



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)**

**PROXY FORM**

**Form of proxy for the Extraordinary General Meeting (the “Meeting”) to be held at 5th Floor, Main Building, No.88 West Renmin Road, Dainan Town, Xinghua City, Jiangsu Province, China on Tuesday, 10 February 2026 at 10 a.m. (or any adjournment thereof)**

I/We <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the issued share capital of Xingda International Holdings Limited (the “Company”), hereby appoint <sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the Chairman of the Meeting, as my/our proxy to attend on my/our behalf at the Meeting (and at any adjournment thereof) to vote for me/us at the Meeting to be held at 5th Floor, Main Building, No.88 West Renmin Road, Dainan Town, Xinghua City, Jiangsu Province, China on Tuesday, 10 February 2026 at 10 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting (the “Notice”) and at such Meeting (or at any adjournment thereof) to vote on my/our behalf as indicated below.

Please indicate with a “✓” in the box provided how you wish the proxy to vote on your behalf <sup>4</sup> in my/our name(s) in respect of the resolutions set out in the notice of the meeting (with or without amendments) as hereunder indicated.

Ordinary Resolutions		For <sup>4</sup>	Against <sup>4</sup>
1.	“ <b>THAT:</b> (i) the declaration and payment of a one-off special dividend of HK\$0.25 per ordinary share out of the retained earnings of the Group (the “ <b>Special Dividend</b> ”) 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 “ <b>Board</b> ”) of directors of the Company (the “ <b>Director(s)</b> ”) 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.”		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2026. Signature(s) <sup>5</sup>: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each in the issued share capital of the Company registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney or other person duly authorised.
6. To be valid, this 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.
7. In the case of joint holders of any share, 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, and 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of the form of proxy will not preclude you from attending the Meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.
10. Any alteration made to this form of proxy must be initialled by the person who signs it.