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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 26 July 2007, the Company received a conversion notice served by Henda electing to convert a principal amount of US\$4,500,000 of the Henda 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 Henda in accordance with the First Tranche Conditions, Henda will hold 18,938,111 Shares, representing approximately 1.38% of the existing issued share capital of the Company and approximately 1.36% of the enlarged issued share capital of the Company, and the outstanding principal amount of the First Tranche Bond will be reduced to US\$566,667 whereas the outstanding principal amount of the second tranche of the Henda Bond will remain unchanged at US\$3,933,333.

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

On 26 July 2007, the Company received a conversion notice served by Henda electing to convert a principal amount of US\$4,500,000 of the Henda 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 Henda within five Banking Days after, and with effect from, the date of presentation by Henda 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 Henda in accordance with the First Tranche Conditions, the issued share capital of the Company will increase from HK\$136,962,847.10 divided into 1,369,628,471 Shares to HK\$138,856,658.20 divided into 1,388,566,582 Shares, of which Henda will hold 18,938,111 Shares, representing approximately 1.38% of the existing issued share capital of the Company and approximately 1.36% of the enlarged issued share capital of the Company, and the outstanding principal amount of the First Tranche Bond will be reduced to US\$566,667 whereas the outstanding principal amount of the second tranche of the Henda Bond will remain unchanged at US\$3,933,333.

Save as disclosed herein and previously announced, 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”	18,938,111 Shares to be issued by the Company upon the exercise by Henda of its rights to convert a principal amount of US\$4,500,000 of the Henda Bond, being part of the First Tranche Bond, pursuant to the First Tranche Conditions
“First Tranche Bond”	first tranche of the Henda Bond in the principal amount of US\$5,066,667

“First Tranche Conditions”	the terms and conditions of the First Tranche Bond attached to the bond certificate dated 7 May 2005 issued by the Company to Henda in respect of the First Tranche Bond, as amended by the supplemental agreements dated 5 August 2005, as of 29 December 2005, and 14 September 2006 respectively and the amendment agreement dated 4 December 2006 between, among others, the Company and Henda
“Henda”	Henda Limited, a company incorporated in the British Virgin Islands with limited liability
“Henda Bond”	convertible bond in an aggregate principal amount of US\$9,000,000 issued by the Company to Henda, of which US\$5,066,667 is the first tranche convertible bond and US\$3,933,333 is the second tranche convertible bond, convertible into Shares to be issued by the Company upon exercise by Henda of the conversion rights pursuant to the terms and conditions of the Henda Bond
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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
“US\$”	United States dollars, the lawful currency of the United States of America

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

Shanghai, the PRC, 26 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.