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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Xingda International Holdings Limited (the “**Company**”) will be held at 6th Floor, No. 20, Lane 599 Yunling Road (East), Putuo District, Shanghai, China on Thursday, 9 June 2022 at 10:00 a.m. for the purpose of transacting the following business:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“**Directors**”) and the auditors for the year ended 31 December 2021;
2. To consider and declare a final dividend of 15.0 HK cents per share of the Company for the year ended 31 December 2021;
3. Each as a separate resolution, to re-elect the retiring Directors (namely, Mr. Liu Xiang as an executive Director, Mr. Zhang Yuxiao as an executive Director and Ms. Xu Chunhua as an independent non-executive Director) and to authorise the Board of Directors to fix the Directors’ remuneration;
4. To re-appoint the auditors of the Company and to authorise the Board of Directors to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“**Shares**”) or securities convertible into Shares or to make or grant offers, agreements, options and other rights or issue warrants or other securities which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other rights, and issue warrants and other securities, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or issued or to be allotted or issued (or agreed conditionally or unconditionally to be allotted or issued) or dealt with by the Directors pursuant to the approvals in paragraphs (a) and (b) of this resolution, otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as defined below);
 - (ii) any scrip dividend or similar arrangement providing for an issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company;
 - (iii) an exercise of rights of subscription or conversion under the terms of any warrants or any securities which are convertible into Shares which are made, granted or issued by the Company before the Relevant Period;
 - (iv) the exercise of any options which may be granted under any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of Shares or rights to subscribe or otherwise acquire Shares to officers and/or employees of the Company and/or of any of its subsidiaries and/or to any other persons/entities;

shall not exceed the sum of:

- (i) 20 per cent. of the aggregate number of Shares in issue at the date of passing this resolution; and

- (ii) the aggregate number of Shares repurchased under the authority granted to the Directors as referred to in paragraph 5B below,

and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the laws of the Cayman Islands or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Rights Issue**” means the allotment or issue of Shares or other securities of the Company which would or might require Shares or securities of the Company to be allotted and issued pursuant to an offer made to all holders of Shares on the Company’s register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

B. THAT:

- (a) the Directors be and are hereby granted a general and unconditional mandate to exercise all powers of the Company to repurchase on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose such number of Shares not exceeding 10 per cent. of the aggregate number of Shares in issue at the date of passing this resolution during the Approved Period (as defined below) in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time); and

(b) for the purposes of this resolution:

“**Approved Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the laws of the Cayman Islands or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 5A and 5B above, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional Shares or securities convertible into Shares pursuant to the resolution set out in paragraph 5A above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or issued or to be allotted or issued (or agreed conditionally or unconditionally to be allotted or issued) or dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 5B above, provided that such extended amount shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of passing this resolution.”

SPECIAL RESOLUTION

6. To consider, and if thought fit, to pass with or without amendments the following resolution as a Special Resolution:

“**THAT:**

- (a) the proposed amendments to the articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 29 April 2022, be and are hereby approved;
- (b) the amended and restated articles of association of the Company (the “**Amended and Restated Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the

chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the articles of association of the Company with immediate effect after the close of this meeting; and

- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Articles of Association.”

By Order of the Board
Liu Jinlan
Chairman of the Board

Hong Kong, 29 April 2022

Principal place of business:

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

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, 3 June 2022 to Thursday, 9 June 2022, 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 annual general meeting to be held on Thursday, 9 June 2022, 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, 2 June 2022.

4. The proposed final dividend for the year ended 31 December 2021 is subject to the approval by the shareholders of the Company at the forthcoming annual general meeting to be held on Thursday, 9 June 2022. The register of members of the Company will be closed from Thursday, 16 June 2022 to Monday, 20 June 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for receiving the final dividend, all duly completed transfer forms accompanied by the relevant Share certificates must be lodged with 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 Wednesday, 15 June 2022.
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. Tao Jinxiang and Mr. Zhang Yuxiao; and the independent non-executive directors of the Company are Mr. Koo Fook Sun, Louis, Mr. William John Sharp and Ms. Xu Chunhua.