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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 Friday, 22 May 2009 at 10:00 a.m. is set out on pages 13 to 17 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.

22 April 2009

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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 Friday, 22 May 2009 at 10:00 a.m. or any adjournment thereof;
“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;
“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;
“Latest Practicable Date”	17 April 2009, 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);

DEFINITIONS

“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”	Renminbi, the lawful currency for the time being of the PRC;
“SFO”	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\$”	United States dollars, 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

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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)

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

22 April 2009

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 auditors; (ii) the declaration of a final dividend; (iii) the re-election of retiring Directors; (iv) the re-appointment of the auditors; (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 AUDITORS

The annual report 2008 incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the auditors for the year ended 31 December 2008 will be sent to the Shareholders on 28 April 2009. 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 8.00 HK cents per Share for the year ended 31 December 2008 in cash and such final dividend will be paid on Monday, 15 June 2009. The register of members will be closed from Wednesday, 20 May 2009 to Friday, 22 May 2009 (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 Tuesday, 19 May 2009.

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. Tao Jinxiang, Mr. Zhang Yuxiao, Ms. Wu Xiaohui and Mr. William John Sharp 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 II to this circular.

LETTER FROM THE BOARD

5. RE-APPOINTMENT OF AUDITORS

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 auditors of the Company for the year of 2009.

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 issue any Shares or repurchase 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 13 to 17 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.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting will be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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

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 2008 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.

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 2009 through to the Latest Practicable Date) were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
April	1.71	1.18
May	1.93	1.61
June	1.88	1.33
July	1.49	1.10
August	1.53	1.28
September	1.74	1.15
October	1.23	0.58
November	0.89	0.70
December	0.93	0.69
2009		
January	0.93	0.74
February	1.03	0.81
March	1.05	0.80
April (through to the Latest Practicable Date)	1.56	0.97

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.

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 600,832,000 Shares representing approximately 43.34% 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 remain the same, the interests of the Controlling Shareholder in the issued Shares would be increased to approximately 48.16% 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 (whether on the Stock Exchange or otherwise).

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. TAO Jinxiang (陶進祥), aged 46, 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 Xingda Steel Tyre Cord Group, the predecessor of Jiangsu Xingda, in May 1994, and since the establishment of Jiangsu Xingda in 1998, he has been a vice president and a director of the sales and marketing department of Jiangsu Xingda with the overall responsibility of formulating sales and marketing plans. He attended senior sales and marketing executives training classes organized by 職業經理訓練中心 (Executives Training Centre*) of Tsinghua University and obtained a certificate in May 2004. Mr. Tao has more than 13 years of experience in the radial tire cord manufacturing industry. Mr. Tao is also the legal owner and the sole director of Perfect Sino Limited. Perfect Sino Limited, together with various other parties, is the Controlling Shareholder. Mr. Tao did not hold any directorship in other listed companies in the past three years.

Mr. Tao has entered into a service agreement with the Company for an initial term of three years and will continue subject to termination by giving not less than three months' prior written notice by the Company to Mr. Tao. In accordance with the service agreement, Mr. Tao is currently entitled to a director's salary of HK\$757,704 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. Tao was determined on the basis of his role in the Group, the extent of his responsibilities and his experience. In addition, Mr. Tao will be entitled to a discretionary bonus as recommended by the remuneration and management development committee of the Company and decided by the Board. 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. Tao for the year ended 31 December 2008 was RMB7,396,870.

As at the Latest Practicable Date, Mr. Tao was interested in 722,336,693 Shares within the meaning of Part XV of the SFO.

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. Tao that need to be brought to the attention of the Shareholders.

Mr. ZHANG Yuxiao (張宇曉), aged 39, has been an executive Director and Chief Financial Officer of the Company since August 2005. He is also a director of Jiangsu Xingda since 25 January 2003, 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 January 2000 and has been a vice president of Jiangsu Xingda since then. He is responsible for accounting and finance and international market development. From 1995 to 2000, he was the vice president of Clemente Capital (Asia) Limited and was responsible for investment management. Mr. Zhang obtained a bachelor's degree in sciences

from Fudan University in July 1991. Mr. Zhang has more than 8 years of experience in the radial tire cord manufacturing industry. Mr. Zhang is also the legal owner and the sole director of Power Aim Limited. Power Aim Limited, together with various other parties, is the Controlling Shareholder. Mr. Zhang did not hold any directorship in other listed companies in the past three years.

Mr. Zhang has entered into a service agreement with the Company for an initial term of three years and will continue subject to termination by giving not less than three months' prior written notice by the Company to Mr. Zhang. In accordance with the service agreement, Mr. Zhang is currently entitled to a director's salary of HK\$1,198,168 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. Zhang was determined on the basis of his role in the Group, the extent of his responsibilities and his experience. In addition, Mr. Zhang will be entitled to a discretionary bonus as recommended by the remuneration and management development committee of the Company and decided by the Board. 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. Zhang for the year ended 31 December 2008 was RMB4,005,228.

As at the Latest Practicable Date, Mr. Zhang was interested in 722,336,693 Shares within the meaning of Part XV of the SFO.

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. Zhang that need to be brought to the attention of the Shareholders.

Ms. WU Xiaohui (鄔小蕙), aged 48, has been a non-executive Director since August 2005. Ms. Wu has been the Chief Financial Officer of China National Cereals, Oils and Foodstuffs Import and Export Corporation ("COFCO") since February 2002 and has also been the general manager of the COFCO Financial Business Centre since October 2004. She joined COFCO in August 1986 and had served in various positions. She was the director of the Finance Department of COFCO from July 2000 to February 2002. She has been a director of 中信證券有限公司 (CITIC Securities Brokerage Limited*) (a company listed on the Shanghai Stock Exchange) since 29 December 1999. She graduated from 首都經貿大學 (the Capital University of Economics and Business*) with a master's degree in economics in July 2002 and from 中國人民大學一分校 (The First Branch Campus of Renmin University of China*) with a bachelor's degree in economics in July 1986. Ms. Wu has over 21 years of experience in finance. She has been nominated to serve on the Board to represent Surfmax-Estar Fund A, LLC., a substantial shareholder (as defined in the Listing Rules) of the Company. Ms. Wu did not hold any directorship in other listed companies in the past three years.

Ms. Wu has entered into a service agreement with the Company 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, Ms. Wu 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 Ms. Wu was determined on the basis of her role in the Group, the extent of her responsibilities and her experience. Ms. Wu is also entitled to such additional fees or other remuneration in respect of any special services to be rendered by Ms. Wu as the Company and Ms. Wu may from time to time agree. In addition, Ms. Wu will be entitled to a discretionary bonus as recommended by the remuneration and management development committee of the Company and approved by the Board. She will also be entitled to reimbursement of all reasonable out-of-pocket expenses properly incurred in the performance of her duties under her service agreement or in connection with her office. The total emoluments of Ms. Wu for the year ended 31 December 2008 was US\$50,000.

As at the Latest Practicable Date, Ms. Wu was not interested in any Shares within the meaning of Part XV of the SFO.

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 Ms. Wu that need to be brought to the attention of the Shareholders.

Mr. William John SHARP, aged 67, has been an independent non-executive Director since August 2005. He is a director of Ferro Corporation, a manufacturer of performance materials listed on the New York Stock Exchange. He joined The Goodyear Tire & Rubber Company in 1964 and was the President of its North American Tire group between 1999 and 2000. Prior to that, he was the President of its Global Support Operations between 1996 and 1999, and the President of Goodyear Europe and head of Goodyear's World-wide operations. Mr. Sharp graduated with a bachelor's degree of science, majoring in industrial engineering, from The Ohio State University in 1963 and has more than 41 years of experience in the tire manufacturing industry. Mr. Sharp did not hold any directorship in other listed companies in the past three years.

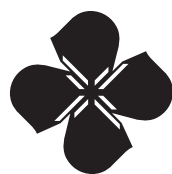
Mr. Sharp has signed a letter of appointment with the Company under which he agreed to act as an independent non-executive Director of the Company for a term of three years which shall continue thereafter, subject to termination by either party at any time by giving to the other not less than three months' prior written notice. In accordance with the letter of appointment, Mr. Sharp is currently entitled to a director's fee of US\$50,000 per annum or such other amount as may be determined by the Board. The annual director's fee of Mr. Sharp was determined on the basis of his role in the Group, the extent of his responsibilities and his experience. Mr. Sharp 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. Sharp for the year ended 31 December 2008 was US\$50,000.

As at the Latest Practicable Date, Mr. Sharp was not interested in any Shares within the meaning of Part XV of the SFO.

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. Sharp 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

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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)

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 Friday, 22 May 2009 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 auditors for the year ended 31 December 2008;
2. To consider and declare a final dividend for the year ended 31 December 2008;
3. To re-elect Directors and to authorise the Board of Directors to fix the Directors’ remuneration;
4. To re-appoint auditors 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”) 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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; and
 - (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

- (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

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- (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

- (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.”

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- 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, 22 April 2009

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 Wednesday, 20 May 2009 to Friday, 22 May 2009 (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 Tuesday, 19 May 2009.

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4. Mr. Tao Jinxiang, Mr. Zhang Yuxiao, Ms. Wu Xiaohui and Mr. William John Sharp 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 II to the circular of the Company dated 22 April 2009.

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.