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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Xingda International Holdings Limited (the “**Company**”) will be held at 5th Floor, Main Building, No.88 West Renmin Road, Dainan Town, Xinghua City, Jiangsu Province, China on Monday, 27 January 2025 at 10:00 a.m. to consider and, if thought fit, to approve, the following ordinary resolution:

ORDINARY RESOLUTION

1. “**THAT:**

- (i) the declaration and payment of a one-off special dividend of HK\$0.15 per ordinary share out of the retained earnings of the Company and its subsidiary (the “**Special Dividend**”) to the shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board (the “**Board**”) of directors of the Company (the “**Director(s)**”) for determining the entitlements to the Special Dividend be and is hereby approved; and
- (ii) any one Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”

By Order of the Board

Liu Jinlan

Chairman of the Board

Hong Kong, 9 January 2025

Principal place of business:

Unit S03, 7/F, Low block,
Grand Millennium Plaza,
181 Queen's Road Central,
Central, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote on his behalf. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending the meeting or any adjournment thereof and voting in person if he so wishes and in such event, the form of proxy will be deemed to be revoked.
3. The register of members of the Company will be closed from Friday, 24 January 2025 to Monday, 27 January 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the forthcoming extraordinary general meeting to be held on Monday, 27 January 2025, all duly completed transfer forms accompanied by the relevant Share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 23 January 2025.
4. The proposed one-off special dividend of HK\$0.15 per ordinary share out of the retained earnings of the Group is subject to the approval by the shareholders of the Company at the forthcoming extraordinary general meeting to be held on Monday, 27 January 2025. The register of members of the Company will be closed from Thursday, 6 February 2025 to Friday, 7 February 2025 for the purpose of determining the entitlements of the shareholders of the Company to the Special Dividend, during which period no transfer of shares in the Company will be registered. In order to be entitled for the proposed Special Dividend, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m. on Wednesday, 5 February 2025.
5. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date hereof, the executive directors of the Company are Mr. Liu Jinlan, Mr. Liu Xiang, Mr. Hang Youming, Mr. Wang Jin and Ms. Wang Yu; and the independent non-executive directors of the Company are Mr. Koo Fook Sun, Louis, Ms. Xu Chunhua and Ms. Zhang Guoyun.