



兴 达
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)

25 October 2024

To the Independent Shareholders

Dear Sir or Madam,

**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)**

INTRODUCTION

We refer to the Composite Document dated 25 October 2024 issued jointly by the Offeror and the Company of which this letter forms part. Capitalised terms used in this letter have the same meanings as that defined in the Composite Document unless stated otherwise or the context requires otherwise.

We have been constituted by the Board as the Independent Board Committee to consider the terms of the Offer and to make a recommendation as to whether, in our opinion, the terms of the Offer are fair and reasonable insofar as the Independent Shareholders are concerned, and to make a recommendation in relation to the acceptance or not of the Offer.

BaoQiao Partners Capital Limited has been appointed as the Independent Financial Adviser with our approval to advise the Independent Board Committee in respect of the terms of the Offer and as to acceptance thereof. Details of its advice and recommendations and the principal factors and reasons considered and taken into account by it in arriving at its advice are set out in the “Letter from the Independent Financial Adviser” on pages 28 to 49 of this Composite Document.

We also wish to draw your attention to the “Letter from the Board” and “Letter from Shenwan Hongyuan” and the additional information set out in this Composite Document.

We, as members of the Independent Board Committee, have declared that we are independent and do not have any conflict of interest in respect of the Offer and are therefore able to consider the terms of the Offer and make recommendations accordingly to the Independent Shareholders.

RECOMMENDATIONS

Having considered the terms of the Offer, the information contained in this Composite Document and the letter of advice and recommendations from the Independent Financial Adviser, we concur with the view of the Independent Financial Adviser and consider that the terms of the Offer are not fair and reasonable insofar as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders not to accept the Offer.

The Independent Shareholders are reminded to closely monitor the market price and liquidity of the Shares during the Offer Period. For the Independent Shareholders who may wish to realise their investment should having regard to their own circumstances and investment objectives, consider selling their Shares in the open market should such sale proceeds, net of all transaction costs, exceed the amount receivable under the Offer. However, if the market price of the Shares falls below the Offer Price towards the end of the Offer Period, the Independent Shareholders may then consider tendering all or part of their holdings to the Offer, should they still wish to realise their investment.

The Independent Shareholders are recommended to read the full text of the “Letter from Independent Financial Adviser” set out in this Composite Document.

Notwithstanding our recommendation, the Independent Shareholders should consider carefully the terms of the Offer. In any case, the Independent Shareholders are reminded that there is no guarantee that the current Share price will be sustainable or remain higher than the Offer Price during or after the Offer Period. The decision to realise or to hold their investment is subject to individual circumstances and investment objectives.

If in doubt, the Independent Shareholders should consult their own professional advisers for professional advice. In addition, Independent Shareholders who wish to accept the Offer are recommended to read and consider carefully the procedures for accepting the Offer detailed in Appendix I titled “Further Terms and Procedures of Acceptance of the Offer” and the accompanying Form of Acceptance.

Yours faithfully,
For and on behalf of the Independent Board Committee of
Xingda International Holdings Limited



Koo Fook Sun, Louis
Independent non-executive
Director

Xu Chunhua
Independent non-executive
Director

Zhang Guoyun
Independent non-executive
Director

Yours faithfully,
For and on behalf of the Independent Board Committee of
Xingda International Holdings Limited



Koo Fook Sun, Louis	Xu Chunhua	Zhang Guoyun
<i>Independent non-executive</i>	<i>Independent non-executive</i>	<i>Independent non-executive</i>
<i>Director</i>	<i>Director</i>	<i>Director</i>

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Director

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