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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 29 MAY 2024**

References are made to the (i) circular (the “**AGM Circular**”) and (ii) the notice (the “**AGM Notice**”) of the annual general meeting of Xingda International Holdings Limited (the “**Company**”) held on 29 May 2024 (the “**AGM**”) both dated 29 April 2024, and the announcement dated 28 May 2024 relating to the resignation of Mr. Zhang Yuxiao (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the AGM Circular and the Announcement unless the context requires otherwise.

The board (the “**Board**”) of directors (the “**Directors**”) is pleased to announce that save for ordinary resolution no. 3A which was withdrawn as disclosed in the Announcement, all the proposed resolutions (the “**Resolutions**”) as set out in the AGM Notice were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM.

The poll results in respect of the Resolutions were as follows:

Ordinary resolutions		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the auditors for the year ended 31 December 2023.	1,136,908,716 (99.9360%)	728,651 (0.0640%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary resolutions		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
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.	1,137,633,367 (99.9996%)	4,000 (0.0004%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3A.	To re-elect Mr. Zhang Yuxiao as an executive Director.	N/A <i>(Note)</i>	N/A <i>(Note)</i>
The resolution was withdrawn and was not put forward for consideration and approval by the Shareholders.			
3B.	To re-elect Mr. Hang Youming as an executive Director.	897,234,231 (78.8682%)	240,403,136 (21.1318%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3C.	To re-elect Mr. Wang Jin as an executive Director.	897,234,231 (78.8682%)	240,403,136 (21.1318%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3D.	To re-elect Ms. Wang Yu as an executive Director.	897,234,231 (78.8682%)	240,403,136 (21.1318%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3E.	To re-elect Mr. Koo Fook Sun, Louis as an independent non-executive Director.	1,107,704,838 (97.3689%)	29,932,529 (2.6311%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3F.	To re-elect Ms. Xu Chunhua as an independent non-executive Director.	1,107,704,838 (97.3689%)	29,932,529 (2.6311%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3G.	To authorise the Board to fix the Directors' remuneration.	1,063,748,609 (93.5051%)	73,888,758 (6.4949%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary resolutions		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
4.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the Board to fix their remuneration.	1,137,504,264 (99.9883%)	133,103 (0.0117%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
5A.	To give a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20 per cent. of the number of Shares in issue as set out in the resolution numbered 5A of the AGM Notice.	861,723,406 (75.7468%)	275,913,961 (24.2532%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
5B.	To give a general mandate to the Directors to repurchase Shares not exceeding 10 per cent. of the number of Shares in issue as set out in the resolution numbered 5B of the AGM Notice.	971,304,367 (85.3791%)	166,333,000 (14.6209%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
5C.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares under resolution No. 5A by an amount not exceeding the number of Shares repurchased by the Company under resolution No. 5B as set out in the resolution numbered 5C of the AGM Notice.	839,023,212 (73.7514%)	298,614,155 (26.2486%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
Special resolution		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
6.	To approve the proposed amendments to articles of association of the Company and the adoption of the new amended and restated articles of association of the Company.	971,304,367 (85.3791%)	166,333,000 (14.6209%)
As not less than 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

Note: As disclosed in the Announcement, due to the resignation of Mr. Zhang Yuxiao as an executive Director with effect from 28 May 2024, ordinary resolution no. 3A was no longer applicable and withdrawn and therefore no vote was conducted or counted by the Company for this resolution.

The full text of the Resolutions is set out in the AGM Notice.

The Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, was appointed as the scrutineer for the vote-taking at the AGM.

As at the date of the AGM, the total number of issued Shares was 1,920,125,199 Shares. The total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM was 1,920,125,199 Shares. There were no restrictions on any Shareholders to cast votes on any of the resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM.

The Directors, namely Mr. Liu Jinlan, Mr. Liu Xiang, Mr. Hang Youming, Mr. Wang Jin, Ms. Wang Yu, Mr. Koo Fook Sun, Louis and Ms. Xu Chunhua, attended the AGM either in person or by electronic means.

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

Shanghai, the PRC, 29 May 2024

As at the date of this announcement, the executive Directors are Mr. LIU Jinlan, Mr. LIU Xiang, Mr. HANG Youming, Mr. WANG Jin and Ms. WANG Yu and the independent non-executive Directors are Mr. KOO Fook Sun, Louis and Ms. XU Chunhua.