
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of this circular, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Cinda International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer, the bank manager, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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

(Incorporated in Bermuda with limited liability)

(Stock code: 111)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of Cinda International Holdings Limited to be held at 45th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 9 June 2021 at 11:00 a.m., is set out on pages 14 to 17 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the said meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. before 11:00 a.m. on 7 June 2021) or any adjournment thereof to the office of Cinda International Holdings Limited’s Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE AGM

In order to prevent and control the spread of the Novel Coronavirus, the following measures will be taken at the AGM:

- temperature checks for attendees
- attendees are required to wear surgical masks
- maintain appropriate distancing and spacing between seats
- no refreshments will be served

Shareholders are reminded that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

This circular is printed on environmentally friendly paper



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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2020 Final Dividend”	the final dividend of the Company of HK\$0.03 per Share for the year ended 31 December 2020
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 45th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 9 June 2021 at 11:00 a.m.
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as may be amended from time to time)
“China” or “PRC”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“China Cinda”	China Cinda Asset Management Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange (stock code: 1359)
“Cinda Securities”	Cinda Securities Co., Ltd., a limited liability company established in the PRC and a 87.42% non-wholly-owned subsidiary of China Cinda
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Cinda International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 111)
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot and issue Shares during the period as set out in Ordinary Resolution No. 5A up to 20% of the number of issued Shares as at the date of the passing of the Ordinary Resolution No. 5A
“Latest Practicable Date”	3 May 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice convening the AGM set out on pages 14 to 17 of this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in Ordinary Resolution No. 5B up to 10% of the number of issued Shares as at the date of the passing of the Ordinary Resolution No. 5B
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



信達國際控股有限公司

CINDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 111)

Executive Directors:

Ms. Zhu Ruimin (*Chairman*)

Mr. Zhang Yi (*Chief Executive Officer*)

Mr. Lau Mun Chung (*Deputy Chief Executive Officer*)

Registered office:

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

Non-executive Director:

Mr. Chow Kwok Wai

Head office and principal place

of business in Hong Kong:

Independent non-executive Directors:

Mr. Hung Muk Ming

Mr. Xia Zhidong

Mr. Liu Xiaofeng

45th Floor, COSCO Tower

183 Queen's Road Central

Hong Kong

7 May 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you information on matters to be dealt with at the AGM to be held on 9 June 2021. They are: (i) re-election of Directors, (ii) grant of Issue Mandate (including the extended Issue Mandate), (iii) grant of Repurchase Mandate and (iv) declaration of the 2020 Final Dividend.

LETTER FROM THE BOARD

This circular contains the explanatory statement required to be given to the Shareholders in compliance with the Listing Rules and to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions in the AGM.

2. PROPOSED RE-ELECTION OF DIRECTORS

According to Bye-law 86(2), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board, or, subject to authorisation by the members in a general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the members in a general meeting. Any Director so appointed shall hold office only until the first general meeting of the Company after his or her appointment (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the existing Board) and shall then be eligible for re-election at that meeting. The Directors to retire at an annual general meeting pursuant to the Bye-law 86(2) shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such annual general meeting pursuant to Bye-law 87(1).

In accordance with Bye-law 86(2), Ms. Zhu Ruimin will retire from her office at the AGM and she will offer herself for re-election.

According to Bye-laws 87(1) and 87(2), at each annual general meeting of the Company, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not greater than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term or holding office as chairman of the Board or managing director) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

LETTER FROM THE BOARD

In accordance with Bye-laws 87(1) and 87(2), two Directors subject to retirement by rotation at the AGM are Mr. Lau Mun Chung and Mr. Hung Muk Ming and they, being eligible, offer themselves for re-election.

In compliance with the requirement of code provision E.1.1 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, a separate resolution will be proposed at the AGM for the re-election of each individual Director whether such Director is an executive Director, non-executive Director or independent non-executive Director.

Mr. Hung Muk Ming has served as an independent non-executive Director for more than 9 years and the re-election of him will be subject to a separate resolution to be approved by the Shareholders. During his years of appointment, Mr. Hung Muk Ming has demonstrated his ability to provide an independent view to the Company's matters. Moreover, Mr. Hung Muk Ming holds no share or other business interest in the Company and has no other position in the Group save for being an independent non-executive Director, the chairman of audit committee of the Company and a member of the remuneration committee of the Company. The Board considers that the long service of Mr. Hung Muk Ming would not affect his exercise of independent judgment and is satisfied that Mr. Hung Muk Ming has the required character, integrity and knowledge to continue fulfilling the role of independent non-executive director. The Board also considers that the re-election of Mr. Hung Muk Ming as an independent non-executive Director is in the best interest of the Company and Shareholders as a whole.

Biographies, as at the Latest Practicable Date, of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to allot and issue further Shares representing up to 20% of the aggregate number of issued Shares as at the date of passing the resolution. As at the Latest Practicable Date, a total of 641,205,600 Shares were in issue. The number of Shares issuable pursuant to the Issue Mandate on the date of passing the resolution will be 128,241,120 Shares, representing 20% of the number of issued Shares as at the date of the AGM, on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM. In addition, if the resolution for the granting of the Repurchase Mandate is passed, a resolution will be proposed to authorise the Directors to allot and issue Shares up to an amount equal to the number of issued Shares repurchased under the Repurchase Mandate.

The Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws of Bermuda; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

4. REPURCHASE MANDATE

At the AGM, an ordinary resolution will also be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase Shares, subject to the criteria set out in this circular. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed such number as represents 10% of the number of issued Shares as at the date of the passing of the resolution. The Company's authority is restricted to repurchases made on the Stock Exchange and otherwise in accordance with the Listing Rules.

An explanatory statement is set out in Appendix II to this circular.

5. PROPOSED 2020 FINAL DIVIDEND

As disclosed in the announcement of the Company dated 4 March 2021 relating to the annual results of the Group for the year ended 31 December 2020, and announcement of the Company dated 26 April 2021 relating to, inter alia, change of proposed date of payment of 2020 Final Dividend, the Board resolved to propose at the AGM the payment of the 2020 Final Dividend of HK\$0.03 per Share for the year ended 31 December 2020 to Shareholders whose names appeared on the register of members of the Company on 24 June 2021, consistent with the Company's established dividend policy. The proposed 2020 Final Dividend is subject to Shareholders' approval at the AGM.

LETTER FROM THE BOARD

To determine the entitlement of the 2020 Final Dividend, the register of members of the Company will be closed from 22 June 2021 to 24 June 2021, both dates inclusive, during which period no transfer of shares will be registered. To qualify for receipt of the 2020 Final Dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 21 June 2021.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll. The results of the poll will be published on the HKEXnews website at www.hkexnews.hk and the Company's website at www.cinda.com.hk as soon as possible after the AGM.

7. RECOMMENDATION

The Directors consider that the re-election of the Directors, the granting of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate and the declaration of the 2020 Final Dividend are in the interests of the Company and the Shareholders as a whole and so recommend you to vote in favour of all the Ordinary Resolutions to be proposed at the AGM.

Yours faithfully,

For and on behalf of the Board
Cinda International Holdings Limited
Lau Mun Chung
Executive Director

This appendix sets out the brief biography of the Directors proposed to be re-elected at the AGM.

Ms. Zhu Ruimin (“**Ms. Zhu**”), aged 50, was appointed as an executive Director, the chairman of the Board and the chairman of the nomination committee of the Company on 26 April 2021. Ms. Zhu is currently the secretary of the party committee, a director and the general manager of Cinda Securities, the controlling shareholder (as defined in the Listing Rules) of the Company, and the chairman of First State Cinda Fund Management Co., Ltd..

Ms. Zhu graduated from the Renmin University of China with a doctoral degree in business administration in January 2009. She also holds the professional title of Senior Accountant. Ms. Zhu has substantial experience in management of securities companies. Ms. Zhu served as the general manager of the financial department, the assistant to the general manager and deputy general manager in Dongxing Securities Co., Ltd. (a joint stock company incorporated in the PRC with limited liability, the shares of which are listed on the Shanghai Stock Exchange (stock code: 601198)) successively from April 2007 to April 2012. Ms. Zhu also served as chief financial officer of China Galaxy Securities Co., Ltd. (a joint stock company incorporated in the PRC with limited liability, the H shares of which are listed on the Stock Exchange (stock code: 6881) and the A shares of which are listed on the Shanghai Stock Exchange (stock code: 601881)) from April 2012 to April 2019. Ms. Zhu joined Cinda Securities since July 2019.

Ms. Zhu has signed a letter of appointment with the Company with a fixed term of three years commencing from 26 April 2021. Ms. Zhu’s directorship is subject to retirement and re-election at the AGM in accordance with the Bye-laws. Ms. Zhu will not receive any director’s remuneration pursuant to her letter of appointment.

Save as disclosed above, Ms. Zhu neither holds any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor holds any other position with the Company and other members of the Group.

As at the Latest Practicable Date, save as disclosed above, Ms. Zhu does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company and she does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information relating to Ms. Zhu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there is no other matter in relation to the re-election of Ms. Zhu that needs to be brought to the attention of the Shareholders.

Mr. Lau Mun Chung (“**Mr. Lau**”), aged 56, was appointed as an executive Director on 3 March 2007 and is currently the deputy chief executive officer of the Company. He is a director and/or a secretary of certain subsidiaries of the Company and the Company Secretary of the Company. Mr. Lau is also a director of Cinda Agriculture Investment Limited (a subsidiary of China Cinda (HK) Holdings Company Limited, a subsidiary of China Cinda) and a director of a company invested/interested by the Group.

Mr. Lau graduated from the University of Hong Kong with a Bachelor Degree in Social Sciences in 1986 and received his Master Degree in Laws (Corporate and Financial Law) in the same university in 2013. He is a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Certified Public Accountants, an associate of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom.

Mr. Lau has entered into a service agreement with the Company for a term of three years commencing from 3 March 2021. Mr. Lau’s directorship is subject to retirement and re-election at the AGM in accordance with the Bye-laws. Mr. Lau is entitled to receive a director’s fee of HK\$240,000 per annum and a fixed monthly salary of HK\$193,830 which were determined in accordance with his qualification, experience, responsibilities and the prevailing market conditions and an annual management bonus of a sum to be determined by the remuneration committee of the Company at its absolute discretion having regard to the operating results of the Group and his performance.

Save as disclosed above, Mr. Lau neither holds any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor holds any other position with the Company and other members of the Group.

As at the Latest Practicable Date, save as disclosed above, Mr. Lau does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company and he does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information relating to Mr. Lau that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there is no other matter in relation to the re-election of Mr. Lau that needs to be brought to the attention of the Shareholders.

Mr. Hung Muk Ming (“**Mr. Hung**”), aged 56, was appointed as an independent non-executive Director on 2 December 2008. He is the chairman of the audit committee and a member of the remuneration committee of the Company. Mr. Hung is a Certified Public Accountant (Practising) and is a fellow CPA of the Hong Kong Institute of Certified Public Accountants. He is also a fellow member of the Association of Chartered Certified Accountants, an associate of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom. Mr. Hung received his Bachelor Degree in Social Sciences from the University of Hong Kong in 1990, and a Master Degree in Corporate Governance from the Hong Kong Polytechnic University in 2008. He has over 25 years of experience in the accounting and audit sector. Mr. Hung is currently an independent non-executive director of the following companies listed on the Stock Exchange: (i) Silver Grant International Holdings Group Limited (formerly known as Silver Grant International Industries Limited), the shares of which are listed on the Stock Exchange (stock code: 171); (ii) Century Sage Scientific Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 1450); (iii) CA Cultural Technology Group Limited (formerly known as China Animation Characters Company Limited), the shares of which are listed on the Stock Exchange (stock code: 1566); and (iv) IBO Technology Company Limited, the shares of which are listed on the Stock Exchange (stock code: 2708).

Mr. Hung has entered a letter of appointment with the Company for a term of two years commencing from 2 December 2020. He is entitled to receive a director’s fee of HK\$240,000 per annum which was determined by the Board with reference to the responsibilities undertaken by him.

Save as disclosed above, Mr. Hung neither holds any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor holds any other position with the Company and other members of the Group.

As at the Latest Practicable Date, save as disclosed above, Mr. Hung does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company and he does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information relating to Mr. Hung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there is no other matter in relation to the re-election of Mr. Hung that needs to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement required under the Listing Rules to provide you with the information necessary for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

At the AGM, an ordinary resolution will be proposed to approve the Repurchase Mandate. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed 10% of the number of issued Shares as at the date of the passing of the resolution. As at the Latest Practicable Date, there were in issue an aggregate of 641,205,600 Shares.

Exercise in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, would result in up to 64,120,560 Shares being repurchased by the Company. The Repurchase Mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws of Bermuda; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

2. REASON FOR REPURCHASE OF SHARES

The Directors consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases as and when appropriate and is beneficial to the Company. Such repurchases may enhance the Company's net asset value and/or earnings per Share. The Directors would only make such repurchases in circumstances whereby they consider them to be in the interests of the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchase of the Shares will be funded entirely from the Company's available cash flow or working capital facilities, and will, in any event, be made out of funds legally available for the repurchase in accordance with the Bye-laws and the applicable laws of Bermuda. Under the laws of Bermuda, the repurchased Shares will be cancelled and the Company's issued share capital will be reduced by the nominal value of those repurchased Shares accordingly. However, the aggregate amount of the Company's authorised share capital will not be reduced.

As compared with the financial position of the Company as at 31 December 2020 (being the date to which the latest audited financial statements of the Company have been made up), the Directors consider that there would not be material adverse impact on the working capital and on the gearing position of the Company in the event that the Repurchase Mandate were exercised in full. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the twelve months up to the Latest Practicable Date were as follows:

Month	PER SHARE	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	0.410	0.320
May	0.375	0.290
June	0.360	0.320
July	0.500	0.330
August	0.440	0.380
September	0.420	0.370
October	0.405	0.365
November	0.410	0.360
December	0.400	0.365
2021		
January	0.470	0.365
February	0.530	0.405
March	0.570	0.450
April	0.560	0.510
May (up to the Latest Practicable Date)	0.570	0.530

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules, all applicable laws of Bermuda, and in accordance with the regulations set out in the memorandum of association of the Company and the Bye-laws.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the close associates of the Directors has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell the Shares to the Company.

No core connected person of the Company has notified the Company that he/she has a present intention to sell the Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares. In accordance with the Listing Rules, the Company shall not knowingly repurchase Shares from a core connected person on the Stock Exchange.

7. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336 of the SFO and so far as was known by the Directors and chief executives of the Company, Cinda Securities, the controlling shareholder of the Company, held 403,960,200 Shares, representing approximately 63.00% of the issued share capital of the Company. Cinda Securities is a non-wholly-owned subsidiary of China Cinda. In the event that the Directors exercise in full the power of the Company to repurchase Shares under the Repurchase Mandate, assuming the present shareholding remains the same, the shareholding of Cinda Securities and its associates would be increased from 63.00% to approximately 70.00% of the issued share capital of the Company.

To the best knowledge of the Directors, the Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

In the six months preceding the Latest Practicable Date, no Shares have been repurchased by the Company (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



信達國際控股有限公司

CINDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 111)

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 9 June 2021 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 auditor of the Company for the year ended 31 December 2020.
2. To declare a final dividend of HK\$0.03 per share of the Company for the year ended 31 December 2020.
3. To re-elect the retiring Directors:
 - (a) to re-elect Ms. Zhu Ruimin as an executive Director and to authorise the board of Directors to fix her remuneration;
 - (b) to re-elect Mr. Lau Mun Chung as an executive Director and to authorise the board of Directors to fix his remuneration; and
 - (c) to re-elect Mr. Hung Muk Ming (who has served the Company as an independent non-executive Director for more than 9 years) as an independent non-executive Director and to authorise the board of Directors to fix his remuneration.
4. To re-appoint Ernst & Young as auditor of the Company and to authorise the board of Directors to fix their remuneration.
5. 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 5C 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 (as defined in paragraph (d) of this resolution);
- (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 aggregate 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).”

NOTICE OF ANNUAL GENERAL MEETING

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 repurchase 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 repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate 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. 5A and 5B, the aggregate number of issued shares of the Company repurchased by the Company under the authority granted to the Directors as mentioned in the aforementioned resolution 5B 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 5A 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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All shareholders of the Company who will be attending the AGM in person should read the section headed “PRECAUTIONARY MEASURES FOR THE AGM” on the cover page of the circular of the Company dated 7 May 2021.
2. A form of proxy for use at the AGM is enclosed herewith.
3. 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 3 June 2021.
4. For determining the entitlement to the proposed final dividend for the year ended 31 December 2020, the register of members of the Company will be closed from 22 June 2021 to 24 June 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, subject to approval by the shareholders of the Company at 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 21 June 2021.
5. 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.
6. A member entitled to attend and vote at the meeting 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.
7. 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 Level 54, Hopewell Centre, 183 Queen’s Road East, 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 7 June 2021) or any adjournment thereof.
8. 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.
9. Concerning resolution 3 above, the biographical details and interests in the securities of the Company (if any) of the directors proposed to be re-elected at the AGM are provided in this circular.