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兴 达

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)

ANNOUNCEMENT

SUBSCRIPTION OF SHARES IN 貴州輪胎股份有限公司 (GUIZHOU TYRE CO., LTD.*)

This announcement is made pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

On 24 March 2014, an agreement was reached between Jiangsu Xingda and Guizhou Tyre for the subscription of 30,000,000 new A shares (being non-public offer shares) to be issued by Guizhou Tyre at the final subscription price of RMB4.48 per share in cash pursuant to the Non-Public Offer.

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

On 24 March 2014, an agreement was reached between 江蘇興達鋼簾線股份有限公司 (Jiangsu Xingda Steel Tyre Cord Co., Ltd.*) (“**Jiangsu Xingda**”), an indirectly owned subsidiary of Xingda International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) and 貴州輪胎股份有限公司 (Guizhou Tyre Co., Ltd.*) (“**Guizhou Tyre**”) for the subscription of 30,000,000 new A shares (being non-public offer shares) (“**Subscription Shares**”) to be issued by Guizhou Tyre at the final subscription price of RMB4.48 per share in cash. Such subscription will be made pursuant to the non-public offer by Guizhou Tyre in the People’s Republic of China (“**PRC**”) of not more than 300,000,000 A shares at a subscription price of not less than RMB4.48 per share as determined by Guizhou Tyre (“**Non-Public Offer**”).

The Subscription Shares represent approximately 6.14% of the issued share capital of Guizhou Tyre as at the date of this announcement. Assuming that 300,000,000 A shares are issued by Guizhou Tyre under the Non-Public Offer, the Subscription Shares represent approximately 3.80% of the issued share capital of Guizhou Tyre as enlarged as a result of the Non-Public Offer.

The Subscription Shares will be subject to a 12 months' lock-up period, effective from the date on which the Non-Public Offer is closed. The subscription monies of RMB134,400,000 were satisfied by internal resources of the Group.

Jiangsu Xingda is the operating subsidiary of the Company which is principally engaged in the manufacture and distribution of radial tire cords and bead wires. Guizhou Tyre is a joint stock limited company incorporated in the PRC principally engaged in the design, research and development, manufacture and sale of tires. Guizhou Tyre's issued A shares (stock code: 000589) are listed on the Shenzhen Stock Exchange.

The Group and Guizhou Tyre have been in business relationship for more than 10 years and the board of directors of the Company ("**Board**") is positive about the long term prospect of Guizhou Tyre. The Board also considers that through the Company's investment in Guizhou Tyre by way of subscription, the Company may further improve its investment return and create greater value for its shareholders.

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

Shanghai, the PRC, 24 March 2014

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.

** denotes an English translation of a Chinese name*