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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)

**SUPPLEMENTAL ANNOUNCEMENT
IN RELATION TO THE 2022 ANNUAL REPORT**

Reference is made to the annual report of Xingda International Holdings Limited (the “**Company**”) for the year ended 31 December 2022 published on 27 April 2023 (the “**2022 Annual Report**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the 2022 Annual Report.

In addition to the disclosures under the section headed “Share Award Scheme” on pages 41 to 44 of the 2022 Annual Report, the Board wishes to provide the following supplemental information in relation to the table on page 44 of the 2022 Annual Report (revisions are shown in underline):

The table below sets out details of share awards granted to various participants/categories of participants under the Scheme:

Grantee/ Category	Grant date	Vesting period	Unvested awards as at 1 January 2022	Granted during the year	Vested during the year	Lapsed during the year	Cancelled during the year	Unvested awards as at 31 December 2022
Directors								
- Liu Jinlan	22 August 2019 ⁽¹⁾	22 August 2019 to 31 March 2024	2,400,000	-	800,000	-	-	1,600,000
- Liu Jinlan	30 November 2021 ⁽²⁾	30 November 2021 to 31 March 2027	3,825,000	-	-	-	-	3,825,000
- Liu Xiang	22 August 2019 ⁽¹⁾	22 August 2019 to 31 March 2024	1,200,000	-	400,000	-	-	800,000
- Liu Xiang	30 November 2021 ⁽²⁾	30 November 2021 to 31 March 2027	1,875,000	-	-	-	-	1,875,000

Grantee/ Category	Grant date	Vesting period	Unvested awards as at 1 January 2022	Granted during the year	Vested during the year	Lapsed during the year	Cancelled during the year	Unvested awards as at 31 December 2022
- Tao Jinxiang	22 August 2019 ⁽¹⁾	22 August 2019 to 31 March 2024	1,200,000	-	400,000	-	-	800,000
- Tao Jinxiang	30 November 2021 ⁽²⁾	30 November 2021 to 31 March 2027	1,875,000	-	-	-	-	1,875,000
- Zhang Yuxiao	22 August 2019 ⁽¹⁾	22 August 2019 to 31 March 2024	1,200,000	-	400,000	-	-	800,000
- Zhang Yuxiao	30 November 2021 ⁽²⁾	30 November 2021 to 31 March 2027	1,875,000	-	-	-	-	1,875,000
- Koo Fook Sun, Louis	22 August 2019 ⁽¹⁾	22 August 2019 to 31 March 2024	101,000	-	34,000	-	-	67,000
- Koo Fook Sun, Louis	30 November 2021 ⁽²⁾	30 November 2021 to 31 March 2027	150,000	-	-	-	-	150,000
- William John Sharp	22 August 2019 ⁽¹⁾	22 August 2019 to 31 March 2024	101,000	-	34,000	-	-	67,000
- William John Sharp	30 November 2021 ⁽²⁾	30 November 2021 to 31 March 2027	150,000	-	-	-	-	150,000
The five highest paid individuals during the financial year (four out of five include Directors listed above) in aggregate	22 August 2019 ⁽¹⁾	22 August 2019 to 31 March 2024	7,200,000	-	2,400,000	-	-	4,800,000
(four out of five include Directors listed above) in aggregate	30 November 2021 ⁽²⁾	30 November 2021 to 31 March 2027	11,325,000	-	-	-	-	11,325,000
Other grantees (employees) in aggregate	22 August 2019 ⁽¹⁾	22 August 2019 to 31 March 2024	2,598,000	-	716,000	-	-	1,882,000
	30 November 2021 ⁽²⁾	30 November 2021 to 31 March 2027	3,375,000	-	-	-	-	3,375,000

Notes:

- (1) The closing price of Shares immediately before the grant date of 22 August 2019 (i.e. 21 August 2019) was HK\$2.03 per share. The fair value of the awarded shares as at 22 August 2019 was HK\$1.41 per share.
- (2) The closing price of Shares immediately before the grant date of 30 November 2021 (i.e. 29 November 2021) was HK\$1.64 per share. The fair value of the awarded shares as at 30 November 2021 was HK\$1.11 per share.
- (3) The number of awards vested during the financial year was 3,333,333. The weighted average closing price of the shares immediately before the date on which the awards were vested (i.e. 30 March 2022) was HK\$1.33 per share.
- (4) According to the Scheme Rules, subject to terms of the Scheme Rules and the approval of the Board, the Remuneration Committee may, from time to time after taking into consideration recommendations and suggestions made by the chairman of the Board, at its discretion and subject to such terms and conditions as it may think fit, among other things (i) determine the aggregate number of awarded shares to be granted to all the Selected Employees in respect of each relevant financial year; and (ii) determine the number of awarded shares to be granted to each of the Selected Employees in respect of each relevant financial year out of the aggregate number of awarded shares to be granted in respect of such financial year as referred to in paragraph (i) above, and such awarded shares so granted to each Selected Employee shall constitute all or part of the annual remuneration (in whatever kind(s) or form(s)) in respect of the relevant financial year payable to such Selected Employee as contemplated under his employment agreement or service agreement with the relevant member of the Group. Provided always that no award shall be made to any Selected Employee in respect of any financial year unless the Earnings Per Share (as defined below) of the Company for such financial year is a positive figure or unless such other condition(s) (if any) as determined or approved by the Board from time to time shall have been satisfied or unless otherwise determined by the Board. “Earnings Per Share” of the Company in respect of a financial year shall mean (i) the profit attributable to equity holders of the Company for that financial year divided by (ii) the weighted average number of ordinary shares of the Company in issue during that financial year.
- (5) Unless otherwise determined by the Remuneration Committee and approved by the Board, the number of awarded shares to be granted to the Selected Employees in respect of each financial year shall be subject to the following ratio:

<u>Executive Directors</u>	<u>60% (“Ratio A”)</u>
<u>Non-executive Directors</u>	<u>10% (“Ratio B”)</u>
<u>Other Employees (excluding the executive Directors and non-executive Directors)</u>	<u>30% (“Ratio C”)</u>

provided that in the event that any non-executive Director (including any independent non-executive Director) has notified the Company of his/her intention not to participate in the Scheme in respect of any financial year(s), (i) Ratio B in respect of any relevant Financial Year shall be reduced to such percentage and Ratio C in respect of such year shall be increased to such percentage as determined by

the Remuneration Committee and approved by the Board from time to time, and (ii) Ratio A in respect such year shall remain at 60%, unless otherwise determined by the Remuneration Committee and approved by the Board.

The information contained in this supplemental announcement does not affect the other information contained in the 2022 Annual Report. Save as disclosed in this announcement, all the other information and contents in the 2022 Annual Report remain unchanged.

By Order of the Board of
Xingda International Holdings Limited
Liu Jinlan
Chairman of the Board

Shanghai, the PRC, 29 August 2023

As at the date of this announcement, the executive Directors are Mr. LIU Jinlan, Mr. LIU Xiang and Mr. ZHANG Yuxiao and the independent non-executive Directors are Mr. KOO Fook Sun, Louis, Mr. Luo Tiejun and Ms. XU Chunhua.