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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 8
JUNE 2023
CHANGE OF DIRECTORS
AND
CHANGE IN THE COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) is pleased to announce that all the resolutions set out in the notice of the annual general meeting of the Company dated 28 April 2023 (the “**AGM Notice**”) were duly passed by the shareholders (the “**Shareholders**”) of Xingda International Holdings Limited (the “**Company**”) by way of poll at the annual general meeting of the Company held on 8 June 2023 (the “**Annual General Meeting**”).

POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the circular of the Company dated 28 April 2023 (“**Circular**”) in relation to, among other matters, proposals for general mandates to issue and repurchase ordinary shares in the capital of the Company (the “**Shares**”) and re-election of Directors. Terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

The Board is pleased to announce that all the resolutions (“**Resolutions**”) set out in AGM Notice were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 8 June 2023.

The poll results in respect of the Resolutions were as follows:

Ordinary resolutions		Number of votes cast (Percentage of total number Of votes cast)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the auditors for the year ended 31 December 2022.	1,058,760,185 99.9312%	728,651 0.0688%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
2.	To consider and declare a final dividend of 15.00 HK cents per Share for the year ended 31 December 2022.	1,059,484,836 99.9996%	4,000 0.0004%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3A.	(i) To re-elect Mr. Liu Jinlan as an executive director of the Company.	980,631,037 92.5570%	78,857,799 7.4430%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3B.	(ii) To appoint Mr. Luo Tiejun as an independent non-executive director of the Company.	1,059,484,836 99.9996%	4,000 0.0004%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3C.	To authorise the Board to fix the Directors' remuneration.	993,969,957 93.8160%	65,518,879 6.1840%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
4.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration.	1,059,243,752 99.9769%	245,084 0.0231%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
5A.	To give a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20 per cent. of the number of Shares in issue as set out in the resolution numbered 5A of the AGM Notice.	934,593,263 88.2117%	124,895,573 11.7883%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary resolutions		Number of votes cast (Percentage of total number Of votes cast)	
		For	Against
5B.	To give a general mandate to the Directors to repurchase Shares not exceeding 10 per cent. of the number of Shares in issue as set out in the resolution numbered 5B of the AGM Notice.	1,059,484,836 99.9996%	4,000 0.0004%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
5C.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by an amount not exceeding the number of Shares repurchased by the Company as set out in the resolution numbered 5C of the AGM Notice.	813,048,923 76.7397%	246,439,913 23.2603%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

The full text of the Resolutions is set out in the AGM Notice.

The Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, was appointed as the scrutineer for the vote-taking at the Annual General Meeting.

As at the date of the Annual General Meeting, the total number of issued Shares was 1,662,445,199 Shares. The total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the Annual General Meeting was 1,662,445,199 Shares. There were no restrictions on any Shareholders to cast votes on any of the resolutions at the Annual General Meeting. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the Annual General Meeting as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the Annual General Meeting.

Directors of the Company namely Mr. Liu Jinlan, Mr. Liu Xiang, Mr. Zhang Yuxiao, Mr. Koo Fook Sun, Louis and Ms. Xu Chunhua, attended the Annual General Meeting either in person or by electronic means.

RETIREMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Tao Jinxiang retired as an executive Director with effect from the conclusion of the Annual General Meeting due to his desire to retire at his age of 60 to devote more time to his personal endeavours. Following his retirement, Mr. Tao Jinxiang ceased to be the member of the Manufacturing and Operations Committee and Investment and International Development Committee respectively. Mr. Tao Jinxiang has confirmed that he has no disagreement with the Board

and that he is not aware of any matters relating to his retirement that needs to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude and appreciation to Mr. Tao Jinxiang for his valuable advice and contributions to the Company during his tenure of office in the past years.

The Board also announces that Mr. William John Sharp retired as an independent non-executive Director with effect from the conclusion of the Annual General Meeting. Having taken into account of the joining of the new independent board member and his reaching of age of over 80, Mr. William John Sharp decided to take the opportunity to retire from his position as an independent non-executive Director and not to offer himself for re-election at the forthcoming annual general meeting of the Company. Following his retirement, Mr. William John Sharp ceased to be the chairman of the Remuneration and Management Development Committee and the member of the Audit Committee respectively. Mr. William John Sharp has confirmed that he has no disagreement with the Board and that he is not aware of any matters relating to his retirement that needs to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude and appreciation to Mr. William John Sharp for his valuable advice and contributions to the Company during his tenure of office in the past years.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce the appointment of Mr. Luo Tiejun as an independent non-executive Director, a member of the Audit Committee and Remuneration and Management Development Committee respectively with effect from the conclusion of the Annual General Meeting.

Mr. Luo Tiejun (駱鐵軍), aged 64, served in various positions in the metallurgy industry between 1991 and 2008. He was the deputy Chief Economist of Wugang Group in 2008 to 2009. From April 2009 to March 2019, he joined the Ministry of Industry and Information Technology and served in various positions. He has acted as the Vice Chairman of China Iron & Steel Association since July 2019. The Board believes that he is able to exercise independent and professional judgement in relation to matters and affairs of the Company. He graduated with a master's degree in pressure processing of metals faculty from the University of Science and Technology Beijing in January 1991.

Save as disclosed herein, as at the date of this announcement, Mr. Luo (i) does not hold any position in the Company or members of the Group; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any directorship in other listed companies in Hong Kong or overseas for the last three years; and (iv) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

Mr. Luo will enter into a letter of appointment with the Company for a term of three years commencing from 8 June 2023, which shall continue thereafter, subject to termination by either party at any time by giving to the other not less than three months' prior written notice and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Mr. Luo will not receive any director's fee for acting as an independent non-executive Director. Mr. Luo will be entitled to reimbursement of reasonable out-of-pocket expenses properly incurred in connection with the performance of his duties under the letter of appointment or in connection with his office.

Save as disclosed above, there is no further information relating to the proposed appointment of Mr. Luo that needs to be disclosed pursuant to any of the requirements set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

The Board resolved (i) the appointment of Mr. Luo Tiejun as a member of the Audit Committee and the Remuneration and Management Development Committee respectively, (ii) Mr. Tao Jinxiang ceasing to be a member of the Manufacturing And Operations Committee and Investment and International Development Committee respectively, (iii) Mr. William John Sharp ceasing to be the chairman of the Remuneration and Management Development Committee and the member of the Audit Committee respectively and (iv) at the recommendation of the Nomination Committee, the appointment of Mr. KOO Fook Sun, Louis, an independent non-executive Director, as the chairman of the Remuneration and Management Development Committee, with effect from the conclusion of the Annual General Meeting.

With effect from the conclusion of the Annual General Meeting, the composition of the Audit Committee, Remuneration and Management Development Committee, Manufacturing and Operations Committee and Investment and International Development Committee are as follows:

Audit Committee

Mr. KOO Fook Sun, Louis (*Chairman*)

Mr. LUO Tiejun

Ms. Xu Chunhua

Remuneration and Management Development Committee

Mr. KOO Fook Sun, Louis (*Chairman*)

Mr. LUO Tiejun

Manufacturing And Operations Committee

Mr. LIU Jinlan (*Chairman*)

Mr. LIU Xiang

Investment and International Development Committee

Mr. ZHANG Yuxiao (*Chairman*)

Mr. LIU Jinlan

By order of the Board

Liu Jinlan

Chairman of the Board

Shanghai, the PRC, 8 June 2023

As at the date of this announcement, the executive directors of the Company are Mr. Liu Jinlan, Mr. Liu Xiang and Mr. Zhang Yuxiao and the independent non-executive directors of the Company are Mr. Koo Fook Sun, Louis, Mr. Luo Tiejun and Ms. Xu Chunhua.