
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xingda International Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND
OUT OF RETAINED EARNINGS;**
(2) CLOSURE OF REGISTER OF MEMBERS;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING
-

A notice convening the extraordinary general meeting (the “EGM”) of the Company to 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. is set out on pages 7 to 8 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the form of proxy accompanying the notice of the EGM in accordance with the instructions printed thereon and return it to 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, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. Completion and return of the form of proxy will not preclude any member of the Company from attending the meeting or any adjournment thereof and voting in person if such member so wishes and in such event, the form of proxy will be deemed to be revoked.

9 January 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company as 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 under the laws of the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange;
“Director(s)”	director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened 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 resolution contained in the notice of the EGM set out on pages 7 to 8 of this circular, or any adjournment thereof;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	6 January 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time);
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange;
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;

DEFINITIONS

“Retained Earnings”	the retained earnings of the Group;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Special Dividend”	the proposed declaration and distribution of a special dividend in the amount of HK\$0.15 per Share; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

For the purpose of this circular, 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.

LETTER FROM THE BOARD



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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)

Executive Directors:

Mr. Liu Jinlan (*Chairman*)
Mr. Liu Xiang
Mr. Hang Youming
Mr. Wang Jin
Ms. Wang Yu

Independent Non-executive Directors:

Mr. Koo Fook Sun, Louis
Ms. Xu Chunhua
Ms. Zhang Guoyun

Registered Office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

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

9 January 2025

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND
OUT OF RETAINED EARNINGS;
(2) CLOSURE OF REGISTER OF MEMBERS;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 2 January 2025 in relation to the proposed declaration and payment of the Special Dividend out of the Retained Earnings.

The purpose of this circular is to provide you with information in respect of an ordinary resolution to be proposed at the EGM for the approval of the proposed declaration and payment of the Special Dividend out of the Retained Earnings to enable you to make a decision on whether to vote for or against such resolution and to give you notice of the EGM.

LETTER FROM THE BOARD

2. PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF RETAINED EARNINGS

Subject to the approval of the Shareholders, the Board has recommended and proposed the declaration and payment of a one-off special dividend of HK\$0.15 per Share out of the Retained Earnings.

As at the Latest Practicable Date, the Company has 1,920,125,199 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, 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 the 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.

Conditions of the payment of the 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 Friday, 21 February 2025 to those Shareholders whose names appear on the register of members of the Company on Friday, 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 the 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.

LETTER FROM THE BOARD

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.

3. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' entitlement to attend and vote at the EGM, 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 qualify for attending and voting at the EGM, all duly completed transfers of Shares 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.

If the proposed declaration and payment of the Special Dividend is approved by the Shareholders at the EGM, for determining the Shareholders' entitlement to receive the Special Dividend, the register of members of the Company will be closed from Thursday, 6 February 2025 to Friday, 7 February 2025 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify 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.

4. EGM AND PROXY ARRANGEMENT

A notice convening the EGM to 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. is set out on pages 7 to 8 of this circular. An ordinary resolution will be proposed at the EGM to consider, and if thought fit, to approve the proposed declaration and the payment of Special Dividend out of the Retained Earnings.

A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.irasia.com/listco/hk/xingda/index.htm). 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

LETTER FROM THE BOARD

adjourned meeting. Completion and return of the form of proxy will not preclude any member of the Company from attending the meeting or any adjournment thereof and voting in person if such member so wishes and in such event, the form of proxy will be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolution in relation thereto at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the EGM will be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Directors consider that the proposed declaration and payment of the Special Dividend out of the Retained Earnings is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

7. WARNING

Shareholders should take note that the payment of the Special Dividend is conditional upon passing of the relevant ordinary resolution to be proposed at the EGM. Therefore, the payment of the Special Dividend may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

Yours faithfully,
On behalf of the Board
Liu Jinlan
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.