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XINGDA

**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)**

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND  
CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND  
(2) NON-COMPLIANCE WITH LISTING RULES**

The board (“**Board**”) of directors (“**Directors**”) of Xingda International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces the following changes:

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN  
COMPOSITION OF BOARD COMMITTEES**

Mr. Luo Tiejun (“**Mr. Luo**”) has resigned as an independent non-executive Director, a member of each of the audit committee and the remuneration and management development committee of the Company with effect from 3 April 2024 in order to devote more time to his personal and other business commitments.

Mr. Luo has confirmed that he has no disagreement with the Board and there is no matter regarding his resignation that needs to be brought to the attention of the shareholders of the Company and/or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Mr. Luo for his valuable contribution to the Company during his tenure of office as an independent non-executive Director.

**NON-COMPLIANCE WITH THE LISTING RULES**

Following the resignation of Mr. Luo, the Board comprises six executive Directors and two independent non-executive Directors. As a result of the foregoing, the Company is not in compliance with (i) Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), which stipulates that the Board must include at least three independent non-

executive directors; (ii) Rule 3.10A of the Listing Rules, which stipulates that the number of independent non-executive directors shall represent at least one-third of the Board; and (iii) Rule 3.21 of the Listing Rules, which stipulates that the audit committee must comprise a minimum of three members.

The Company is in the process of identifying suitable candidate(s) to fill the vacancy, and will use its best endeavors to ensure a suitable candidate to be appointed as soon as practicable and within three months from the date hereof. The Company will make further announcement(s) in relation to the appointment of new independent non-executive Director(s) as and when appropriate in accordance with Listing Rules.

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

Shanghai, the PRC, 3 April 2024

*As at the date of this announcement, the executive Directors are Mr. LIU Jinlan, Mr. LIU Xiang, Mr. ZHANG Yuxiao, Mr. HANG Youming, Mr. WANG Jin and Ms. WANG Yu and the independent non-executive Directors are Mr. KOO Fook Sun, Louis and Ms. XU Chunhua.*