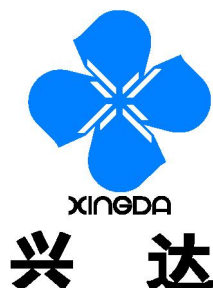


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XINGDA INTERNATIONAL HOLDINGS LIMITED

興達國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01899)

ANNOUNCEMENT

SCRIP DIVIDEND SCHEME IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2016

On 24 March 2017, it was announced that, among other things, the Board recommended the payment of a final dividend of 15.0 HK cents per Share for the year ended 31 December 2016 to the Shareholders whose names appear on the Register of Members on Monday, 12 June 2017. At the annual general meeting of the Company held on Wednesday, 24 May 2017, the 2016 Final Dividend was approved. The Shareholders were provided with an option to receive an allotment of new shares of HK\$0.1 each in the capital of the Company in lieu of cash only for the 2016 Final Dividend.

The Issue Price of the Scrip Shares has been determined at HK\$2.67 per Share. Further details of the Scrip Dividend Scheme are set out in a circular which will be sent to the Shareholders on Friday, 23 June 2017, together with the Election Form (if appropriate). Shareholders who wish to elect to receive an allotment of Scrip Shares or partly in cash and partly in Scrip Shares in respect of the 2016 Final Dividend must complete, sign and return the Election Forms to the Company's branch share registrar in Hong Kong no later than 4:30 p.m. on Monday, 10 July 2017. Dividend warrants and share certificates in respect of the 2016 Final Dividend will be despatched to the Shareholders on Friday, 21 July 2017.

On 24 March 2017, it was announced that, among other things, the board of directors (the “**Board**”) of Xingda International Holdings Limited (the “**Company**”) recommended the payment of a final dividend of 15.0 HK cents per share (the “**2016 Final Dividend**”) of HK\$0.1 each in the capital of the Company (the “**Share(s)**”) for the year ended 31 December 2016 payable to the shareholders of the Company (the “**Shareholder(s)**”) whose names appear on the register of members of the Company (the “**Register of Members**”) as at the close of business on Monday, 12 June 2017 (the “**Record Date**”). At the annual general meeting of the Company held on Wednesday, 24 May 2017, the 2016 Final Dividend was approved. The Shareholders were provided with an option to receive an allotment of new shares of HK\$0.1 each in the capital of the Company (the “**Scrip Shares**”) in lieu of cash only for the 2016 Final Dividend (the “**Scrip Dividend Scheme**”). Dividend warrants and share certificates in respect of the 2016 Final Dividend will be despatched to the Shareholders on Friday, 21 July 2017.

Under the Scrip Dividend Scheme, Shareholders whose names appear on the Register of Members on the Record Date may elect to receive:

- (a) a cash dividend of 15.0 HK cents for each Share held on the Record Date; or
- (b) a scrip dividend of new shares at an Issue Price (as defined below), subject to any fractional entitlement being disregarded as mentioned below; or
- (c) a combination of partly in (a) and partly in (b) above.

The issue price of the Scrip Shares has been determined at HK\$2.67 per Share (the “**Issue Price**”), which is the average closing price of the Shares quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the five consecutive trading days from Tuesday, 6 June 2017 to Monday, 12 June 2017 (both days inclusive), less a 5% discount. Accordingly, the number of Scrip Shares which each Shareholder will receive under the Scrip Dividend Scheme will be calculated as follows:

$$\begin{array}{l}
 \text{Number of Scrip} \\
 \text{Shares} \\
 \text{to be received} \\
 \text{(round down to the} \\
 \text{nearest whole} \\
 \text{number)}
 \end{array}
 =
 \begin{array}{l}
 \text{Number of existing shares} \\
 \text{held on the Record Date} \\
 \text{for which the election for} \\
 \text{Scrip Shares is made}
 \end{array}
 \times
 \frac{\text{HK\$0.15}}{\text{HK\$2.67}}$$

The number of Scrip Shares to be received by each Shareholder pursuant to his/her election will be rounded down to the nearest whole number. No Shareholder will be entitled to be issued any fraction of a Share under the Scrip Dividend Scheme. If Shareholders elect to receive the maximum number of Scrip Shares in lieu of their cash dividend, a residual dividend entitlement may arise, representing the difference between the total cash equivalent of the Scrip Shares based on the Issue Price to be issued to them and the maximum dividend available in respect of their shareholdings. Fractional entitlements to Scrip Shares will be disregarded and the benefit thereof will accrue to the Company.

Scrip Shares issued to a Shareholder pursuant to an election to receive some or all of his/her 2016 Final Dividend in Scrip Shares may be allocated in odd lots (of fewer than a board lot of 1,000 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of Scrip Shares issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

Shareholders may elect to receive Scrip Shares in respect of all or part of their holding of Shares. No fraction of a Share will be issued. If Shareholders choose to take only part of their dividends as Scrip Shares, they will receive the balance in cash.

Further details of the Scrip Dividend Scheme are set out in a circular which will be sent to the Shareholders on Friday, 23 June 2017, together with the Election Form (if appropriate). Shareholders who wish to elect to receive an allotment of Scrip Shares or partly in cash and partly in Scrip Shares in respect of the 2016 Final Dividend must complete, sign and return the Election Forms to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited of 31/F., 148 Electric Road, North Point, Hong Kong **no later than 4:30 p.m. on Monday, 10 July 2017**.

The latest time for submission of the Election Forms will not be valid if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning in force in Hong Kong:

- (i) at any time before 12:00 noon and no longer in force after 12:00 noon on Monday, 10 July 2017. Instead, the deadline for submission of the Election Forms will be extended to 5:00 p.m. on the same business day;
- (ii) at any time between 12:00 noon and 4:00 p.m. on Monday, 10 July 2017. Instead, the deadline for submission of the Election Forms will be rescheduled to 4:30 p.m. on the next business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

The Board is aware that, after making legal enquiries by the Company, for the Shareholders with addresses in Australia and the People's Republic China ("PRC") respectively, Shareholder(s) in Australia will be entitled to participate in the Scrip Dividend Scheme but local approval and/or registrations or other formalities in relation to the Scrip Dividend Scheme need to be observed before Shareholder(s) who are individual(s) in the PRC can participate in the Scrip Dividend Scheme. As the Board considered that it would not be cost-effective or expedient for the Company to make available the Scrip Dividend Scheme to Shareholders who are individual(s) in the PRC, it has decided to exclude such PRC Shareholder(s) from the Scrip Dividend Scheme. Accordingly, such PRC Shareholder(s) will receive the 2016 Final Dividend wholly in cash. It is the responsibility of Shareholders with a registered address outside Hong Kong or otherwise residing outside Hong Kong to consult their professional advisers as to whether they are permitted to receive the Scrip Shares under the Scrip Dividend Scheme or if any governmental or other consent is required or other formalities need to be observed, the taxation consequences of their decision and whether there are any restrictions on their handling of any Scrip Shares so acquired (such as the sale of them).

The Scrip Dividend Scheme is conditional upon listing approval being granted by the Stock Exchange in respect of the Scrip Shares to be issued pursuant thereto. If this condition is not satisfied, the Scrip Dividend Scheme will not become effective, the Election Forms will be void and the 2016 Final Dividend will then be paid wholly in cash.

By Order of the Board

Xingda International Holdings Limited

Liu Jinlan

Chairman

Shanghai, the PRC, 12 June 2017

As at the date of this announcement, the executive Directors are Mr. LIU Jinlan, Mr. LIU Xiang, Mr. TAO Jinxiang and Mr. ZHANG Yuxiao, the non-executive Director is Ms. WU Xiaohui and the independent non-executive Directors are Mr. KOO Fook Sun, Louis, Mr. William John SHARP and Ms. XU Chunhua.