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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.*

**GREAT TRADE LIMITED**

*(incorporated in the British Virgin Islands with limited liability)*

**IN-PLUS LIMITED**

*(incorporated in the British Virgin Islands with limited liability)*

**POWER AIM LIMITED**

*(incorporated in the British Virgin Islands with limited liability)*

**WISE CREATIVE LIMITED**

*(incorporated in the British Virgin Islands with limited liability)*

**WIDEN SUCCESS HOLDINGS LIMITED**

*(incorporated in the British Virgin Islands with limited liability)*



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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)**

**JOINT ANNOUNCEMENT  
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**

**REMINDER TO BROKERS AND INVESTORS  
TO CONSIDER BOTH OPTIONS OF APPROVING AND ACCEPTING THE  
PARTIAL OFFER**



Exclusive Financial Adviser to the Joint Offerors



Independent Financial Adviser to the Independent Board Committee

Any CCASS participants who may not have taken complete instructions from any Investors holding Shares through them in relation to **both (1) the number of Shares held by them that they intend to accept the Partial Offer (“Acceptance Instruction”) and (2) the number of Shares in respect of which they signify their approval of the Partial Offer (“Approval Instruction”)** should immediately contact the relevant Investors to take complete instructions and rectify their instructions to HKSCC accordingly.

Investors holding Shares through licensed securities dealer/registered institution in securities/custodian bank and/or other CCASS participants are reminded to give instructions in relation to **both (1) Acceptance Instruction and (2) Approval Instruction** of the Partial Offer to their nominee for onward transmission to the HKSCC. **Investors who have not given complete instructions in relation to approval and/or acceptance of the Partial Offer are encouraged to contact their licensed securities dealer/registered institution in securities/custodian bank immediately to rectify their instructions.**

Qualifying Shareholders who have already submitted the Form of Approval and Acceptance **but realise that not all the sections in relation to approval and acceptance of the Partial Offer have been completed and wish to approve and/or accept the Partial Offer are encouraged to contact the Registrar**, whose address is at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (telephone number: +852 2153 1688, office hours: 9:00 a.m. to 4:30 p.m. (Hong Kong time), on any Business Day) for rectification of the Form of Approval and Acceptance to validate the intended approval and/or acceptance of the Partial Offer.

The Joint Offerors have appointed Orient Capital Pty Limited as its proxy agent. Qualifying Shareholders and Investors who have any enquiry of administrative and procedural nature regarding the approval and acceptance of the Partial Offer may reach out via the following ways by quoting the Partial Offer.

By phone: +852 3953 7250, Working hours: Monday to Friday, 9:00 a.m. to 6:00 p.m. (Hong Kong time)

By email: [partialoffer@xingda.com.cn](mailto:partialoffer@xingda.com.cn)

References are made to (i) the composite offer and response document dated 27 January 2023 (the “**Composite Document**”) jointly issued by Xingda International Holdings Limited (the “**Company**”) and the Joint Offerors in connection with the Partial Offer; and (ii) the announcement dated 24 February 2023 jointly issued by the Company and the Joint Offerors in relation to the acceptance and approval level of the Partial Offer on the First Closing Date (the “**Results Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **REMINDER TO BROKERS AND INVESTORS TO CONSIDER BOTH OPTIONS OF APPROVING AND ACCEPTING THE PARTIAL OFFER**

The Company and the Joint Offerors note that not all licensed securities dealer/registered institution in securities/custodian bank and/or other CCASS participants may have obtained complete instructions from beneficial owners holding Shares through them (the “**Investors**”) on all the options available to Qualifying Shareholders in relation to the action that can be taken for the Partial Offer, i.e. in addition to (1) **the number of Shares held by them that they intend to accept the Partial Offer (“Acceptance Instruction”), Investors (2) may approve the Partial Offer and specify the number of Shares in respect of which they signify their approval of the Partial Offer (“Approval Instruction”).**

Any CCASS participants who may not have taken complete instructions from any Investors holding Shares through them in relation to **both (1) Acceptance Instruction and (2) Approval Instruction** of the Partial Offer should immediately contact the relevant Investors to take complete instructions and rectify their instructions to Hong Kong Securities Clearing Company Limited (the “**HKSCC**”) accordingly.

Investors holding Shares through licensed securities dealer/registered institution in securities/custodian bank and/or other CCASS participants are reminded to give instructions in relation to **both (1) Acceptance Instruction and (2) Approval Instruction** of the Partial Offer to their nominee for onward transmission to the HKSCC. The procedures of accepting and approving the Partial Offer are set out under paragraph (d) in the section headed “1. PROCEDURES FOR APPROVAL AND ACCEPTANCE OF THE PARTIAL OFFER - The Partial Offer” in Appendix I to the Composite Document. Investors who have not given complete instructions in relation to approval and/or acceptance of the Partial Offer are encouraged to contact their licensed securities dealer/registered institution in securities/custodian bank immediately to rectify their instructions.

Qualifying Shareholders who have already submitted the Form of Approval and Acceptance but realise that not all the sections in relation to approval and acceptance of the Partial Offer have been completed and wish to approve and/or accept the Partial Offer are encouraged to contact the Registrar, whose address is at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (telephone number: +852 2153 1688, office hours: 9:00 a.m. to 4:30 p.m. (Hong Kong time), on any Business Day) for rectification of the Form of Approval and Acceptance to validate the intended approval and/or acceptance of the Partial Offer.

## **REMINDER OF TIMING**

Investors holding Shares through licensed securities dealer/registered institution in securities/custodian bank and/or other CCASS participants are reminded to allow more time before the Final Closing Date for their nominee to collate and give instructions in relation to the approval and acceptance of the Partial Offer on their behalves to the HKSCC in accordance with the procedures required by the HKSCC. Investors are therefore encouraged to provide the necessary instructions in relation to the approval and acceptance of the Partial Offer to their nominees as soon as possible.

Investors are reminded to consult their licensed securities dealer/registered institution in securities/custodian bank immediately to ascertain the exact timing and procedures for them to receive and process their instructions in relation to the approval and acceptance of the Partial Offer.

## **ENQUIRY HOTLINE AND EMAIL**

The Joint Offerors have appointed Orient Capital Pty Limited (“**Orient Capital**”) as its proxy agent. Qualifying Shareholders and Investors who have any enquiry of administrative and procedural nature regarding the approval and acceptance of the Partial Offer may reach out via the following ways by quoting the Partial Offer.

By phone: +852 3953 7250, Working hours: Monday to Friday, 9:00 a.m. to 6:00 p.m. (Hong Kong time)

By email: [partialoffer@xingda.com.cn](mailto:partialoffer@xingda.com.cn)

For the avoidance of doubt, the designated phone lines or email account will not (i) provide any information not available in the public domain nor any advice on the merits or risks of the Partial Offer; or (ii) give any financial or legal advice. **If you are in doubt as to any aspect of the Composite Document or action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.**

## **CONDITIONS**

As set out in the Composite Document, the Partial Offer is subject to the fulfilment of the following Conditions:

- (a) valid acceptances being received (and not, where permitted, withdrawn) in respect of the Minimum Number of Offer Shares (i.e. 73,313,834 Offer Shares) and which would result in the Joint Offerors, the Joint Offerors’ Shareholders and parties acting in concert with them holding the interest in not less than 50.01% of the Shares in issue at or before 4:00 p.m. (Hong Kong time) on the First Closing Date, provided that the Joint Offerors shall purchase from the Qualifying Shareholders as many Offer Shares as are tendered by the Qualifying Shareholders up to the Maximum Number of Offer Shares (i.e. 80,000,000 Offer Shares); and
- (b) approval of the Partial Offer pursuant to Rule 28.5 of the Takeovers Code by Qualifying Shareholders who are registered as Shareholders in the register of members of the Company as at the First Closing Date holding over 50% of the Shares not held by the Joint Offerors, the Joint Offerors’ Shareholders and parties acting in concert with either of them, signified by means of a separate tick box on the Form of Approval and Acceptance specifying the number of Shares in respect of which the Partial Offer is approved.

## LEVEL OF ACCEPTANCES AND APPROVAL

As at 4:30 p.m. (Hong Kong time) on the date of this joint announcement, the Joint Offerors had:

- (i) received valid acceptances in respect of 513,471,743 Offer Shares from Qualifying Shareholders under the Partial Offer, representing approximately 49.81% of the Shares held by Qualifying Shareholders as at the date of this joint announcement and this has resulted in the Joint Offerors, the Joint Offerors' Shareholders and parties acting in concert with them holding the interest in not less than 50.01% of the Shares in issue at or before 4:30 p.m. (Hong Kong time) on the date of this joint announcement; and
- (ii) received valid approval from Qualifying Shareholders (other than the Joint Offerors, the Joint Offerors' Shareholders and parties acting in concert with any of them) holding 279,959,598 Offer Shares, representing approximately 30.96% of the Shares not held by the Joint Offerors, the Joint Offerors' Shareholders and parties acting in concert with either of them as at the date of this joint announcement.

As disclosed in the Results Announcement, Condition (a) has been satisfied. **However, as Condition (b) has not yet been satisfied, the Partial Offer has not yet become unconditional in all respects. The Partial Offer will become and can be declared unconditional in all respects only upon the fulfillment of both Condition (a) and Condition (b).**

## THE FINAL CLOSING DATE

As set out in the Results Announcement, the Partial Offer will only remain open for acceptance and approval until 4:00 p.m. (Hong Kong time) on Friday, 10 March 2023 (being the Final Closing Date) in accordance with the Takeovers Code and cannot be further extended. Accordingly, any Form of Approval and Acceptance received after 4:00 p.m. (Hong Kong time) on the Final Closing Date will be rejected. A further announcement on the results of the Partial Offer will be made on Friday, 10 March 2023 in accordance with Rule 19.1 and Note 7 to Rule 19 of the Takeovers Code.

By Order of the board of Great Trade Limited	By Order of the board of In-Plus Limited	By Order of the board of Power Aim Limited	By Order of the board of Wise Creative Limited	By Order of the board of Widen Success Holdings Limited	By Order of the board of Xingda International Holdings Limited
Liu Jinlan	Liu Xiang	Zhang Yuxiao	Hang Youming	Liu Tao	Liu Jinlan
<i>Sole Director</i>	<i>Sole Director</i>	<i>Sole Director</i>	<i>Sole Director</i>	<i>Sole Director</i>	<i>Chairman of the Board</i>

Shanghai, the PRC, 28 February 2023

*As at the date of this joint announcement, the executive Directors are Mr. LIU Jinlan, Mr. LIU Xiang, Mr. TAO Jinxiang and Mr. ZHANG Yuxiao and the independent non-executive Directors are Mr. KOO Fook Sun, Louis, Mr. William John SHARP and Ms. XU Chunhua.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Joint Offerors and parties acting in concert with any of them, and the Five Parties), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by each sole director of the Joint Offerors in their capacity as such and the Five Parties) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of the Great Trade Limited is Mr. LIU Jinlan; the sole director of the In-Plus Limited is Mr. LIU Xiang; the sole director of the Power Aim Limited is Mr. ZHANG Yuxiao; the sole director of the Wise Creative Limited is Mr. HANG Youming.*

*The sole director of each of Great Trade Limited, In-Plus Limited, Power Aim Limited and Wise Creative Limited jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (including the information on the Five Parties and the Five BVI Companies but excluding the information relating to the Group and Widen Success Holdings Limited) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors and the sole director of Widen Success Holdings Limited in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of Widen Success Holdings Limited is Mr. LIU Tao.*

*The sole director of Widen Success Holdings Limited accepts full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Group, the other Joint Offerors, Perfect Sino Limited and the Five Parties) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors, each sole director of the other Joint Offerors and Perfect Sino Limited in their capacity as such, and the Five Parties) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*