
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular 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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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)

**SUPPELEMENTAL CIRCULAR TO THE CIRCULAR OF THE COMPANY
DATED 29 APRIL 2022**

This supplemental circular should be read together with the circular of the Company dated 29 April 2022 and the notice dated 29 April 2022 convening the annual general meeting of the Company to 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. A form of proxy for use in connection with the annual general meeting is enclosed in the circular of the Company dated 29 April 2022. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.irasia.com/listco/hk/xingda/index.htm>).

Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy enclosed in the circular of the Company dated 29 April 2022 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.

24 May 2022

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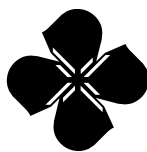
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DEFINITIONS

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

“AGM Notice”	the notice convening the Annual General Meeting dated 29 April 2022;
“Annual General Meeting”	the annual general meeting of the Company to 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. or any adjournment thereof;
“Board”	the board of Directors;
“Circular”	the circular of the Company dated 29 April 2022 in respect of the matters to be considered at the Annual General Meeting;
“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;
“Director(s)”	director(s) of the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	20 May 2022, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information in this supplemental 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 GEM of the Stock Exchange;
“PRC”	the People’s Republic of China, which for the purpose of this supplemental circular excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“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); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD



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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. Tao Jinxiang
Mr. Zhang Yuxiao

Registered Office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-executive Directors:

Mr. Koo Fook Sun, Louis
Mr. William John Sharp (*Vice Chairman*)
Ms. Xu Chunhua

Principal place of business in Hong Kong:

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

24 May 2022

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR OF THE COMPANY
DATED 29 APRIL 2022**

1. INTRODUCTION

This supplemental circular should be read together with the Circular which contains, inter alia, the AGM Notice.

The purpose of this supplemental circular is to provide you with further information relating to the length of tenure of independent non-executive Directors.

LETTER FROM THE BOARD

2. LENGTH OF TENURE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

All of the independent non-executive Directors have served more than nine years on the Board. According to code provision B.2.4(a) of the Corporate Governance Code as set out in Appendix 14 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 independent non-executive Director since 23 August 2005 and has been serving the Company for more than 16 years.

Mr. William John Sharp was appointed as independent non-executive Director since 23 August 2005 and has been serving the Company for more than 16 years.

Ms. Xu Chunhua was appointed as independent non-executive Director since 23 August 2005 and has been serving the Company for more than 16 years.

Save as disclosed above, all information in the Circular remains unchanged. The text of the AGM Notice and the form of proxy for use in connection with the Annual General Meeting enclosed in the Circular remain unchanged.

If you intend to appoint a proxy to attend the Annual General Meeting or any adjournment thereof, you are requested to complete and return the form of proxy enclosed in the Circular in accordance with the instructions printed thereon 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 later than 48 hours before the time for holding the Annual General Meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude 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.

3. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

Yours faithfully,
On behalf of the Board
Liu Jinlan
Chairman