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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)**

### **CONVERSION OF SECURITIES PRICE-SENSITIVE INFORMATION**

On 5 July 2007, the Company received a conversion notice served by Tetrad electing to convert a principal amount of US\$19,871,471 of the Tetrad Bond, being part of the First Tranche Bond, into the Conversion Shares at a conversion price of HK\$1.853 per Conversion Share pursuant to the First Tranche Conditions.

Immediately following the allotment and issue of the Conversion Shares to Tetrad in accordance with the First Tranche Conditions, Tetrad will hold 83,628,471 Shares, representing approximately 6.5% of the existing issued share capital of the Company and approximately 6.1% of the enlarged issued share capital of the Company, and the outstanding principal amount of the First Tranche Bond will be reduced to US\$204,804 whereas the outstanding principal amount of the second tranche of the Tetrad Bond will remain unchanged at US\$19,666,667.

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

On 5 July 2007, the Company received a conversion notice served by Tetrad electing to convert a principal amount of US\$19,871,471 of the Tetrad Bond, being part of the First Tranche Bond, into the Conversion Shares at a conversion price of HK\$1.853 per Conversion Share pursuant to the First Tranche Conditions.

According to the First Tranche Conditions, the Company shall allot and issue the Conversion Shares to Tetrad within five Banking Days after, and with effect from, the date of presentation by Tetrad of the original bond certificate in respect of the First Tranche Bond to the Company.

Immediately following the allotment and issue of the Conversion Shares to Tetrad in accordance with the First Tranche Conditions, the issued share capital of the Company will increase from HK\$128,600,000 divided into 1,286,000,000 Shares to HK\$136,962,847.10 divided into 1,369,628,471 Shares, of which Tetrad will hold 83,628,471 Shares, representing approximately 6.5% of the existing issued share capital of the Company and approximately 6.1% of the enlarged issued share capital of the Company, and the outstanding principal amount of the First Tranche Bond will be reduced to US\$204,804 whereas the outstanding principal amount of the second tranche of the Tetrad Bond will remain unchanged at US\$19,666,667.

Save as disclosed herein, as at the date hereof, the Company has not issued any new Shares after the listing of its Shares on the Stock Exchange.

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

## **Definitions**

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Banking Day”	a day (excluding Saturday) on which banks are generally open for business in Hong Kong
“Company”	Xingda International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Conversion Shares”	83,628,471 Shares to be issued by the Company upon the exercise by Tetrad of its rights to convert a principal amount of US\$19,871,471 of the Tetrad Bond, being part of the First Tranche Bond, pursuant to the First Tranche Conditions
“First Tranche Bond”	first tranche of the Tetrad Bond in the principal amount of US\$20,076,275

“First Tranche Conditions”	the terms and conditions of the First Tranche Bond attached to the bond certificate dated 14 September 2006 issued by the Company to Tetrad in respect of the First Tranche Bond, as amended by the amendment agreement dated 4 December 2006 between, among others, the Company and Tetrad
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shares”	ordinary shares of par value HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tetrad”	Tetrad Ventures Pte Ltd, a private company limited by shares incorporated in Singapore
“Tetrad Bond”	convertible bond in an aggregate principal amount of US\$39,742,942 issued by the Company to Tetrad, of which US\$20,076,275 is the first tranche convertible bond and US\$19,666,667 is the second tranche convertible bond, convertible into Shares to be issued by the Company upon exercise by Tetrad of the conversion rights pursuant to the First Tranche Conditions

By order of the Board of  
**Xingda International Holdings Limited**  
**Liu Jinlan**  
*Chairman of the Board*

Shanghai, the PRC, 5 July 2007

*As at the date of this announcement, 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.*