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

(Incorporated in Bermuda with limited liability)

(Stock code: 111)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Cinda International Holdings Limited (the "**Company**") will be held at Suites 5801-04&08, 58/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 15 May 2026 (Friday) at 11:00 a.m. to, as ordinary business, consider and, if thought fit, passing with or without amendment, the following ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the "**Directors**") of the Company and of the independent auditor of the Company for the year ended 31 December 2025.

2. To declare a final dividend of HK$0.05 per share of the Company for the year ended 31 December 2025 (the "**2025 Final Dividend**").

3. To re-elect the retiring Directors:

   (a) to re-elect Mr. Zhan Jiang as an executive Director;

   (b) to re-elect Mr. Ren Jie as an executive Director;

   (c) to re-elect Ms. Yan Qizhong as an executive Director; and

   (d) to re-elect Mr. Li Ying as an independent non-executive Director.

4. To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration.

5. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

As special business, to consider and, if thought fit, passing with or without amendment, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

6A. "**THAT**:

(a) subject to paragraphs (b) and (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares) in the capital of the Company and to make or grant offers, agreements and options and issue other securities convertible into shares which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) to make or grant offers, agreements and options and issue other securities convertible into shares which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted, issued (whether pursuant to an option or otherwise) and deal with by the Director pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution); (ii) the exercise of any options granted under any option scheme or similar arrangements for the time being adopted by the Company and/or any of its subsidiaries; or (iii) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company from time to time, shall not exceed 20 per cent. of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the bye-laws of the Company or any applicable laws of Bermuda; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting of the Company.

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirement of any recognised regulatory body or any stock exchange in any territory applicable to the Company)."

6B. "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution) of all powers of the Company to buy back issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited or any stock exchange on which the shares of the Company may be listed and recognised, subject to and in accordance with all applicable laws and requirements of the listing rules of The Stock Exchange of Hong Kong Limited or any other stock exchange as amended from time to time and the bye-laws of the Company, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company to be bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in paragraph (c) of this resolution) shall not exceed 10 per cent. of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the bye-laws of the Company or any applicable laws of Bermuda; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting of the Company."

6C. "**THAT** conditional upon the passing of the ordinary resolutions nos. 6A and 6B in the notice of this meeting, the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Company under the authority granted to the Directors as mentioned in the aforementioned resolution no. 6A be and is hereby extend by the addition thereof the aggregate number of issued shares of the Company bought back by the Company under the authority granted pursuant to resolution no. 6B as set out in the notice of this meeting."

7. "**THAT**:

(a) subject to any applicable laws, rules and regulations which require such matters to be separately approved by the shareholders of the Company, the Directors be and are hereby authorised for the purpose of 61A(b) of the bye-laws of the Company to enter into any transactions during the Relevant Period (as defined in paragraph (b) of this resolution) on behalf of the Company to raise or borrow any sum or sums of money for the Company or its wholly-owned subsidiaries and to provide financial assistance, such as guarantees, for the wholly-owned subsidiaries of the Company, in each case, in any single transaction with a value equal to or exceeding 10 per cent. but not exceeding 50 per cent. of the consolidated net asset value of the Company and its subsidiaries as shown in the latest published financial statements of the Company; and

(b) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the bye-laws of the Company or any applicable laws of Bermuda; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting of the Company."

As special business, to consider and, if thought fit, passing with or without amendment, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

8. "**THAT**:

(a) the proposed amendments to the existing bye-laws of the Company (the "**Proposed Amendments**"), the details of which are set out in Appendix III to the circular of the Company dated 21 April 2026, be and are hereby approved;

(b) the new bye-laws of the Company (the "**New Bye-laws**") which incorporate and consolidate the Proposed Amendments (a copy of which has been produced to the meeting marked "A" and initialled by the chairman of the meeting for identification purpose) be and are hereby approved and adopted as the new bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the close of this meeting; and

(c) any Director, secretary and/or registered office provider of the Company be and is hereby authorised to do all such acts and things as may be necessary or expedient in order to effect, implement and record the Proposed Amendments and adoption of the New Bye-laws, including but not limited to any filings with the Bermuda Registrar of Companies in connection with the foregoing."

By Order of the Board
Cinda International Holdings Limited
Zhan Jiang
Chairman

21 April 2026

As at the date hereof, the Board comprises:

Executive Directors:	Mr. Zhan Jiang	*(Chairman and Chief Executive Officer)*
	Mr. Ren Jie	*(Deputy Chief Executive Officer)*
	Ms. Yan Qizhong	*(Chief Financial Officer)*
Independent Non-executive Directors:	Ms. Hu Lielei	
	Mr. Zhao Guangming	
	Mr. Li Ying	

Website: http://www.cinda.com.hk

Notes:

1. A form of proxy for use at the AGM is enclosed herewith.

2. The record date for ascertaining the shareholders' entitlement to attend and vote at the AGM is 11 May 2026 (Monday). In order to qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 11 May 2026 (Monday).

3. For determining the shareholders' entitlement to the proposed 2025 Final Dividend, the register of members of the Company will be closed from 21 May 2026 (Thursday) to 26 May 2026 (Tuesday), both days inclusive, during which period no transfer of shares of the Company will be effected. The shareholders whose names appear on the register of members of the Company at the close of business on 26 May 2026 (Tuesday) (i.e. the record date) will be qualified for the proposed 2025 Final Dividend. In order to qualify for the proposed 2025 Final Dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 20 May 2026 (Wednesday).

4. 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 an officer, attorney or other person authorised to sign the same.

5. A member entitled to attend and vote at the 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.

6. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services 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 certified copy of such power or authority, not less than 48 hours before the time appointed for holding the AGM (i.e. 11:00 a.m. on 13 May 2026 (Wednesday)) or any adjournment or postponement thereof.

7. Completion and return of the form of proxy will not preclude members from attending and voting in person at the AGM or any adjournment or postponement thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

8. All references to time and dates in this notice are to Hong Kong time and dates.