



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)****PROXY FORM****Form of proxy for the Annual General Meeting to be held at Camomile Room, Lower Level II, Kowloon Shangri-La Hotel, 64 Mody Road, Kowloon, Hong Kong on Friday, 23 May 2014 at 10:00 a.m.**I/We¹ _____

of _____

being the registered holder(s) of² _____ shares of HK\$0.10 each in the issued share capital ofXingda International Holdings Limited (the "Company"), hereby appoint³ _____

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 at the Annual General Meeting of the Company ("Meeting") to be held at Camomile Room, Lower Level II, Kowloon Shangri-La Hotel, 64 Mody Road, Kowloon, Hong Kong on Friday, 23 May 2014 at 10:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote on my/our behalf as indicated below.

Please indicate with a "✓" in the box provided how you wish the proxy to vote on your behalf⁴.

Ordinary Resolutions		For ⁴	Against ⁴
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 2013.		
2.	To consider and declare a final dividend of 16.0 HK cents per share for the year ended 31 December 2013.		
3A.	(i) To re-elect Mr. Tao Jinxiang as a Director.		
	(ii) To re-elect Mr. Zhang Yuxiao as a Director.		
	(iii) To re-elect Mr. Koo Fook Sun, Louis 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. ⁵		
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. ⁵		
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. ⁵		
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. ⁵		

Dated this _____ day of _____, 2014. Signature(s)⁵: _____**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.
- The description of the resolution is by way of summary only. The full text of the resolution appears in the notice of the annual general meeting.
- 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 or other person duly authorised.
- 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 17M 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.
- 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.