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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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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**兴 达**

**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)**

**PROPOSALS FOR GENERAL MANDATES TO  
ISSUE SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE NEW AMENDED  
AND RESTATED ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 2nd Floor, Main Building, No. 88 West Renmin Road, Dainan Town, Xinghua City, Jiangsu Province, China on Wednesday, 29 May 2024 at 10:00 a.m. is set out on pages 23 to 28 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy accompanying the notice of the annual general meeting 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 annual general meeting 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.

29 April 2024

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 2nd Floor, Main Building, No. 88 West Renmin Road, Dainan Town, Xinghua City, Jiangsu Province, China on Wednesday, 29 May 2024 at 10:00 a.m. or any adjournment thereof;
“Articles of Association”	the existing articles of association of the Company;
“Board”	the board of Directors;
“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;
“Controlling Shareholders”	has the meaning ascribed to it in the Listing Rules and in this circular, on the assumption that the five parties’ agreement dated 29 August 2005, as supplemented by supplemental agreements dated 15 November 2005 and 29 November 2022, and/or the AIC Agreement dated 29 November 2022 has been validly terminated (details of which please refer to the announcement of the Company dated 7 January 2024), refers to Great Trade Limited, In-Plus Limited, Wise Creative Limited, Widen Success Holdings Limited and Messrs. Liu Jinlan, Liu Xiang, Hang Youming and Liu Tao (in their respective capacities as the legal owners of the aforesaid companies), together as a group;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$” and “HK cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	as defined in paragraph 7(a) of the Letter from the Board in this circular;
“Jiangsu Xingda”	江蘇興達鋼簾線股份有限公司 (Jiangsu Xingda Steel Tyre Cord Co., Ltd.*), a non wholly-owned subsidiary of the Company established in the PRC which is indirectly owned as to 70.32% by the Company;

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## DEFINITIONS

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“Latest Practicable Date”	22 April 2024, 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;
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix III to this circular;
“Repurchase Mandate”	as defined in paragraph 7(b) of the Letter from the Board in this circular;
“RMB”	Renminbi, the lawful currency for the time being of the PRC;
“New Amended and Restated Articles of Association”	the new amended and restated articles of association of the Company proposed to be adopted at the Annual General Meeting;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended from time to time);
“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);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time;
“US\$”	United States dollars, the lawful currency for the time being of the United States of America;
“Xingda International (Shanghai)”	興達國際(上海)特種簾線有限公司 (Xingda International (Shanghai) Special Cord Co., Ltd.*), an indirect wholly-owned subsidiary of the Company established in the PRC; and

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## DEFINITIONS

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“Xingda Special Cord”

江蘇興達特種金屬複合線有限公司 (Jiangsu Xingda Special Cord Co., Ltd.\*), an indirect non wholly-owned subsidiary of the Company established in the PRC.

*\* denotes an English translation of a Chinese name*

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

*Independent Non-executive Directors:*

Mr. Koo Fook Sun, Louis  
Ms. Xu Chunhua

*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

29 April 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO  
ISSUE SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE NEW AMENDED  
AND RESTATED ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the adoption of the audited consolidated financial statements of the Company and the reports of the Directors and the auditors; (ii) the declaration of a final dividend; (iii) the re-election of retiring Directors; (iv) the re-

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## **LETTER FROM THE BOARD**

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appointment of the auditors; (v) the granting of the Issue Mandate to the Directors; (vi) the granting of the Repurchase Mandate to the Directors; (vii) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased by the Company under the Repurchase Mandate; and (viii) the Proposed Amendments and the adoption of the New Amended and Restated Articles of Association.

### **2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS**

The 2023 annual report incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the auditors for the year ended 31 December 2023 will be sent together with this circular to the Shareholders on the same date. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Company.

### **3. DECLARATION OF FINAL DIVIDEND**

The Board has recommended a final dividend of 13.0 HK cents per Share for the year ended 31 December 2023 in cash. Subject to the approval by the shareholders of the Company at the forthcoming Annual General Meeting, such final dividend will be paid on Friday, 26 July 2024.

The proposed final dividend for the year ended 31 December 2023 is subject to the approval by the Shareholders at the Annual General Meeting to be held on Wednesday, 29 May 2024. The register of members of the Company will be closed from Wednesday, 5 June 2024 to Thursday, 6 June 2024, 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 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 Tuesday, 4 June 2024.

### **4. RE-ELECTION OF RETIRING DIRECTOR**

According to Article 86 of the Articles of Association, any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election. Mr. Hang Youming, Mr. Wang Jin and Ms. Wang Yu were appointed as executive Directors on 15 January 2024 as additional Directors to the then Board.

According to Article 87 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any

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## LETTER FROM THE BOARD

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Director appointed by the Board for the purpose of filling a casual vacancy on the Board or as an addition to the existing Board who shall retire for re-election pursuant to Article 86 of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

As such, Mr. Koo Fook Sun Louis, Mr. Zhang Yuxiao, Ms. Xu Chunhua, Mr. Hang Youming, Mr. Wang Jin and Ms. Wang Yu will retire from office by rotation in accordance with Articles 86 and 87 of the Articles of Association and being eligible, will offer themselves for re-election at the Annual General Meeting.

Each of Mr. Koo Fook Sun Louis and Ms. Xu Chunhua has served as an independent non-executive Director for more than 9 years. In assessing the re-election of Mr. Koo and Ms. Xu, the Board has respectively considered Mr. Koo's and Ms. Xu's contribution and service to the Company, and reviewed his/her expertise and professional qualification to determine whether each of Mr. Koo and Ms. Xu satisfies the selection criteria under the nomination policy of the Company. The Board is of the view that each of Mr. Koo and Ms. Xu meets the independence factors set out in Rule 3.13 of the Listing Rules and is not involved in the daily management of the Company nor in any relationships or circumstances which would interfere with the exercise of his/her independent judgment. In addition, each of Mr. Koo and Ms. Xu continues to demonstrate his/her ability to provide an independent, balanced and objective view to the affairs of the Company and there is no evidence that his/her tenure has had any impact on his/her independence. The Board is of the opinion that each of Mr. Koo and Ms. Xu remains independent notwithstanding the length of his/her service and it believes that Mr. Koo's valuable knowledge professional accounting, Ms. Xu's valuable knowledge in technology research relating to rubber chemicals, his/her experience in the Group's business and his/her general business acumen will continue to generate significant contribution to the Company and the Shareholders as a whole.

Details of the Directors who will be proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### **5. LENGTH OF TENURE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The two independent non-executive Directors, Mr. Koo Fook Sun, Louis and Ms. Xu Chunhua, have served more than nine years on the Board. According to code provision B.2.4(a) of Part 2 of the Corporate Governance Code ("**CG Code**") as set out in Appendix C1 to the Listing Rules, where all the independent non-executive directors of an issuer have served more than nine years on the board, the issuer should disclose the length of tenure of each existing independent non-executive director on a named basis.

Mr. Koo Fook Sun, Louis was appointed as an independent non-executive Director on 23 August 2005 and has been serving the Company for more than 18 years.

Ms. Xu Chunhua was appointed as an independent non-executive Director on 23 August 2005 and has been serving the Company for more than 18 years.



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## LETTER FROM THE BOARD

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Pursuant to code provision B.2.4(b) of the CG Code, the Company shall appoint a new independent non-executive director on the Board at the Annual General Meeting as all the independent non-executive Directors have served more than nine years. Given the fact that Mr. Luo Tiejun, the then independent non-executive Director, resigned recently on 3 April 2024, the Company requires more time and is in the process of identifying suitable candidate(s) to fill the vacancy, and will use its best endeavors to ensure a suitable candidate to be appointed as soon as possible and within three months from 3 April 2024. The Company will make further announcement(s) in relation to the appointment of new independent non-executive Director(s) as and when appropriate in accordance with the Listing Rules.

### 6. RE-APPOINTMENT OF AUDITORS

The Board (which agreed with the view of the audit committee of the Company) recommended that, subject to the approval of the Shareholders at the Annual General Meeting, Deloitte Touche Tohmatsu be re-appointed as the auditors of the Company for the year ending 31 December 2024.

### 7. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the Annual General Meeting, ordinary resolutions will be proposed to approve the granting of general mandates to the Directors:

- (a) to allot, issue and deal with the shares of the Company or securities convertible into the shares of the Company which, in aggregate, do not exceed 20% of the number of Shares in issue on the date of passing of such resolution (the “**Issue Mandate**”), namely, up to a maximum of 384,025,039 Shares on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting and that the issued share capital of the Company comprised 1,920,125,199 Shares as at the date of the Annual General Meeting;
- (b) to repurchase the shares of the Company on the Stock Exchange (or on any other stock exchange on which the shares of the Company may be listed) which, in aggregate, do not exceed 10% of the number of Shares in issue on the date of passing of such resolution (the “**Repurchase Mandate**”), namely, up to a maximum of 192,012,519 Shares on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting and that the issued share capital of the Company comprised 1,920,125,199 Shares as at the date of the Annual General Meeting; and
- (c) to extend the Issue Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (up to a maximum number equivalent to 10% of the number of Shares in issue as at the date of the grant of the Repurchase Mandate).

The Issue Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions numbered 5A and 5B set out in the notice of the Annual General Meeting. With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto.

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## LETTER FROM THE BOARD

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In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### **8. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Board proposes to amend the Articles of Association and to adopt the New Amended and Restated Articles of Association in substitution for, and to the exclusion of, the Articles of Association for the purposes of, among others, (i) update and bring the Articles of Association in line with the relevant amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers, which became effective from 31 December 2023; and (ii) make other consequential and housekeeping amendments. Details of the Proposed Amendments are set out in the Appendix III to this circular.

The Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules. The legal advisers of the Company as to Cayman Islands laws confirm that the Proposed Amendments do not violate the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The Proposed Amendments are prepared in English and the Chinese translation is for reference only. If there are any inconsistencies between the English version and the Chinese version of the Proposed Amendments, the English version shall prevail.

A special resolution will be proposed at the Annual General Meeting for the Shareholders to, among others, consider and, if thought fit, approve the Proposed Amendments and the adoption of the New Amended and Restated Articles of Association in substitution for, and to the exclusion of, the Articles of Association. The amendments to the Articles of Association and the adoption of the New Amended and Restated Articles of Association will take effect on the date on which they are approved at the Annual General Meeting.

### **9. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 23 to 28 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate by the addition thereto of the aggregate number of Shares repurchased pursuant to the Repurchase Mandate, the re-election of retiring Directors, the proposed declaration of final dividend and the Proposed Amendments and adoption of the New Amended and Restated Articles of Association.

The register of members of the Company will be closed from Friday, 24 May 2024 to Wednesday, 29 May 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting to be held on Wednesday, 29 May

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## LETTER FROM THE BOARD

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2024, 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 May 2024.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. 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 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.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting 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.

### 10. 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 11. RECOMMENDATION

The Directors consider that the above proposals are in the best interests of the Company and its shareholders and accordingly recommend all Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

### 12. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,  
On behalf of the Board  
**Liu Jinlan**  
*Chairman*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*The following is an explanatory statement required under the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,920,125,199 Shares.

Subject to the passing of the proposed resolution in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 192,012,519 Shares (representing 10% of the Shares in issue as at the date of passing resolution in respect of the granting of the Repurchase Mandate) until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation by an ordinary resolution of the Shareholders of the Company in a general meeting.

### **2. REASON FOR REPURCHASE OF SHARES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders by providing flexibility for the Board to exercise such mandate as and when appropriate. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and its shareholders.

The Directors have no present intention to repurchase any Shares.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purchase in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Repurchases pursuant to the Repurchase Mandate will be made out of the profits of the Company or the proceeds of a fresh issue of shares made for such purpose or, subject to the Articles of Association and the laws of the Cayman Islands, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided from out of the profits of the Company or out of sums standing to the credit of the share premium account of the Company or, subject to the Articles of Association and the laws of the Cayman Islands, out of capital.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023 in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not

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## APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### 4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months (and April 2023 through to the Latest Practicable Date) were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	1.68	1.55
May	1.68	1.59
June	1.64	1.39
July	1.47	1.38
August	1.49	1.44
September	1.46	1.37
October	1.39	1.25
November	1.53	1.32
December	1.53	1.40
<b>2024</b>		
January	1.70	1.42
February	1.60	1.30
March	1.61	1.39
April (through to the Latest Practicable Date)	1.64	1.45

### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such resolution is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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### **6. TAKEOVERS CODE**

If on the exercise of the powers to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Controlling Shareholders held 666,201,457 Shares representing approximately 34.70% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, assuming that the present shareholdings and capital structure of the Company remain the same, the interests of the Controlling Shareholders in the issued Shares would be increased to approximately 38.55% of the total issued share capital of the Company. Such increase will give rise to an obligation of the Controlling Shareholders to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as the aforesaid, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a consequence of such purchases made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate (whether in full or otherwise) to an extent that will trigger the obligations to make a mandatory offer under Rule 26 of the Takeovers Code, nor to repurchase any Shares to the extent that will result in the amount of Shares held by the public being reduced to less than 25% of the total issued shares of the Company.

### **7. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company during the six months immediately prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

### **8. CONFIRMATION**

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

*This appendix sets out the details of the Director proposed to be re-elected at the Annual General Meeting pursuant to Rule 13.74 of the Listing Rules:*

**Mr. ZHANG Yuxiao (“Mr. Zhang”)** (張宇曉), aged 54, has been an executive Director and Chief Financial Officer of the Company since August 2005. He is the chairman of each of the executive committee and investment and international development committee of the Company. He has also been a director of Xingda Special Cord since 13 June 2007 and a director of 山東興達鋼簾線有限公司 (Shandong Xingda Steel Tyre Cord Co., Ltd.\*) (“**Shandong Xingda**”) since 27 June 2011. He was a director of Jiangsu Xingda from 25 January 2003 to 5 February 2024 and a director of Xingda International (Shanghai) from 18 September 2006 to 11 July 2013. He is responsible for accounting and finance and international market development. From 1995 to 2000, he was the vice president of Clemente Capital (Asia) Limited and was responsible for investment management. Mr. Zhang obtained a bachelor’s degree in sciences from Fudan University in July 1991. Mr. Zhang has more than 23 years of experience in the radial tire cord manufacturing industry.

Save as disclosed above, Mr. Zhang as at the Latest Practicable Date (i) did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas three years preceding the Latest Practicable Date; and (ii) did not hold any other positions with the Company or any of its subsidiaries.

Mr. Zhang has entered into a service agreement with the Company for an initial term of three years and will continue subject to termination by the Company by giving not less than three months’ prior written notice to Mr. Zhang. In accordance with the service agreement, Mr. Zhang is currently entitled to a director’s salary of HK\$1,198,168 per annum, and such salary may be adjusted subject to the recommendation of the remuneration and management development committee of the Company and at the discretion of the Board. The annual director’s salary of Mr. Zhang was determined on the basis of his role in the Group, the extent of his responsibilities and his experience. In addition, Mr. Zhang will be entitled to a discretionary bonus as recommended by the remuneration and management development committee of the Company and decided by the Board. He will also be entitled to reimbursement of traveling expenses and all reasonable out-of-pocket expenses properly incurred in the performance of his duties under employment. The total emoluments of Mr. Zhang for the year ended 31 December 2023 was RMB1,975,000.

As at the Latest Practicable Date, Mr. Zhang was interested in 2,675,000 underlying Shares attached to the share awards granted to him under the share award scheme adopted on 4 September 2009 (the “**Share Award Scheme**”).

Save as disclosed above, Mr. Zhang as at the Latest Practicable Date (i) did not have any relationship with any Director, senior management or any substantial or controlling Shareholders of the Company; and (ii) did not have any interest (within the meaning of Part XV of the SFO) in any securities of the Company.

There are no other matters that are required 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 is no other matter which needs to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Zhang Yuxiao as an executive Director.

**Mr. Hang Youming (“Mr. Hang”) (杭友明)**, aged 55, is serving as the vice president of Jiangsu Xingda, being responsible for sales and marketing of the Group. He joined Jiangsu Xingda Steel Cord Group Company\* (江蘇興達鋼簾線集團公司), the predecessor of Jiangsu Xingda, in May 1994, holding a sales management position, and has been working for Jiangsu Xingda since its establishment in 1998. He has been a director of Jiangsu Xingda since 5 February 2021 and a director of Shandong Xingda since 27 June 2011. Mr. Hang has more than 20 years of experience in radial tire steel cord manufacturing. He was awarded as the Top Ten Marketing Stars in Industrial Enterprises Marketing\* (工業企業營銷十大營銷明星) by the Taizhou Municipal People’s Government\* (泰州市人民政府) and won the Second Prize for Scientific and Technological Progress\* (科技進步二等獎) from the China Petroleum and Chemical Industry Federation. Mr. Hang has more than 28 years of experience in the radial tire cord manufacturing industry. He is the son-in-law of Mr. Liu Jinlan, an executive Director, and the brother-in-law of Mr. Liu Xiang, an executive Director.

Mr. Hang is the legal owner and the sole director of Wise Creative Limited. Wise Creative Limited, together with various other parties, is the Controlling Shareholder. Save as disclosed above, Mr. Hang as at the Latest Practicable Date (i) did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas three years preceding the Latest Practicable Date; and (ii) did not hold any other positions with the Company or any of its subsidiaries.

Mr. Hang has entered into a service agreement with the Company for an initial term of three years and will continue subject to termination by the Company by giving not less than three months’ prior written notice to Mr. Hang. In accordance with the service agreement, no director’s fee will be paid to Mr. Hang in respect of his appointment as an executive Director. The total emoluments of Mr. Hang for the year ended 31 December 2023 was RMB5,731,000.

As at the Latest Practicable Date, Mr. Hang was interested and/or deemed to be interested in an aggregate of 666,201,457 Shares within the meaning of Part XV of the SFO. Mr. Hang has been a party acting in concert with Mr. Liu Jinlan, Mr. Liu Xiang, Mr. Tao Jinxiang and Mr. Zhang pursuant to a five parties’ agreement dated 29 August 2005, as supplemented by supplemental agreements dated 15 November 2005 and 29 November 2022 (the “**Five Parties’ Agreement**”), and also a party acting in concert with Great Trade Limited, In-Plus Limited, Perfect Sino Limited, Power Aim Limited, Wise Creative Limited, Widen Success Holdings Limited and Mr. Liu Tao pursuant to an agreement dated 29 November 2022 (the “**AIC Agreement**”) (collectively, the “**Acting in Concert Arrangements**”). The Company was informed that Mr. Tao Jinxiang, Mr. Zhang, Perfect Sino Limited and Power Aim Limited had unilaterally terminated the Acting in Concert Arrangements with effect from 5 January 2024 by giving a termination notice to the other parties. As such, assuming that the Acting in Concert Arrangements have been validly terminated or amended, as at the Latest Practicable Date, Mr. Hang (i) was interested in 12,675,001 Shares as beneficial owner (consisting of 10,000,001 Shares personally held by Mr. Hang and 2,675,000 underlying Shares attached to the Share Award Scheme, (ii) was deemed to be interested in 87,735,999 Shares through Wise Creative Limited, a limited company wholly owned by Mr. Hang, and (iii) was deemed to be interested in 565,790,457 Shares, which amounts to the same number of Shares that the other concerted parties (excluding Mr. Tao Jinxiang, Mr. Zhang, Perfect Sino Limited and Power Aim Limited) to the Five Parties’ Agreement and the AIC Agreement held.



Save as disclosed above, Mr. Hang as at the Latest Practicable Date (i) did not have any relationship with any Director, senior management or any substantial or controlling Shareholders of the Company; and (ii) did not have any interest (within the meaning of Part XV of the SFO) in any securities of the Company.

Save as disclosed above, there are no other matters that are required 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 is no other matter which needs to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Hang as an executive Director.

**Mr. Wang Jin (“Mr. Wang”)** (王進), aged 44, is a senior economist and has joined the Group since 2004. He graduated from Jilin University in January 2016, majoring in finance. He worked as an accounting supervisor in Xinghua Dainan sub-branch of China Construction Bank Corporation\* (中國建設銀行股份有限公司興化戴南支行) from August 2001 to February 2004. He later joined Jiangsu Xingda and served as (i) an accounting supervisor from March 2004 to December 2004; (ii) a financial supervisor from January 2005 to June 2006; and (iii) has been the director of the finance department since 2006. Mr. Wang has engaged in financial and accounting management work for more than 20 years, with rich experiences in national finance, tax laws and regulations. He has made significant contributions to the finance management of the Group and obtained various awards from governmental authorities in the PRC, including “2019 Special Contribution Award for Attracting Investment”\* (2019年度招商引資特別貢獻獎) from Xinhua Municipal People’s Government\* (興化市人民政府) in 2020.

Mr. Wang has entered into a service agreement with the Company for an initial term of three years and will continue subject to termination by the Company by giving not less than three months’ prior written notice to Mr. Wang. In accordance with the service agreement, no director’s fee will be paid to Mr. Wang in respect of his appointment as an executive Director. The total emoluments of Mr. Wang for the year ended 31 December 2023 was RMB1,233,000.

As at the Latest Practicable Date, Mr. Wang was interested in 1,245,000 Shares as beneficial owner (consisting of 920,000 Shares personally held by Mr. Wang and 325,000 underlying Shares attached to the share awards granted to him under the Share Award Scheme).

Save as disclosed above, Mr. Wang as at the Latest Practicable Date, (i) has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years; (ii) did not have any relationship with any Director, senior management or any substantial or controlling shareholders of the Company; (iii) did not hold any position with the Company or other members of the Group; and (iv) did not have any interest (within the meaning of Part XV of the SFO) in any securities of the Company.

Save as disclosed above, there are no other matters that are required 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 is no other matter which needs to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Wang as an executive Director.

**Ms. Wang Yu (“Ms. Wang”)** (王煜), aged 42, has obtained a master’s degree in Public Administration and Management from National University of Singapore. Ms. Wang joined the Group in March 2023 and is currently serving as the general manager of the international sales headquarters of Jiangsu Xingda, responsible for management and coordination of international sales. Ms. Wang was elected as a member of the Guangzhou Municipal Committee of the China Democratic League in July 2016, a member of the 13th Guangzhou Municipal Committee of the Chinese People’s Political Consultative Conference in January 2017. Ms. Wang has many years of experience in the automotive and tire industries. Prior to joining the Group, Ms. Wang worked in Guangzhou Automobile Group Co., Ltd. And Guangzhou Wanli Group\* (廣州萬力集團有限公司), holding management and senior executive positions.

Ms. Wang has entered into a service agreement with the Company for an initial term of three years and will continue subject to termination by the Company by giving not less than three months’ prior written notice to Ms. Wang. In accordance with the service agreement, no director’s fee will be paid to Ms. Wang in respect of her appointment as an executive Director. The total emoluments of Ms. Wang for the year ended 31 December 2023 was RMB2,568,000.

Save as disclosed above, Ms. Wang as at the Latest Practicable Date (i) has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years; (ii) did not have any relationship with any Director, senior management or any substantial or controlling shareholders of the Company; (iii) did not hold any position with the Company or other members of the Group; and (iv) did not have any interest (within the meaning of Part XV of the SFO) in any securities of the Company.

Save as disclosed above, there are no other matters that are required 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 is no other matter which needs to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Wang as an executive Director.

**Mr. KOO Fook Sun, Louis (“Mr. Koo”)** (顧福身), aged 67, has been an independent non-executive Director since August 2005. He is the chairman of each of the audit committee and remuneration and management development committee of the Company, and a member of the nomination committee of the Company. Mr. Koo has many years of experience in investment banking and professional accounting. Mr. Koo was the independent non-executive director of Good Friend International Holdings Inc. (“Good Friend”) from December 2005 to 9 January 2022 (in respect of Good Friend, the withdrawal of the listing of the shares of Good Friend on the Stock Exchange became effective on 14 December 2021 and the withdrawal of the listing of the Taiwan depository receipts on the Taiwan Stock Exchange became effective on 13 December 2021). Mr. Koo serves currently as an independent non-executive director of Li Ning Company Limited and Winfull Group Holdings Limited (all of which are companies listed on the Main Board of the Hong Kong Stock Exchange). While Mr. Koo has served as an independent non-executive Director for more than 9 years since August 2005, the Board believes that he is able and will continue to exercise independent and professional judgement in relation to matters and affairs of the Company, as he has displayed his competence in serving as an independent non-executive director in various public listed companies. Mr. Koo graduated with a bachelor’s degree in business administration from the University of California at Berkeley in the United States of America.

Mr. Koo has signed a letter of appointment with the Company under which he agreed to act as an independent non-executive Director of the Company for a term of three years 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. In accordance with the letter of appointment, Mr. Koo is currently entitled to a director's fee of US\$50,000 per annum or such other amount as may be determined by the Board. The annual director's fee of Mr. Koo was determined on the basis of his role in the Group, the extent of his responsibilities and his experience. Mr. Koo will also 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. The total emoluments of Mr. Koo for the year ended 31 December 2023 was RMB372,000.

As at the Latest Practicable Date, Mr. Koo was interested in 510,824 Shares as beneficial owner within the meaning of Part XV of the SFO (consisting of 293,824 Shares personally held by Mr. Koo and 217,000 underlying Shares attached to the share awards granted to him under the Share Award Scheme.

Save as disclosed above, Mr. Koo as at the Latest Practicable Date (i) has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years; (ii) did not have any relationship with any Director, senior management or any substantial or controlling Shareholders of the Company; (iii) did not hold any position with the Company or other members of the Group; and (iv) did not have any interest (within the meaning of Part XV of the SFO) in any securities of the Company.

Save as disclosed above, there are no other matters that are required 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 is no other matter which needs to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Koo as an independent non-executive Director.

**Ms. XU Chunhua ("Ms. Xu") (許春華)**, aged 80, has been an independent non-executive Director since August 2005. She is a member of each of the audit committee and nomination committee of the Company. She has served in various positions in Beijing Research and Design Institute of Rubber Industry since 1965. She was the deputy dean in charge of technology research and development between 1995 and 2003. She was also the person in charge of the “高速、低滾動阻力子午線輪胎系列產品生產技術開發” (Development of Production Techniques for Radial Tyre Products of High Speed and Low Rolling Resistance\*) project, one of the 「九五」國家重點科技攻關項目 (Key Technologies Research and Development Program for the Ninth “Five-Year Plan”\*) in 1995. Ms. Xu has been the deputy chairman of the China Rubber Industry Association since 2004. She has been the head of 骨架材料專業委員會 (the skeleton materials committee\*) and 橡膠助劑專業委員會 (the rubber chemicals committee\*) since 2002 and 2001, respectively. Ms. XU has been the Honorary Chairman of 中國橡膠協會橡膠助劑專業 (the rubber chemicals profession of China Rubber Association\*) since October 2016. Since May 2007, she has served as an independent director of China Sunshine Chemical Holdings Ltd., a company listed on the Singapore Exchange Limited. Since December 2019, Ms. Xu has served as an independent director of 賽輪集團股份有限公司 (Sailun Group Co., Ltd.\*) , a company listed on the Shanghai Stock Exchange. While Ms. Xu has served as an independent non-executive Director for more than 9 years since August 2005, the Board believes that she is able and will continue to exercise independent and professional judgement in relation to matters and affairs of the Company, as she has displayed her competence in serving as an independent

director in another public listed company. She completed her studies in the macromolecular curriculum of the chemistry faculty of Fudan University in 1965 and has more than 56 years of experience in technology research relating to rubber chemicals.

Ms. Xu has signed a letter of appointment with the Company under which she agreed to act as an independent non-executive Director of the Company for a term of three years 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. In accordance with the letter of appointment, Ms. Xu is currently entitled to a director's fee of US\$50,000 per annum or such other amount as may be determined by the Board. The annual director's fee of Ms. Xu was determined on the basis of her role in the Group, the extent of her responsibilities and her experience. Ms. Xu will also be entitled to reimbursement of reasonable out-of-pocket expenses properly incurred in connection with the performance of her duties under the letter of appointment or in connection with her office. The total emoluments of Ms. Xu for the year ended 31 December 2023 was RMB358,000.

As at the Latest Practicable Date, Ms. Xu was interested in 50,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Xu as at the latest practicable date (i) has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years; (ii) did not have any relationship with any Director, senior management or any substantial or controlling Shareholders of the Company; and (iii) did not hold any position with the Company or other members of the Group; and (iv) did not have any interest (within the meaning of Part XV of the SFO) in any securities of the Company.

Save as disclosed above, there are no other matters that are required 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 is no other matter which needs to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Xu as an independent non-executive Director.

*\* denotes an unofficial English translation of a Chinese name*

*The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Amended and Restated Articles of Association.*

*Note:* The New Amended and Restated Articles of Association of the Company is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

<b>Article No.</b>	<b>Provisions in the New Amended and Restated Articles of Association (showing changes to the Articles of Association and the parts without changes in the following provisions are shown in "...")</b>
2(2)(i)	Section 8 and Section 19 of the Electronic Transactions Act <del>(2003)</del> of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.
44	The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office, Registration Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in <del>an appointed newspaper or any other</del> <u>any</u> newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. <u>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</u>
51	The registration of transfers of shares or of any class of shares may, after notice has been given by <u>announcement or electronic communication or by</u> advertisement in <del>an appointed newspaper or any other</del> <u>any</u> newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. <u>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</u>
152	Subject to Article 153, a <del>printed</del> copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

154	<p>The requirement to send to a person referred to in Article 152 the documents referred to in that article or a summary financial report in accordance with Article 153 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 153, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), <del>and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</del></p>
161	<p><del>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</del></p> <p><u>(1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:</u></p> <ul style="list-style-type: none"><li><u>(a) by serving it personally on the relevant person;</u></li><li><u>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</u></li><li><u>(c) by delivering or leaving it at such address as aforesaid;</u></li></ul>

	<p>(d) <u>by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</u></p> <p>(e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 161(3);</u></p> <p>(f) <u>by publishing it on the Company’s website or the website of the Designated Stock Exchange;</u></p> <p>(g) <u>by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u></p> <p>(2) <u>In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</u></p> <p>(3) <u>Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.</u></p> <p>(4) <u>Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 152, 153 and 161 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.</u></p>
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162	<p>Any Notice or other document:</p> <p>...</p> <p><del>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</del> <u>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u></p> <p>...</p> <p><del>(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations;</del> <u>if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.</u></p>
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## NOTICE OF ANNUAL 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Xingda International Holdings Limited (the “**Company**”) will be held at 2nd Floor, Main Building, No. 88 West Renmin Road, Dainan Town, Xinghua City, Jiangsu Province, China on Wednesday, 29 May 2024 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 2023;
2. To consider and declare a final dividend of 13.0 HK cents per share of the Company for the year ended 31 December 2023;
3. Each as a separate resolution, to re-elect the retiring Directors (namely, Mr. Zhang Yuxiao, Mr. Hang Youming, Mr. Wang Jin and Ms. Wang Yu as the executive Directors and Mr. Koo Fook Sun Louis and Ms. Xu Chunhua as independent non-executive Directors) 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

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## NOTICE OF ANNUAL GENERAL MEETING

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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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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;

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- (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 existing 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 2024, be and are hereby approved;
- (b) the new amended and restated articles of association of the Company (the “**New 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 existing articles of association of the Company with immediate effect after the close of this meeting; and

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- (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 New Amended and Restated Articles of Association.”

By Order of the Board  
**Liu Jinlan**  
*Chairman of the Board*

Hong Kong, 29 April 2024

*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, 24 May 2024 to Wednesday, 29 May 2024, 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 Wednesday, 29 May 2024, 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 May 2024.
4. The proposed final dividend for the year ended 31 December 2023 is subject to the approval by the shareholders of the Company at the forthcoming annual general meeting to be held on Wednesday, 29 May 2024. The register of members of the Company will be closed from Wednesday, 5 June 2024 to Thursday, 6 June 2024, 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 Tuesday, 4 June 2024.

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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. Zhang Yuxiao, 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 and Ms. Xu Chunhua.*