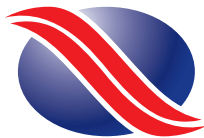

THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of this supplemental circular, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Cinda International Holdings Limited, you should at once hand this supplemental circular and the accompanying revised form of proxy to the purchaser or the transferee or to the licensed securities dealer, the bank manager or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



信達國際控股有限公司
CINDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 111)

SUPPLEMENTAL CIRCULAR
PROPOSAL FOR APPOINTMENT OF NEW AUDITOR
AND
SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING

This supplemental circular should be read in conjunction with the circular of the Company dated 19 April 2024 (the “**Original Circular**”).

A notice (the “**Original Notice**”) convening the annual general meeting of the Company (the “**AGM**”) originally scheduled to be held at 45th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 12 June 2024 (Wednesday) at 11:00 a.m. has been issued by the Company on 19 April 2024. Due to an additional resolution will be proposed, the AGM will be postponed to 27 June 2024 (Thursday) at 11:00 a.m. in which the venue will remain unchanged (the “**Postponed AGM**”). A supplemental notice of the postponed AGM (the “**Supplemental Notice**”) is set out on pages 6 to 7 of this supplemental circular. The Supplemental Notice should be read in conjunction with the Original Notice.

A revised form of proxy (the “**Revised Proxy Form**”) for use at the Postponed AGM is enclosed herewith. Whether you are able to attend the Postponed AGM or not, you are requested to complete and return the Revised Proxy Form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time appointed for holding the Postponed AGM (i.e. 11:00 a.m. on 25 June 2024 (Tuesday)) or any adjournment thereof to the office of Cinda International Holdings Limited’s Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Postponed AGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

12 June 2024

This supplemental circular is printed on environmentally friendly paper



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DEFINITIONS

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

“Baker Tilly”	Baker Tilly Hong Kong Limited
“BDO”	BDO Limited
“Company”	Cinda International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 111)
“Original Circular”	the circular of the Company dated 19 April 2024
“Original Notice”	the notice of annual general meeting issued by the Company on 19 April 2024
“Postponed AGM”	the postponed annual general meeting of the Company to be held at 45th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 27 June 2024 (Thursday) at 11:00 a.m. (and at any adjournment thereof), to consider and, if thought fit, to approve the resolutions contained in the Original Notice and a supplemental notice of the Postponed AGM which is set out on pages 6 to 7 of this supplemental circular

LETTER FROM THE BOARD



信達國際控股有限公司
CINDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 111)

Executive Directors:

Mr. Zhang Yi (*Chairman*)
Mr. Zhang Xunyuan (*Chief Executive Officer*)
Ms. Yan Qizhong (*Chief Financial Officer*)

Independent Non-executive Directors:

Mr. Xia Zhidong
Mr. Liu Xiaofeng
Mr. Zheng Minggao

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

45th Floor, COSCO Tower
183 Queen's Road Central
Hong Kong

12 June 2024

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
PROPOSAL FOR APPOINTMENT OF NEW AUDITOR
AND
SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING**

INTRODUCTION

References are made to (i) the Original Circular and the Original Notice which set out the time and venue of the Annual General Meeting and contain the resolutions to be proposed at the Annual General Meeting for Shareholders' consideration and approval; and (ii) the announcement of the Company dated 7 June 2024 in relation to, among others, the retirement of Baker Tilly, the current auditor of the Company, at the conclusion of the Postponed AGM upon expiration of its current term of office, and the proposed appointment of BDO as new auditor of the Company.

This supplemental circular should be read in conjunction with the Original Circular. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Original Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to give you supplemental information on matters proposed to be dealt with at the Postponed AGM, so as to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the Postponed AGM. It is: proposed appointment of new auditor.

PROPOSED APPOINTMENT OF NEW AUDITOR

As disclosed in the announcement of the Company dated 7 June 2024, Baker Tilly, the current auditor of the Company, will retire as the auditor of the Company at the conclusion of the Postponed AGM upon expiration of its current term of office.

After comprehensive consideration of the actual situation of the Company's business development and audit needs, with reference to the recommendation from the audit committee of the Company (the "**Audit Committee**"), the Board resolved to propose the appointment of BDO as the new auditor of the Company with a term commencing from the date of conclusion of the Postponed AGM until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders at the Postponed AGM (BDO will complete its internal client acceptance procedure prior to the Postponed AGM).

The Audit Committee considered various factors when selecting the incoming auditor, including: (i) the standard of business integrity from their track records and their reputation in the industry; (ii) their independence and objectivity; (iii) their industry knowledge, technical competence/expertise and performance capability; (iv) their presentation to and communication with the Audit Committee; (v) their past results of inspections by applicable regulatory and professional bodies; (vi) their governance and corporate culture and team structure; and (vii) the guidelines issued by the Accounting and Financial Reporting Council. Representative(s) of BDO attended the Audit Committee meeting in person to present themselves, to answer Audit Committee members' enquiries and confirm their independence from the Company and its subsidiaries.

According to the information provided by BDO, BDO serves as the auditor for a number of listed companies, has extensive audit experience in other listed companies, and has engaged in various other reporting accounting work for many other listed companies, and has a global network and extensive internal expert support. The Audit Committee has also assessed the size and structure of the engagement team conducting the Company's audit and considered that there is sufficient manpower to achieve audit quality.

Based on the above factors, the Audit Committee is satisfied that BDO has a high standard of integrity, as well as the requisite expertise and technical competence, sufficient manpower and time available for service, together with satisfactory track records and industry reputation, all of which, taken together, will ensure its independence, competence and capability to perform a high-quality audit for the Company upon its appointment. The Board considers that the proposed appointment is in the best interests of the Company and Shareholders as a whole.

LETTER FROM THE BOARD

The Company received a confirmation from Baker Tilly on 7 June 2024 that there are no matters which Baker Tilly needs to bring to the attention of the Shareholders in relation to its retirement. The Board has also confirmed that there is no disagreement between Baker Tilly and the Company, and there are no other matters regarding the change of auditor that need to be brought to the attention of the Shareholders.

As disclosed in the Original Circular, the Board proposed to pass an ordinary resolution to re-appoint Baker Tilly as the auditor of the Company and to authorise the Board to fix their remuneration. In light of the above, the resolution no. 3 relating to the re-appointment of Baker Tilly as the auditor of the Company as set out in the Original Notice is no longer applicable and should be deleted in its entirety from the Original Notice. A new resolution of the proposed appointment of BDO as new auditor of the Company as set out in resolution no. 3(i) in the supplemental notice of the Postponed AGM will be proposed at the Postponed AGM.

POSTPONED AGM

Due to the additional ordinary resolution to be submitted to the Shareholders for consideration, the Annual General Meeting originally scheduled to be held on 12 June 2024 (Wednesday) at 11:00 a.m. will be postponed to 27 June 2024 (Thursday) at 11:00 a.m.. The venue of the Postponed AGM will remain unchanged at 45th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong.

As a result of the postponement of the Annual General Meeting, in order to qualify for attending and voting at the Postponed AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, whose share registration public offices are located at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 21 June 2024 (Friday).

A resolution in relation to the proposed appointment of new auditor is set out on page 6 of this supplemental circular. A revised form of proxy (the "**Revised Proxy Form**") containing such proposed resolution is also enclosed with this supplemental circular.

Whether you are able to attend the Postponed AGM or not, you are requested to complete and return the Revised Proxy Form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time appointed for holding the Postponed AGM (i.e. 11:00 a.m. on 25 June 2024 (Tuesday))(the "**Closing Time**") or any adjournment thereof to the office of the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Postponed AGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked. All the resolutions put to the vote at the Postponed AGM will be taken by way of poll pursuant to the Listing Rules.

LETTER FROM THE BOARD

If Shareholders have lodged the form of proxy enclosed with the Original Circular (the “**Original Proxy Form**”) in accordance with the instructions printed thereon, such Shareholders should note that:

- (i) Subject to (iii) below, if no Revised Proxy Form is lodged by the Shareholders, the Original Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if duly completed and signed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her/its discretion (if no such instructions are given) on any resolutions properly put to the Postponed AGM (including the proposed resolution set out above which are in addition to those set out in Original Proxy Form).
- (ii) If the Revised Proxy Form is lodged by the Shareholder at or before the Closing Time in accordance with the instructions printed thereon, the Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if duly completed and signed, and will revoke and supersede the Original Proxy Form previously lodged by him/her/it.
- (iii) If the Revised Proxy Form is lodged by the Shareholder after the Closing Time, the Revised Proxy Form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the Shareholder. The Original Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if duly completed and signed. The proxy appointed under the Original Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged by the Shareholder.

Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Company’s Hong Kong branch share registrar before the Closing Time.

RECOMMENDATION

The Directors consider that the proposed appointment of new auditor is in the interests of the Company and the Shareholders as a whole and so recommend you to vote in favour of the relevant ordinary resolution as set out in the supplemental notice of the Postponed AGM.

Yours faithfully,
For and on behalf of the Board
Cinda International Holdings Limited
Zhang Xunyuan
Executive Director and Chief Executive Officer



信達國際控股有限公司
CINDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 111)

References are made to (i) the notice (the “**Original Notice**”) of the annual general meeting (the “**Annual General Meeting**”) of Cinda International Holdings Limited (the “**Company**”) dated 19 April 2024, which sets out the resolutions to be considered and, if thought fit, to be passed at the Annual General Meeting originally scheduled to be held at 45th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 12 June 2024 (Wednesday) at 11:00 a.m.; and (ii) the announcement of the Company dated 7 June 2024 in relation to, among others, the postponement of the Annual General Meeting.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the postponed Annual General Meeting (the “**Postponed AGM**”) will be held at the same venue at 45th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 27 June 2024 (Thursday) at 11:00 a.m.. Due to the matters as set out in the supplemental circular of the Company dated 12 June 2024, (i) resolution no. 3 as set out in the Original Notice should be deleted in its entirety; and (ii) the following resolution no. 3(i) shall be added immediately following resolution under item numbered 3 as ordinary resolution:

“3(i). To appoint BDO Limited as the auditor of the Company following the retirement of Baker Tilly Hong Kong Limited and to authorise the board of Directors to fix their remuneration.”

This supplemental notice should be read in conjunction with the Original Notice. Apart from the amendments set out above, all the information contained in the Original Notice shall remain to have full force and effect.

By Order of the Board
Cinda International Holdings Limited
Zhang Xunyuan
Executive Director and Chief Executive Officer

Hong Kong, 12 June 2024

SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING

Notes:

1. A revised form of proxy (the “**Revised Proxy Form**”) containing the new resolution no. 3(i) is enclosed with the supplemental circular of the Company dated 12 June 2024 (the “**Supplemental Circular**”). Please refer to the section headed “Postponed AGM” of the Supplemental Circular for arrangements about the completion and submission of the Revised Proxy Form.
2. In order to qualify for attending and voting at the Postponed AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, whose share registration public offices are located at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 21 June 2024 (Friday).
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
4. A member entitled to attend and vote at the Postponed AGM convened by the above notice is entitled to appoint one or more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
5. In order to be valid, the Revised Proxy Form must be deposited at the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the Postponed AGM (i.e. 11:00 a.m. on 25 June 2024 (Tuesday)) or any adjournment thereof.
6. Completion and return of the form of proxy sent together with the circular of the Company dated 19 April 2024 and/or the Revised Proxy Form will not preclude members from attending and voting in person at the Postponed AGM or any adjournment thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.