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XINGDA  
**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)**

**(1) PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND  
OUT OF RETAINED EARNINGS  
AND  
(2) CLOSURE OF REGISTER OF MEMBERS**

The Board is pleased to announce that at a meeting of the Board held on 2 January 2025, the Board has recommended the declaration and payment of a one-off special dividend of HK\$0.15 per Share out of the Retained Earnings.

As at the date of this announcement, the Company has 1,920,125,199 Shares in issue. Based on the number of issued Shares as at the date of this announcement, the Special Dividend, if declared and paid, will amount to an aggregate amount of HK\$288,018,779.85. The payment of the Special Dividend out of the Retained Earnings is conditional upon the passing of an ordinary resolution by the Shareholders approving the declaration and payment of the Special Dividend pursuant to Article 136 of the Articles of Association.

Subject to the fulfilment of the above condition, it is expected that the Special Dividend will be paid in cash on or about 21 February 2025 to those Shareholders whose names appear on the register of members of the Company on 7 February 2025, being the record date for determination of entitlements to the Special Dividend.

The EGM will be convened to consider and, if thought fit, approve the declaration and payment of the Special Dividend. No Shareholder is required to abstain from voting in respect of the ordinary resolution to be proposed at the EGM to approve the declaration and payment of the Special Dividend.

A circular containing further information about the Special Dividend and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

## **PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF RETAINED EARNINGS**

The Board is pleased to announce that at a meeting of the Board held on 2 January 2025, the Board has recommended the declaration and payment of a one-off special dividend of HK\$0.15 per Share out of the Retained Earnings.

As at the date of this announcement, the Company has 1,920,125,199 Shares in issue. Based on the number of issued Shares as at the date of this announcement, the Special Dividend, if declared and paid, will amount to an aggregate amount of HK\$288,018,779.85. Subject to the fulfilment of the condition set out in the paragraph headed “Condition of the Payment of Special Dividend” below, the Special Dividend is intended to be paid out of the Retained Earnings pursuant to Article 136 of the Articles of Association and in accordance with the Cayman Companies Act.

As at 30 June 2024, based on the unaudited consolidated financial statements of the Group, the amount standing to the credit of the Retained Earnings was approximately RMB4,599.65 million (equivalent to approximately HK\$4,973.14 million). Following the payment of the Special Dividend, there will be a remaining balance of approximately HK\$4,685.12 million standing to the credit of the Retained Earnings.

### **CONDITION OF THE PAYMENT OF SPECIAL DIVIDEND**

The payment of the Special Dividend is conditional upon the passing of an ordinary resolution by the Shareholders approving the declaration and payment of the Special Dividend pursuant to Article 136 of the Articles of Association.

Subject to the fulfilment of the above condition, it is expected that the Special Dividend will be paid in cash on or about 21 February 2025 to those Shareholders whose names appear on the register of members of the Company on 7 February 2025, being the record date for determination of entitlements to the Special Dividend.

The condition set out above cannot be waived. If the condition set out above is not satisfied, the Special Dividend will not be paid.

### **REASONS FOR AND EFFECT OF THE PAYMENT OF SPECIAL DIVIDEND**

Since the Shares have been listed on the Main Board of the Stock Exchange in 2006, the Company has earned considerable profits over the years and has accumulated substantial Retained Earnings. To reward the Shareholders, the Board considers it appropriate to distribute the Special Dividend in recognition of Shareholders’ trust, support and confidence towards the Company. After taking into consideration a number of factors including the existing cash flow and financial condition of the Group, the Board considers that the Company has sufficient cash and cash flow to pay the Special Dividend and believes that the payment of the Special Dividend will not have any material adverse effect on the financial position of the Group.

The payment of the Special Dividend does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or any change in the trading arrangements in respect of the Shares.

In light of the aforesaid, the Board considers it appropriate to distribute the Special Dividend to reward the Shareholders' support, and that the proposed declaration and payment of the Special Dividend out of the Retained Earnings to be in the interests of the Company and its Shareholders as a whole.

## **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 6 February 2025 to 7 February 2025 for the purpose of determining the entitlements of the Shareholders to the Special Dividend, during which period no transfer of shares in the Company will be effected. In order to qualify for the proposed Special Dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, no later than 4:30 p.m. on 5 February 2025.

## **EGM**

The EGM will be convened to consider and, if thought fit, approve the declaration and payment of the Special Dividend. No Shareholder is required to abstain from voting in respect of the ordinary resolution to be proposed at the EGM to approve the declaration and payment of the Special Dividend.

A circular containing further information about the Special Dividend and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings when used herein:

“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as may be amended from time to time

“Company”	Xingda International Holdings Limited 興達國際控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1899)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the declaration and payment of the Special Dividend
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Main Board”	the Main Board of the Stock Exchange
“Retained Earnings”	the retained earnings of the Group
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Share(s)”	share(s) of HK\$0.1 each in the share capital of the Company
“Special Dividend”	the proposed special dividend of HK\$0.15 per Share as recommended by the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

*For the purpose of this announcement, unless otherwise specified, the conversion of RMB into HK\$ is based on the approximate exchange rate from RMB1.00 to HK\$1.0812. The exchange rate is adopted for illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this rate or any other rate at all.*

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

Hong Kong, 2 January 2025

*As at the date of this announcement, the Board comprises the executive Directors, namely, Mr. Liu Jinlan (Chairman), Mr. Liu Xiang, Mr. Hang Youming, Mr. Wang Jin and Ms. Wang Yu, and the independent non-executive Directors, namely, Mr. Koo Fook Sun, Louis, Ms. Xu Chunhua and Ms. Zhang Guoyun.*