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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)

**INSIDE INFORMATION
TERMINATION NOTICE REGARDING ACTING IN
CONCERT ARRANGEMENTS**

This announcement is made by Xingda International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

BACKGROUND

Reference is made to the composite offer and response document dated 27 January 2023 (the “**Composite Document**”) jointly issued by the Company and the Joint Offerors (as defined in the Composite Document). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

The Five Parties entered into the Five Parties’ Agreement dated 29 August 2005 (as supplemented on 15 November 2005 and 29 November 2022), pursuant to which the Five Parties agreed to procure the Five BVI Companies to vote unanimously at the general meetings of the Company and Faith Maple.

On 29 November 2022, the Five BVI Companies, the Five Parties, Widen Success and Mr. Liu Tao, entered into the AIC Agreement, pursuant to which the parties agreed that in respect of all the Shares held by the Five BVI Companies, the Five Parties, Widen Success and Mr. Liu Tao from time to time, they shall reach a consensus before voting on any of the matters to be resolved at the general meetings of the Company and shall vote unanimously on the resolutions proposed at the general meetings of the Company.

By virtue of the Five Parties' Agreement, the Five Parties were considered as a group of shareholders of the Company acting-in-concert and they were deemed to be interested in each other's interest in the Shares by virtue of the SFO, whereas by the virtue of the AIC Agreement, the Five BVI Companies, the Five Parties, Widen Success and Mr. Liu Tao were considered as a group of shareholders of the Company acting-in-concert and they were deemed to be interested in each other's interest in the Shares by virtue of the SFO. The parties to the AIC Agreement collectively held as to 50.42% of the issued share capital in the Company immediately upon close of the Partial Offer.

TERMINATION NOTICE REGARDING ACTING IN CONCERT ARRANGEMENTS

The Company has been informed that Mr. Tao Jinxiang, Mr. Zhang Yuxiao, Perfect Sino and Power Aim (who collectively held as to 10.99% of the total issued share Capital of the Company as at the date of this announcement) have given termination notice that they would cease to be parties acting in concert with Mr. Liu Jinlan, Mr. Liu Xiang, Mr. Hang Youming, Mr. Liu Tao, Great Trade, In-Plus, Wise Creative and Widen Success (who collectively held as to 39.43% of the total issued share capital of the Company) and would no longer be bound by the Five Parties' Agreement, the AIC Agreement and the acting in concert arrangements thereunder from 5 January 2024.

The Board considers that the matter above does not have any material adverse impact on the operation of the Group. The Company may publish further announcement(s) to update the shareholders and potential investors of the Company on any further information regarding the above as it considers appropriate.

The shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

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

Shanghai, the PRC, 7 January 2024

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