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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 24 MAY 2013**

The Board is pleased to announce that all the resolutions set out in the notice of the Annual General Meeting dated 19 April 2013 were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 24 May 2013.

Reference is made to the circular of Xingda International Holdings Limited (“**Company**”) dated 19 April 2013 (“**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 19 April 2013 (“**AGM Notice**”) were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 24 May 2013.

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

<b>Resolutions</b>		<b>Number of votes cast (Percentage of total number of votes cast)</b>	
		<b>For</b>	<b>Against</b>
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 2012.	1,141,164,969 (99.9996%)	4,000 (0.0004%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Resolutions		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
2.	To consider and declare a final dividend of 15.00 HK cents per Share for the year ended 31 December 2012.	1,141,169,969 (99.9996%)	4,000 (0.0004%)
	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.	1,115,489,290 (97.9377%)	23,488,841 (2.0623%)
	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. Liu Xiang as Director.	1,141,157,969 (99.9986%)	16,000 (0.0014%)
	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.	1,141,157,969 (99.9986%)	16,000 (0.0014%)
	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.	1,141,169,969 (99.9996%)	4,000 (0.0004%)
	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.	1,141,169,969 (99.9996%)	4,000 (0.0004%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
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.	622,786,600 (54.5743%)	518,386,369 (45.4257%)
	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.	1,141,169,969 (99.9996%)	4,000 (0.0004%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

Resolutions		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
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.	686,579,123 (60.1643%)	454,594,846 (39.8357%)
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 1,524,776,693 Shares, representing the entire issued share capital of the Company as at the date of the Annual General Meeting. There were no restrictions on any Shareholders to cast votes on any of the Resolutions at the AGM and there were no Shares entitling the Shareholders to attend and vote only against the Resolutions at the Annual General Meeting.

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

Hong Kong, 24 May 2013

*As at the date of this announcement, the executive directors of the Company are Mr. Liu Jinlan, Mr. Liu Xiang, Mr. Tao Jinxiang and Mr. Zhang Yuxiao; the non-executive director of the Company is Ms. Wu Xiaohui; and the independent non-executive directors of the Company are Mr. Koo Fook Sun, Louis, Mr. William John Sharp and Ms. Xu Chunhua.*