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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 31 December 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 the outstanding principal amount of each of the First Tranche Bond and the Second Tranche Bond, into 18,938,111 Shares at a conversion price of HK\$1.853 per Conversion Share pursuant to the First Tranche Conditions and the Second Tranche Conditions respectively, representing approximately 1.39% of the existing issued share capital of the Company and approximately 1.37% of the enlarged issued share capital of the Company.

Immediately following the allotment and issue of the Conversion Shares to Henda in accordance with the First Tranche Conditions and the Second Tranche Conditions respectively and including the Shares previously allotted and issued to Henda upon conversion of part of the First Tranche Bond and currently held by Henda, Henda will hold an aggregate of 37,876,222 Shares, representing approximately 2.77% of the existing issued share capital of the Company and approximately 2.73% of the enlarged issued share capital of the Company.

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

On 31 December 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 the outstanding principal amount of each of the First Tranche Bond and the Second Tranche Bond, into 18,938,111 Shares at a conversion price of HK\$1.853 per Conversion Share pursuant to the First Tranche Conditions and the Second Tranche Conditions respectively, representing approximately 1.39% of the existing issued share capital of the Company and approximately 1.37% of the enlarged issued share capital of the Company.

According to the First Tranche Conditions and the Second 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 certificates in respect of the First Tranche Bond and the Second Tranche Bond to the Company.

Immediately following the allotment and issue of the Conversion Shares to Henda in accordance with the First Tranche Conditions and the Second Tranche Conditions respectively, the issued share capital of the Company will increase from HK\$136,723,858.20 divided into 1,367,238,582 Shares to HK\$138,617,669.30 divided into 1,386,176,693 Shares, of which Henda will hold an aggregate of 37,876,222 Shares, representing approximately 2.77% of the existing issued share capital of the Company and approximately 2.73% of the enlarged issued share capital of the Company.

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 the outstanding principal amount of each of the First Tranche Bond and the Second Tranche Bond, pursuant to the First Tranche Conditions and the Second Tranche Conditions respectively
“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
“Second Tranche Bond”	second tranche of the Henda Bond in the principal amount of US\$3,933,333
“Second Tranche Conditions”	the terms and conditions of the Second Tranche Bond attached to the bond certificate dated 18 January 2006 issued by the Company to Henda in respect of the Second 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
“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, 31 December 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.*