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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)

DISCLOSEABLE TRANSACTION

DISPOSAL OF SHARES IN AEOLUS TYRE CO., LTD.

The Board is pleased to announce that from 4 January 2010 to 12 January 2010 (both dates inclusive), Jiangsu Xingda disposed of the Aeolus Shares in the open market of the Shanghai Stock Exchange, representing approximately 5.2% of the entire issued share capital of Aeolus as at the date of this announcement, for an aggregate consideration of approximately RMB284,425,000. Upon completion of the Disposal, the Group has no remaining interest in Aeolus.

Subject to the review and confirmation by the independent accountants, it is expected that the Group will record a net gain of approximately RMB186,340,000 in the consolidated financial statements of the Company for the year ended 31 December 2010 as a result of the Disposal.

The consideration for the Disposal was based on the prevailing market prices of the Aeolus Shares at the relevant time of the Disposal.

As each of the revenue ratio and the consideration ratio of the relevant percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing.

DISPOSAL OF SHARES IN AEOLUS

The Board is pleased to announce that from 4 January 2010 to 12 January 2010 (both dates inclusive), Jiangsu Xingda disposed of 19,500,000 A shares of Aeolus in the open market of the Shanghai Stock Exchange, representing approximately 5.2% of the entire issued share capital of Aeolus as at the date of this announcement, for an aggregate consideration of approximately RMB284,425,000. Upon completion of the Disposal, the Group has no remaining interest in Aeolus.

The consideration for the Disposal was based on the prevailing market prices of the Aeolus Shares at the relevant time of the Disposal.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the purchasers of the Aeolus Shares and their respective ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company.

INFORMATION ABOUT THE GROUP AND AEOLUS

The Company is a holding company incorporated in the Cayman Islands which, through Faith Maple, an investment holding company, holds 69.54% indirect interest in Jiangsu Xingda, the operating subsidiary of the Company which is principally engaged in the manufacture and distribution of radial tire cords and bead wires.

Aeolus is a joint stock limited company incorporated in the PRC principally engaged in the design, research and development, manufacture and sale of tires. Aeolus' issued A shares (stock code: 600469) are listed on the Shanghai Stock Exchange since 21 October 2003.

Based on the audited consolidated accounts of Aeolus for the year ended 31 December 2008, the net asset value attributable to the Aeolus Shares as at 31 December 2008 was approximately RMB256,626,000. For the year ended 31 December 2007, the audited net profits attributable to the Aeolus Shares are approximately RMB6,409,000 before taxation and extraordinary items and approximately RMB5,525,000 after taxation and extraordinary items. For the year ended 31 December 2008, the audited net losses attributable to the Aeolus Shares are approximately RMB5,547,000 before taxation and extraordinary items and approximately RMB5,051,000 after taxation and extraordinary items. For the nine months ended 30 September 2009, the unaudited net profits attributable to the Aeolus Shares are approximately RMB14,437,000 before taxation and extraordinary items and approximately RMB13,229,000 after taxation and extraordinary items.

REASONS FOR THE DISPOSAL

On 23 December 2008, Jiangsu Xingda entered into a subscription agreement with Aeolus to subscribe for the Aeolus Shares. The Aeolus Shares have been designated as part of the available-for-sale investment in the consolidated financial statements of the Company. Based on the prevailing market prices of the Aeolus Shares at the relevant time of the Disposal, the Directors are of the view that the Disposal represents a good opportunity for the Group to realize its investment in Aeolus at reasonable price and will further strengthen the financial position of the Group and enhance its cashflow. It is the intention of the Group that the proceeds from the Disposal will be used for general working capital of the Group.

Subject to the review and confirmation by the independent accountants, based on the consideration for the Disposal of approximately RMB284,425,000 and the carrying value of the disposed shares of approximately RMB98,085,000 as at 31 December 2008, it is expected that the Group will record a net gain of approximately RMB186,340,000 in the consolidated financial statements of the Company for the year ended 31 December 2010 as a result of the Disposal.

Based on the above, the Directors believe that the Disposal is fair and reasonable and in the interests of the shareholders of the Company as a whole.

LISTING RULES IMPLICATIONS

As each of the revenue ratio and the consideration ratio of the relevant percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

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| “Aeolus” | 風神輪胎股份有限公司 (Aeolus Tyre Co., Ltd), a joint stock limited company incorporated in the PRC, whose A shares are listed on the Shanghai Stock Exchange; |
| “Aeolus Shares” | 19,500,000 A shares in the issued share capital of Aeolus; |
| “Board” | the board of Directors; |

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| “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, whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited; |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Directors” | the directors of the Company; |
| “Disposal” | the disposal of the Aeolus Shares by Jiangsu Xingda in the open market of Shanghai Stock Exchange from 4 January 2010 to 12 January 2010; |
| “Faith Maple” | Faith Maple International Ltd., a limited liability company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company; |
| “Group” | the Company and its subsidiaries; |
| “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, a 69.54% indirectly owned subsidiary of the Company; |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; |
| “PRC” | the People’s Republic of China; |
| “RMB” | Renminbi, the lawful currency of the PRC; and |
| “%” | per cent. |

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

Shanghai, the PRC, 12 January 2010

As at the date of this announcement, the executive Directors are Mr. Liu Jinlan, Mr. Liu Xiang, Mr. Tao Jinxiang, Mr. Wu Xinghua, Mr. Cao Junyong and Mr. Zhang Yuxiao; the non-executive Directors are Mr. Lu Guangming George, Ms. Wu Xiaohui and Mr. Zhou Mingchen; and the independent non-executive Directors are Mr. Koo Fook Sun, Louis, Mr. William John Sharp and Ms. Xu Chunhua.

** denotes an English translation of a Chinese name*