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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)

27 January 2023

To Qualifying Shareholders

Dear Sir or Madam,

**CONDITIONAL VOLUNTARY CASH PARTIAL OFFER BY CLSA LIMITED
ON BEHALF OF THE JOINT OFFERORS TO ACQUIRE A MAXIMUM OF
80,000,000 OFFER SHARES OF XINGDA INTERNATIONAL HOLDINGS LIMITED
FROM QUALIFYING SHAREHOLDERS**

We have been appointed as members of the Independent Board Committee to advise you in respect of the Partial Offer, details of which are set out in the letter from CLSA Limited and the letter from the Board in this Composite Document in relation to the Partial Offer jointly issued by the Company and the Joint Offerors dated 27 January 2023, of which this letter forms part. Capitalised terms used in this letter have the same meanings as defined in this Composite Document unless the context requires otherwise.

Your attention is drawn to the letter from the Board, the letter from CLSA Limited, Appendix I to this Composite Document and the accompanying Form of Approval and Acceptance containing the detailed terms of the Partial Offer, and the letter of advice from the Independent Financial Adviser in this Composite Document, which contains the Independent Financial Adviser's advice and recommendation to us in respect of the Partial Offer, as well as the principal factors and reasons for its advice and recommendation.

Having considered the terms of the Partial Offer, taking into account the information contained in this Composite Document and the advice of the Independent Financial Adviser, in particular the factors, reasons and recommendations set out in its letter which has been incorporated in this Composite Document, we are of the opinion that the terms of the Partial Offer are fair and reasonable so far as the Qualifying Shareholders are concerned, and accordingly we recommend the Qualifying Shareholders to approve and accept the Partial Offer.

Notwithstanding our recommendation, the Qualifying Shareholders, in particular those who may wish to realise their investment in the Shares, are reminded to monitor the market price and liquidity of the Shares closely during the period of the Partial Offer. If during the period of the Partial Offer, it transpires that the market price of the Shares exceeds the Offer Price and the sales proceeds (net of transaction costs) exceed

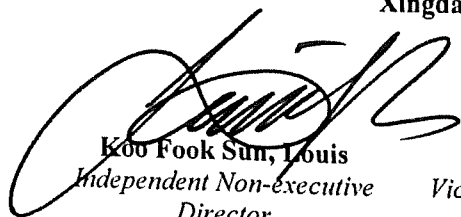
the net proceeds receivable under the Partial Offer, the Qualifying Shareholders may, if they are able to do so, seek to sell their Shares in the market instead of accepting the Partial Offer. However, if the market conditions do not allow for disposal of Shares over the Offer Price or if it is believed that the price of the Shares may not exceed the Offer Price, those Qualifying Shareholders who wish to sell more than 7.76% (*Note*) of their holdings which may be taken up under the terms of the Partial Offer should consider tendering more than 7.76% of their total holdings in the Shares. On the other hand, for those Qualifying Shareholders who, after considering the information contained in this Composite Document, are attracted by the future prospects of the Group following the Partial Offer, they may consider retaining all or part of their Shares.

Qualifying Shareholders are recommended to read the full text of the letter from the Independent Financial Adviser on pages 36 to 68 of this Composite Document.

Note:

The maximum of 80,000,000 Offer Shares to be purchased by the Joint Offerors from the Qualifying Shareholder represented approximately 7.76% of the total number of Shares held by the Qualifying Shareholders as at the Latest Practicable Date, being 1,030,835,742 Shares.

Yours faithfully,
For and on behalf of the Independent Board Committee
Xingda International Holdings Limited



Koo Fook Sun, Louis
*Independent Non-executive
Director*

William John Sharp
*Vice Chairman and Independent
Non-executive Director*

Xu Chunhua
*Independent Non-executive
Director*

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For and on behalf of the Independent Board Committee
Xingda International Holdings Limited



Koo Fook Sun, Louis
*Independent Non-executive
Director*

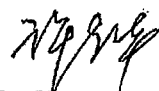
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*Vice Chairman and Independent
Non-executive Director*

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