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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)**

**PROPOSED AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Xingda International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

**PROPOSED AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board (“**Board**”) of directors (“**Directors**”) of the Company announces that it has resolved to propose to amend the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles**”) by way of the adoption of the amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Memorandum and Articles**”) to replace the Existing Memorandum and Articles. The proposed amendments to the Existing Memorandum and Articles are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company on Friday, 5 June 2026 (the “**AGM**”).

A summary of the major changes brought about by the adoption of the Amended and Restated Memorandum and Articles is set out below:

1. to amend the relevant provisions of the Existing Memorandum and Articles to expressly allow voting by the Shareholders at its general meeting via electronic means in accordance with the applicable laws of the Cayman Islands and the Listing Rules;

2. to amend the relevant provisions of the Existing Memorandum and Articles to allow for holding electronic and hybrid meetings of the Company;
3. to allow the Company to hold repurchased shares in treasury for future resale; and
4. to make consequential and other housekeeping amendments to better align with the wordings and requirements of the applicable laws of the Cayman Islands and the Listing Rules.

## **GENERAL**

The Board considers that the proposed amendments to the Existing Memorandum and Articles by way of adoption of the Amended and Restated Memorandum and Articles are in the interests of the Company and the Shareholders as a whole. A circular containing, among other matters, details of the proposed amendments to the Existing Memorandum and Articles, together with a notice convening the AGM will be despatched to the Shareholders on 13 May 2026.

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

Hong Kong, 12 May 2026

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