

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Xingda International Holdings Limited (the “Company”) will be held at Room 3203, 32/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Wednesday, 28 May 2008 at 10:00 a.m. for the purpose of transacting the following business:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the Auditor for the year ended 31 December 2007;
2. To consider and declare a final dividend for the year ended 31 December 2007;
3. To re-elect Directors and to authorise the Board of Directors to fix the Directors’ remuneration;
4. To re-appoint Auditor of the Company and to authorise the Board of Directors to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:
 - A. **“THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”)

NOTICE OF ANNUAL GENERAL MEETING

or securities convertible into Shares or to make or grant offers, agreements, options and other rights or issue warrants or other securities which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other rights, and issue warrants and other securities, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or issued or to be allotted or issued (or agreed conditionally or unconditionally to be allotted or issued) or dealt with by the Directors pursuant to the approvals in paragraphs (a) and (b) of this resolution, otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as defined below);
 - (ii) any scrip dividend or similar arrangement providing for an issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company;
 - (iii) an exercise of rights of subscription or conversion under the terms of any warrants or any securities which are convertible into Shares which are made, granted or issued by the Company before the Relevant Period;
 - (iv) the exercise of any options which may be granted under any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of Shares or rights to subscribe or otherwise acquire Shares to officers and/or employees of the Company and/or of any of its subsidiaries and/or to any other persons/entities;

shall not exceed the sum of:

- (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution; and
- (ii) the aggregate nominal amount of the share capital of the Company repurchased under the authority granted to the Directors as referred to in paragraph 5B below,

and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the laws of the Cayman Islands or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“Rights Issue” means the allotment or issue of Shares or other securities of the Company which would or might require Shares or securities of the Company to be allotted and issued pursuant to an offer made to all holders of Shares on the Company’s register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

B. “THAT:

- (a) the Directors be and are hereby granted a general and unconditional mandate to exercise all powers of the Company to repurchase on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose such number of Shares with an aggregate nominal amount not exceeding 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution during the Approved Period (as defined below) in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time); and

NOTICE OF ANNUAL GENERAL MEETING

(b) for the purposes of this resolution:

“Approved Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the laws of the Cayman Islands or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 5A and 5B above, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional Shares or securities convertible into Shares pursuant to the resolution set out in paragraph 5A above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or issued or to be allotted or issued (or agreed conditionally or unconditionally to be allotted or issued) or dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 5B above, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By Order of the Board
Liu Jinlan
Chairman of the Board

Shanghai, the PRC, 28 April 2008

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote on his behalf. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, the 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. Completion and return of the form of proxy will not preclude any member from attending the meeting or any adjournment thereof and voting in person if he so wishes and in such event, the form of proxy will be deemed to be revoked.
3. The register of members of the Company will be closed from Saturday, 24 May 2008 to Wednesday, 28 May 2008 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend to be approved at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 23 May 2008.
4. Mr. Liu Xiang, Mr. Cao Junyong, Mr. Zhou Mingchen and Mr. Koo Fook Sun, Louis will retire from office by rotation at the above meeting in accordance with the articles of association of the Company. All of the above Directors, being eligible, will offer themselves for re-election. Details of these Directors are set out in Appendix III to the circular of the Company dated 28 April 2008.

As at the date hereof, the executive directors of the Company are: Mr. Liu Jinlan, Mr. Liu Xiang, Mr. Tao Jinxiang, Mr. Wu Xinghua, Mr. Cao Junyong, and Mr. Zhang Yuxiao; the non-executive directors of the Company are: Mr. Lu Guangming George, Ms. Wu Xiaohui and Mr. Zhou Mingchen; and the independent non-executive directors of the Company are: Mr. Koo Fook Sun, Louis, Mr. William John Sharp and Ms. Xu Chunhua.