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香港中央結算有限公司
(香港交易及結算所有限公司全資附屬公司)

HONG KONG SECURITIES CLEARING COMPANY LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

通告 CIRCULAR

Subject: Xingda International Holdings Limited (Stock Code: 1899)
- Conditional Voluntary Cash Partial Offer - Offer Price of HK\$1.88 per Offer Share

Enquiry: Hotline: 2979 7111 / E-mail: clearingps@hkex.com.hk (For Non Investor Participants)
Hotline: 2979 7888 / E-mail: clearingps@hkex.com.hk (For Investor Participants)

Pursuant to the Composite Document of Xingda International Holdings Limited (the "Company") dated 27 January 2023, CLSA Limited on behalf of the Joint Offerors, would make a conditional voluntary cash partial offer to acquire a maximum of 80,000,000 Offer Shares from Qualifying Shareholders at the Offer Price of HK\$1.88 per Offer Share (the "Partial Offer").

Qualifying Shareholders may accept the Partial Offer in respect of some or all of the Offer Shares held by them. Whether or not the Qualifying Shareholders accept the Partial Offer, they may approve the Partial Offer.

Capitalized terms used herein shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

Acceptance and/or Approval of the Partial Offer through HKSCC

In order to accept and/or approve the Partial Offer through HKSCC, Non Investor Participants and Investor Participants ("Participants") are advised to note the following arrangements:-

1. Acceptance of the Partial Offer

- A Take-over (Conditional) Announcement in respect of the Partial Offer has been set up in CCASS. The latest time for Participants who wish to input the instructions to accept the Partial Offer is **11:00 a.m. on 24 February 2023** (i.e. First Closing Date). Please note that any instruction given under the announcement is irrevocable and cannot be withdrawn.
- In case the Partial Offer becomes or is declared unconditional in all respects, HKSCC will set up another Take-over (Unconditional) Announcement in CCASS for Participants to submit further instructions to accept the Partial Offer. Please note that any instruction given under the announcement is irrevocable and cannot be withdrawn.
- A payment advice (in case of partial acceptance by the Joint Offerors) will be posted to the relevant Participants after the expected payment date 21 March 2023. Participants may also obtain the payment details by sending an email request to hkscn_info@hkex.com.hk.

2. Approval of the Partial Offer

- a) Whether or not the Participants accept the Partial Offer, they may approve the Partial Offer by giving an approval instruction to HKSCC. The number of Offer Shares in respect of which they approve the Partial Offer should be specified on the Partial Offer Approval Form (the "Form") which is attached as per Appendix 1. Each Share shall be entitled to ONE vote only. The Form should be completed and sent to hksccn_info@hkex.iclnet.hk via ICLNET or hksccn_info@hkex.com.hk via secure email, followed by the original to be delivered to 1/F, One and Two Exchange Square, 8 Connaught Place, Central, Hong Kong (Attn.: Nominee Services) no later than **11:00 a.m. on 24 February 2023** i.e. the First Closing Date (unless the First Closing Date is extended in accordance with the Takeovers Code).

If a Participant does not have ICLNET, he/she should send the completed Form to HKSCC via secure email. For secure email, Participants should send a request to hksccn_info@hkex.com.hk with subject "Participant ID: XXXXXX – 1899 XINGDA INT'L Partial Offer", HKSCC will then provide a user guide and trigger a secure email for Participants to transmit the Form.

- b) For determining each Participant's entitlement to cast votes to approve the Partial Offer, HKSCC will make reference to the share quantities of acceptance instructions and/or shareholding in its CCASS stock account as at First Closing Date (unless the First Closing Date is extended in accordance with the Takeovers Code).
- c) The following examples illustrate how HKSCC determines a Participant's entitlement to cast votes for approving the Partial Offer on or before the First Closing Date, or such other date announced by the Joint Offerors.

Case	No. of shares held in CCASS Stock Account as at the First Closing Date	Total share quantities of acceptance instructions submitted to HKSCC	Maximum quantity that Participant can cast vote for approval of the Partial Offer
I	10,000	2,000	12,000
II	0	10,000	10,000
III	20,000	0	20,000

In view of the complexity of the Partial Offer, Participants should refer to the Composite Document of the Company dated 27 January 2023 which was posted on HKEXnews website for details. For enquiries, please call our Hotline at 2979 7111 (for Non Investor Participants) or 2979 7888 (for Investor Participants) or contact us via E-mail: clearingps@hkex.com.hk.

Alan Chuen
Senior Vice President
Depository and Nominee Service

This circular has been issued in the English language with a separate Chinese language translation. If there is any conflict in the circulars between the meaning of Chinese words or terms in the Chinese language version and English words in the English language version, the meaning of the English words shall prevail.

Partial Offer Approval Form (“Form”)

This form should be completed and returned to HKSCC by email and followed by original not later than 11:00 a.m. on 24 February 2023 i.e. First Closing Date (unless the First Closing Date is extended in accordance with the Takeovers Code)

Date: _____

Hong Kong Securities Clearing Company Limited (“HKSCC”) and
HKSCC Nominees Limited
1/F, One and Two Exchange Square
8 Connaught Place, Central, Hong Kong
Attn.: Nominee Services

Email: hkscn_info@hkex.iclnet.hk via ICLNET
hkscn_info@hkex.com.hk via secure email

Dear Sirs,

Re: Xingda International Holdings Limited (Stock Code: 1899) (the “Company”)
- Conditional Voluntary Cash Partial Offer (the “Partial Offer”)
- Offer Price of HK\$1.88 per Offer Share

I/We wish to approve the Partial Offer in respect of _____ shares of the Company held in my/our CCASS stock account as at the First Closing Date together with the aggregate of shares that I/we have tendered to accept the Partial Offer (if any) through HKSCC.

Authorized Signatory(ies) of Participant
(with Company Chop, ONLY applicable if it forms part of your signing instruction)

Participant Name: _____

Participant ID: _____

Contact Person: _____

Telephone No.: _____

Notes:

1. You are reminded that under the General Rules of CCASS, unless you have input your instruction in respect of the Take-over (Conditional) Announcement, the giving of approval instructions to HKSCC in respect of your shares constitute an undertaking by you to maintain the relevant number of shares in your CCASS Stock Accounts on the First Closing Date. Further, HKSCC reserves the right to allocate rights between participants in the event that not all shares are re-registered in its nominee's name in time for this purpose.
2. Activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures from time to time issued by HKSCC.