

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

REDEMPTION OF CONVERTIBLE BOND

On 6 May 2008, the Company received a notice given by Tetrad to require the Company to redeem on the Maturity Date an aggregate principal amount of US\$204,804 of the First Tranche Bond, being all the outstanding principal amount of the First Tranche Bond, at the redemption amount of US\$230,942.11 in accordance with the First Tranche Conditions. The Company shall also pay Tetrad an amount of US\$34,169.50, being all the outstanding and unpaid interests accrued on the First Tranche Bond up to and including the Maturity Date in accordance with the First Tranche Conditions.

Upon the said redemption becoming effective, Tetrad will hold 83,628,471 Shares, representing approximately 6.03% of the issued share capital of the Company as at the date of this announcement, and all the outstanding First Tranche Bond so redeemed will forthwith be cancelled and will not be re-issued or re-sold whereas the outstanding principal amount of the second tranche of the Tetrad Bond will remain unchanged at US\$19,666,667.

On 6 May 2008, the Company received a notice given by Tetrad, the holder of the First Tranche Bond, to require the Company to redeem on the Maturity Date an aggregate principal amount of US\$204,804 of the First Tranche Bond, being all the outstanding principal amount of the First Tranche Bond, at the redemption amount of US\$230,942.11 in accordance with the First Tranche Conditions. Such redemption amount is calculated on the basis of the formula set out in the First Tranche Conditions, details of which are described in the section headed “Principal terms and conditions of the Convertible Bonds” of the Company’s prospectus dated 8 December 2006. The Company shall also pay Tetrad an amount of US\$34,169.50, being all the outstanding and unpaid interests accrued on the First Tranche Bond up to and including the Maturity Date in accordance with the First Tranche Conditions.

Upon the said redemption becoming effective, Tetrad will hold 83,628,471 Shares, representing approximately 6.03% of the issued share capital of the Company as at the date of this announcement, and all the outstanding First Tranche Bond so redeemed will forthwith be cancelled and will not be re-issued or re-sold whereas the outstanding principal amount of the second tranche of the Tetrad Bond will remain unchanged at US\$19,666,667.

Definitions

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“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
“First Tranche Bond”	first tranche of the Tetrad Bond in the principal amount of US\$20,076,275, of which a principal amount of US\$19,871,471 has been converted into Shares in July 2007
“First Tranche Conditions”	the terms and conditions of the First Tranche Bond attached to the bond certificate dated 14 September 2006 issued by the Company to Tetrad in respect of the First Tranche Bond, as amended by the amendment agreement dated 4 December 2006 between, among others, the Company and Tetrad
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Maturity Date”	6 May 2008, being the maturity date of the First Tranche Bond
“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
“Tetrad”	Tetrad Ventures Pte Ltd, a private company limited by shares incorporated in Singapore
“Tetrad Bond”	convertible bond in an aggregate principal amount of US\$39,742,942 issued by the Company to Tetrad, of which US\$20,076,275 is the first tranche convertible bond (of which US\$19,871,471 has been converted into Shares in July 2007) and US\$19,666,667 is the second tranche convertible bond, convertible into Shares to be issued by the Company upon exercise by Tetrad of the conversion rights pursuant to their respective conditions
“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, 6 May 2008

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.