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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)**

**Great Trade Limited**

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

## **JOINT ANNOUNCEMENT**

**DESPATCH OF THE COMPOSITE DOCUMENT  
IN RELATION TO  
VOLUNTARY CONDITIONAL CASH OFFER BY  
SHENWAN HONGYUAN CAPITAL (H.K.) LIMITED  
ON BEHALF OF GREAT TRADE LIMITED  
TO ACQUIRE ALL OF THE ISSUED SHARES OF  
XINGDA INTERNATIONAL HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED BY OR TO BE ACQUIRED BY  
GREAT TRADE LIMITED AND PARTIES ACTING IN CONCERT WITH IT)**

**Financial Adviser to the Offeror**



**Shenwan Hongyuan Capital (H.K.) Limited**

**Independent Financial Adviser to the Independent Board Committee**



**BAOQIAO PARTNERS CAPITAL LIMITED**

Reference is made to (i) the announcement jointly issued by the Company and the Offeror on 24 September 2024 in respect of, among other things, the Offer; and (ii) the composite offer and response document (the “**Composite Document**”) jointly issued by the Offeror and the Company on 25 October 2024 together with the accompanying Form of Acceptance. Capitalised terms used herein shall have the same meanings as those defined in the Composite Document unless specified otherwise.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document containing, among other things, (i) the terms of the Offer (including the expected timetable); (ii) the letter of recommendation from the Independent Board Committee in relation to the Offer; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer and the accompanying Form of Acceptance, have been despatched to the Shareholders on 25 October 2024 in accordance with the Takeovers Code.

Copies of the Composite Document and the accompanying Form of Acceptance are also available on the websites of the Stock Exchange and the Company.

## **EXPECTED TIMETABLE**

The expected timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. Unless otherwise specified, all references to the date and time contained in this joint announcement refer to Hong Kong date and time.

<b>Event</b>	<b>Time and Date</b>
Despatch date of the Composite Document and the Form of Acceptance and commencement date of the Offer ( <i>Note 1</i> ) . . . . .	Friday, 25 October 2024
First Closing Date ( <i>Note 2</i> ) . . . . .	Friday, 15 November 2024
Latest time and date for acceptance of the Offer on the First Closing Date ( <i>Notes 3, 4 and 8</i> ) . . . . .	by 4:00 p.m. on Friday, 15 November 2024
Announcement of the results of the Offer and the level of acceptance as at the First Closing Date posted on the website of the Stock Exchange ( <i>Note 2</i> ) . . . . .	by 7:00 p.m. on Friday, 15 November 2024
Latest date for posting of remittances in respect of valid acceptances received under the Offer on or before the First Closing Date (assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date) ( <i>Notes 6&amp;8</i> ) . . . . .	Tuesday, 26 November 2024

**Event****Time and Date**

Final Closing Date if the Offer becomes or is declared unconditional in all respect on the First Closing Date (*Note 5*) . . . . Friday, 29 November 2024

Latest time and date for acceptance of the Offer on the Final Closing Date assuming that the Offer becomes or is declared unconditional in all respects on the First Closing Date (*Notes 5&8*) . . . . . by 4:00 p.m. on Friday, 29 November 2024

Announcement of the results of the Offer as at the Final Closing Date posted on the website of the Stock Exchange . . . . . by 7:00 p.m. on Friday, 29 November 2024

Latest date for posting of remittances in respect of valid acceptances received under the Offer on or before the Final Closing Date (assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date) (*Notes 6&8*) . . by 4:00 p.m. on Tuesday, 10 December 2024

Latest time and date by which the Offer can be declared unconditional as to acceptance (*Note 7*) . . . . . by 4:00 p.m. on Tuesday, 24 December 2024

*Notes:*

1. The Offer is made on the date of posting of the Composite Document and is capable of acceptance on and from Friday, 25 October 2024 until 4:00 p.m. on the First Closing Date unless the Offeror revises or extends the Offer in accordance with the Takeovers Code.
2. In accordance with the Takeovers Code, where an offer document and the offeree board circular are combined in a composite document, the Offer must initially be open for acceptance for at least 21 days after the date of the composite document. The Offer will be closed at 4:00 p.m. on the First Closing Date unless the Offer is extended in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the website of the Stock Exchange no later than 7:00 p.m. on the First Closing Date stating the results of the Offer and whether the Offer has been extended, revised or has expired. In the event that the Offeror decides to extend the Offer, an announcement of such extension will be published.
3. Beneficial owners of Share(s) who hold their Share(s) in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
4. Acceptance of the Offer shall be irrevocable and is not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to the section headed “RIGHT OF WITHDRAWAL” in Appendix I to the Composite Document for further information on the circumstances where acceptances may be withdrawn.

5. In accordance with the Takeovers Code, where a conditional offer becomes or is declared unconditional (whether as to acceptances or in all respects), it should remain open for acceptance for not less than 14 days thereafter. When the Offer becomes or is declared unconditional in all respects, at least 14 days' notice in writing must be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer. The Offeror has the right, subject to the Takeovers Code, to extend the Offer until such date as it may determine or as permitted by the Executive.
6. Payment in cash in respect of the acceptance of the Offer (after deducting the sellers' ad valorem stamp duty, as applicable) tendered for acceptance under the Offer will be despatched to the accepting Independent Shareholders at his/her/its own risk as soon as possible but in any event, no later than seven (7) Business Days after the date on which the duly completed Form of Acceptance and the relevant documents of title of the Shares in respect of such acceptance are received by or for the Offeror to render each such acceptance of the Offer complete and valid pursuant to the Takeovers Code. Please refer to the section headed "PROCEDURES FOR ACCEPTANCE OF THE OFFER" and "SETTLEMENT OF THE OFFER" in Appendix I to the Composite Document and the Form of Acceptance for further information.
7. In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the date of despatch of the Composite Document (or such later day as permitted by the Executive in accordance with the Takeovers Code). Accordingly, unless the Offer has previously become or been declared unconditional as to acceptances or has been extended with the consent of the Executive, the Offer will lapse at 7:00 p.m. on Tuesday, 24 December 2024 (or such later day as permitted by the Executive in accordance with the Takeovers Code). In accordance with Rule 15.7 of the Takeovers Code, except with the consent of the Executive, all conditions must be fulfilled or the Offer must lapse within 21 days of the First Closing Date or of the date the Offer becomes or is declared unconditional as to acceptances, whichever is later.
8. If there is a tropical cyclone warning signal number 8 or above, or "extreme conditions" or a "black rainstorm warning", (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force at or after 12:00 noon on the latest date for acceptance of the Offer or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest date for acceptance of the Offer or the posting of remittances, as the case may be, will remain on the same Business Day; or (b) in force in Hong Kong at any local time at 12:00 noon and/or thereafter on the latest date for acceptance of the Offer or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest date for acceptance of the Offer or the posting of remittances, as the case may be, will be rescheduled to the following Business Day which does not have either those warnings in force at any local time at 12:00 noon and/or thereafter.

By Order of the board of  
**Great Trade Limited**  
**Liu Jinlan**  
*Sole director*

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

Hong Kong, 25 October 2024

*As at the date of this joint announcement, the Board comprises the executive Directors, namely, Mr. Liu Jinlan (Chairman), Mr. Liu Xiang, Mr. Hang Youming, Mr. Wang Jin and Ms. Wang Yu, and the independent non-executive Directors, namely, Mr. Koo Fook Sun, Louis, Ms. Xu Chunhua and Ms. Zhang Guoyun.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the sole director of the Offeror in his capacity as director of the Offeror) 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 Offeror is Mr. Liu Jinlan.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Directors in the capacity as Directors) 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.*

*The English text of this joint announcement shall prevail over its Chinese text.*