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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 20 MAY 2010  
AND RETIREMENT OF AN EXECUTIVE DIRECTOR**

The Board is pleased to announce that all the resolutions set out in the notice of the Annual General Meeting dated 21 April 2010 were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 20 May 2010.

The Board also announces that Mr. Wu Xinghua retired by rotation as an executive Director of the Company at the Annual General Meeting held on 20 May 2010 and ceased to be a member of the Investment and International Development Committee on the same date.

Reference is made to the circular of Xingda International Holdings Limited (“**Company**”) dated 21 April 2010 (“**Circular**”) in relation to, among other matters, proposals for general mandates to issue and repurchase Shares and re-election of Directors. Terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

The Board is pleased to announce that all the resolutions (“**Resolutions**”) set out in the notice of the Annual General Meeting dated 21 April 2010 (“**AGM Notice**”) were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 20 May 2010.

The poll results in respect of the Resolutions were as follows:

	Resolutions	Number of votes cast (Percentage of total number of votes cast)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the auditors for the year ended 31 December 2009.	943,146,191 (99.9995%)	5,000 (0.0005%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
2.	To consider and declare a final dividend of 10.00 HK cents per Share for the year ended 31 December 2009.	943,596,191 (99.9995%)	5,000 (0.0005%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3A.	(i) To re-elect Mr. Liu Jinlan as Director.	842,460,800 (90.3883%)	89,585,391 (9.6117%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
	(ii) To re-elect Mr. Lu Guangming George as Director.	900,703,188 (95.4538%)	42,898,003 (4.5462%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
	(iii) To re-elect Ms. Xu Chunhua as Director.	942,383,191 (99.8709%)	1,218,000 (0.1291%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3B.	To authorise the Board to fix the Directors' remuneration.	943,595,191 (99.9995%)	5,000 (0.0005%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration.	943,596,191 (99.9995%)	5,000 (0.0005%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

	<b>Resolutions</b>	<b>Number of votes cast (Percentage of total number of votes cast)</b>	
		<b>For</b>	<b>Against</b>
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 as set out in the resolution numbered 5A of the AGM Notice.	846,205,054 (89.6783%)	97,395,137 (10.3217%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
5B.	To give a general mandate to the Directors to repurchase Shares not exceeding 10 per cent. of the issued share capital of the Company as set out in the resolution numbered 5B of the AGM Notice.	943,595,191 (99.9995%)	5,000 (0.0005%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
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 as set out in the resolution numbered 5C of the AGM Notice.	847,418,054 (89.8069%)	96,182,137 (10.1931%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

The Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the Annual General Meeting.

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the Annual General Meeting was 1,386,176,693 Shares, representing the entire issued share capital of the Company as at the date of the Annual General Meeting. There were no Shares entitling the Shareholders to attend and vote only against the Resolutions at the Annual General Meeting.

The Board also announces that Mr. Wu Xinghua (“**Mr. Wu**”) retired by rotation as an executive Director of the Company at the Annual General Meeting held on 20 May 2010 pursuant to Article 87 of the Company’s Articles of Association and did not offer himself for re-election since Mr. Wu decided to re-allocate his time for his other business. Immediately following Mr. Wu’s retirement, he ceased to be a member of the Investment and International Development Committee of the Company.

Mr. Wu has confirmed that he has no disagreement with the Board and is not aware of any matter in connection with his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to extend its gratitude to Mr. Wu for his invaluable efforts and contributions to the Company during his term of appointment and offers its best wishes to him.

By order of the Board  
**Liu Jinlan**  
*Chairman of the Board*

Hong Kong, 20 May 2010

*As at the date of this announcement, the executive directors of the Company are Mr. Liu Jinlan, Mr. Liu Xiang, Mr. Tao Jinxiang, 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.*