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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 45th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 27 June 2023 (Tuesday) at 11:00 a.m. to, as ordinary business, consider and, if thought fit, pass 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 2022.
2. To re-elect the retiring Directors:
 - (a) to re-elect Mr. Xia Zhidong as an independent non-executive Director and to authorise the board of Directors to fix his remuneration;
 - (b) to re-elect Mr. Liu Xiaofeng as an independent non-executive Director and to authorise the board of Directors to fix his remuneration;
 - (c) to re-elect Mr. Zheng Minggao as an independent non-executive Director and to authorise the board of Directors to fix his remuneration; and
 - (d) to re-elect Mr. Zhang Xunyu as an executive Director and to authorise the board of Directors to fix his remuneration.
3. To appoint Baker Tilly Hong Kong Limited as the auditor of the Company following the retirement of Ernst & Young and to authorise the board of Directors to fix their remuneration.

4. As special business, consider and, if thought fit, pass with or without amendment, the following ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution and without prejudice to resolution 4C set out in the notice of this meeting, 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 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 (whether pursuant to an option or otherwise) by the Company 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) or (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed 20 per cent. of the total number of shares of the Company in issue 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 outside Hong Kong).”

B. “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, subject to and in accordance with applicable laws, 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 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.”

- C. “**THAT** conditional upon the passing of the above Ordinary Resolutions No. 4A and 4B, the aggregate number of issued shares of the Company bought back by the Company under the authority granted to the Directors as mentioned in the aforementioned resolution 4B shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Company pursuant to resolution 4A set out in the notice of this meeting of which this resolution forms part.”

By Order of the Board
Cinda International Holdings Limited
Lau Mun Chung
Executive Director

Hong Kong, 5 June 2023

As at the date hereof, the Board comprises:

<i>Executive Directors:</i>	Mr. Zhang Yi	<i>(Chairman)</i>
	Mr. Zhang Xunyu	<i>(Chief Executive Officer)</i>
	Mr. Lau Mun Chung	<i>(Deputy Chief Executive Officer)</i>

<i>Independent Non-executive Directors:</i>	Mr. Xia Zhidong
	Mr. Liu Xiaofeng
	Mr. Zheng Minggao

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

Notes:

1. A form of proxy for use at the AGM is enclosed herewith.
2. 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 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 20 June 2023 (Tuesday).
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 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 form of proxy 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 AGM (i.e. before 11:00 a.m. on 25 June 2023 or any adjournment thereof).
6. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting convened by the above notice 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.
7. Concerning resolutions 2 above, the biographical details and interests in the securities of the Company (if any) of the retiring directors proposed to be re-elected at the AGM are provided in this circular.