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XINGDA

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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)

ANNOUNCEMENT

INSIDE INFORMATION

**SUBSCRIPTION OF SHARES IN
GUIZHOU TYRE CO., LTD.***

This announcement is made pursuant to Rule 13.09(2)(a) 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 4 March 2021, Jiangsu Xingda and Guizhou Tyre entered into the Subscription Agreement for the subscription by Jiangsu Xingda of 15,873,015 A shares (being non-public offer shares) to be issued by Guizhou Tyre at the subscription price of RMB6.30 per share in cash pursuant to the Non-Public Offer.

This announcement is made pursuant to Rule 13.09(2)(a) 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 4 March 2021, 江蘇興達鋼簾線股份有限公司 (Jiangsu Xingda Steel Tyre Cord Co., Ltd.*) (“**Jiangsu Xingda**”), an indirect non-wholly 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**”) entered into a subscription agreement (“**Subscription Agreement**”) for the subscription by Jiangsu Xingda of 15,873,015 A shares (being non-public offer

* for identification purposes only.

shares) (“**Subscription Shares**”) to be issued by Guizhou Tyre at the subscription price of RMB6.30 per share in cash. The Subscription Shares will be issued pursuant to the non-public offer by Guizhou Tyre of 158,730,158 A shares (“**Non-Public Offer**”).

The aggregate consideration for the Subscription Shares is RMB99,999,994.50 and will be payable by Jiangsu Xingda in cash by transferring the amount to the designated bank account of Guizhou Tyre before the deadline as specified in the payment notice to be issued by Guizhou Tyre. The aggregate consideration for the Subscription Shares will be satisfied by the internal resources of the Group.

Jiangsu Xingda shall pay the aggregate consideration for the Subscription Shares to Guizhou Tyre in accordance with the terms of the Subscription Agreement. After the issue of shares under the Non-Public Offer, Guizhou Tyre undertakes to record Jiangsu Xingda as a shareholder in its register of members with the number of shares of Guizhou Tyre held by Jiangsu Xingda in accordance with the procedures prescribed by the China Securities Regulatory Commission, the relevant stock exchange and the relevant securities registration and settlement department(s). Jiangsu Xingda will become a shareholder of Guizhou Tyre from such date and will be entitled to the rights and subject to the obligations as a shareholder of Guizhou Tyre in accordance with the articles of association of Guizhou Tyre. The Subscription Shares will be subject to a 6-month lock-up period, effective from the date on which the Non-Public Offer is closed. After the expiration of the lock-up period, the liquidity of such shares will be in accordance with the relevant requirements of the China Securities Regulatory Commission and the Shenzhen Stock Exchange.

The Company was informed by Guizhou Tyre that the results regarding the issue of shares by Guizhou Tyre under the Non-Public Offer have not been filed with the China Securities Regulatory Commission and the registration of shares has not been completed, and the final results regarding the issue of shares by Guizhou Tyre under the Non-Public Offer will be disclosed in the announcement of Guizhou Tyre.

The Subscription Shares represent approximately 2.0% of the issued share capital of Guizhou Tyre as at the date of this announcement. Assuming that all of the 158,730,158 A shares are issued by Guizhou Tyre under the Non-Public Offer, the Subscription Shares will represent approximately 1.7% of the issued share capital of Guizhou Tyre as enlarged as a result of the Non-Public Offer.

Jiangsu Xingda is an indirect non-wholly owned subsidiary of the Company and is principally engaged in the research and development, manufacturing and sale of radial tire cord and bead wire. 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. The issued A shares of Guizhou Tyre are listed on the Shenzhen Stock Exchange (stock code: 000589). To the best of the knowledge, information and belief of the directors of the Company (“**Directors**”), Guizhou Tyre and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

The Directors consider that through the investment in Guizhou Tyre by way of subscription of A shares, the Group may improve its investment return and create greater value for the Company’s shareholders. The Directors (including the independent non-executive Directors) are of the view that

the terms of the Subscription Agreement are on normal commercial terms and are fair and reasonable, and the entering into of the Subscription Agreement and the transactions contemplated thereunder are in the interest of the Company and its shareholders as a whole.

As all applicable percentage ratios in respect of the Subscription Agreement and the transactions contemplated thereunder are less than 5%, the entering into of the Subscription Agreement and the transactions contemplated thereunder do not constitute notifiable transaction of the Company under Chapter 14 of the Listing Rules.

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

Shanghai, the PRC, 4 March 2021

As at the date of this announcement, the executive Directors are Mr. LIU Jinlan, Mr. LIU Xiang, Mr. TAO Jinxiang and Mr. ZHANG Yuxiao and the independent non-executive Directors are Mr. KOO Fook Sun, Louis, Mr. William John SHARP and Ms. XU Chunhua.