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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Yuanda China Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Yuanda China Holdings Limited**

**遠大中國控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2789)**

**PROPOSAL FOR  
GENERAL MANDATE TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of the Company to be held at 20, Street 13, Shenyang Economic & Technological Development Area, Shenyang, China on Wednesday, 28 May 2014 at 10:00 a.m. is set out on pages 13 to 16 of this circular. Whether or not you intend to be present and vote at the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting. The completion and delivery of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

25 April 2014

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 20, Street 13, Shenyang Economic & Technological Development Area, Shenyang, China on Wednesday, 28 May 2014 at 10:00 a.m., for the purpose of considering and if thought fit, approving the resolutions proposed in this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Yuanda China Holdings Limited (遠大中國控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors to allot, issue, and otherwise deal with new Shares, not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	16 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, but shall not include Hong Kong, the Macau Special Administrative Region and Taiwan for the purpose of this circular
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares in the capital of the Company, not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares 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
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“United States”	the United States of America
“%”	per cent.

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LETTER FROM THE BOARD

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**Yuanda China Holdings Limited**

**遠大中國控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2789)**

*Executive Directors:*

Mr. Kang Baohua (*Chairman*)  
Mr. Tian Shouliang (*Chief Executive Officer*)  
Mr. Guo Zhongshan  
Mr. Wang Yijun  
Mr. Wang Lihui  
Mr. Zhang Lei

*Independent non-executive Directors:*

Mr. Poon Chiu Kwok  
Mr. Woo Kar Tung, Raymond  
Mr. Pang Chung Fai, Benny

*Registered Office:*

Cricket Square  
Hutchins Drive  
P. O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Unit 1101-06, 11/F  
Prosperity Millennia Plaza  
663 King's Road  
North Point  
Hong Kong

25 April 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATE TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you the notice of Annual General Meeting and the proposals to be put forward at the Annual General Meeting for (i) the grant of the General Mandate and the Repurchase Mandate; (ii) the extension of the General Mandate to include Shares repurchased pursuant to the Repurchase Mandate; and (iii) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 29 May 2013, resolutions were passed giving general mandate to the Directors (i) to allot, issue and deal with additional Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company and (ii) to repurchase shares in the capital of the Company up to 10% of the aggregate nominal amount of the issued share capital of the Company immediately following such meeting. Such general mandates will expire at the conclusion of the forthcoming Annual General Meeting.

At the Annual General Meeting, separate ordinary resolutions will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares, not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the resolution. The General Mandate will end at the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the Articles of Association; and (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. Under such Repurchase Mandate, the maximum number of Shares that the Company may be repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue was 6,208,734,000 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 620,873,400 Shares, being 10% of the entire issued share capital of the Company as at the date of passing of the resolution in relation thereof. The Repurchase Mandate will end at the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the Articles of Association; and (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the General Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution to grant the Repurchase Mandate at the Annual General Meeting.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, each of Mr. Guo Zhongshan, Mr. Wang Yijun, Mr. Zhang Lei and Mr. Wang Lihui will retire by rotation at the Annual General Meeting. All the retiring Directors, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Guo Zhongshan, Mr. Wang Yijun, Mr. Zhang Lei and Mr. Wang Lihui as executive Director. The biographical details of such Directors to be re-elected as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at 20, Street 13, Shenyang Economic & Technological Development Area, Shenyang, China on Wednesday, 28 May 2014 at 10:00 a.m. at which resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions set out in the notice of the Annual General Meeting as set out on pages 13 to 16 of this circular.

A form of proxy for use in connection with the Annual General Meeting is enclosed herewith. Whether or not you intend to be present and vote at the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked. Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the Annual General Meeting will be by poll, except where the chairman of the Annual General 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.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the grant of the General Mandate and the Repurchase Mandate and the re-election of Directors are in the best interests of the Company as well as its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully  
By Order of the Board  
**Kang Baohua**  
*Chairman*

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

### **1.    SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 6,208,734,000 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 620,873,400 Shares, being 10% of the issued share capital of the Company as at the date of the passing of the relevant resolution at the Annual General Meeting during the period ending on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the Articles of Association; and (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

### **2.    REASONS FOR SHARE REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earning per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

As compared with the financial position of the Company as at 31 December 2013 (as disclosed in its audited accounts contained in the annual report of the Company for the year ended 31 December 2013), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchase were to be carried out in full during the proposed repurchase period. In the circumstances, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

### **3.    FUNDING OF REPURCHASE**

The Company is empowered by its memorandum and articles of association to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Articles of Association and laws of the Cayman Islands. Under the laws of the Cayman Islands, payment for a share repurchase by the Company may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or out of capital of the Company. The amount of premium payable on a repurchase of Shares may only be paid out of either the profits or out of the share premium of the Company or out of capital of the Company.

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

**4. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

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

No connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, they will exercise the power of the Company to make repurchases pursuant to the proposed resolution in respect of Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association and the laws of the Cayman Islands.

**6. EFFECT OF TAKEOVERS CODE**

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Kang Baohua, our chairman and controlling shareholder, was interested in 3,448,910,693 Shares, representing approximately 55.55% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase the Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Mr. Kang Baohua and his associates in the Company will be increased to approximately 61.72%. Such an increase will not give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Company has no intention to exercise the Repurchase Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of shares held by the public being reduced to less than 25% of the issued share capital of the Company.

**7. SHARE REPURCHASES BY THE COMPANY**

In the six months preceding the Latest Practicable Date, neither the Company nor any of its subsidiaries has purchased or sold any of the listed securities of the Company, except that the trustee of the share award scheme adopted by the Board on 10 April 2013, pursuant to the terms of the rules and trust deed of such scheme, purchased on the Stock Exchange a total of 23,950,000 shares of the Company. In addition, the Company has not redeemed any of its listed securities in the six months preceding the Latest Practicable Date.

**8. SHARE PRICES**

The highest and lowest traded prices for Shares on the Stock Exchange during the 12 calendar months preceding the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2013</b>		
April	0.80	0.69
May	0.90	0.69
June	0.80	0.64
July	0.71	0.47
August	0.54	0.48
September	0.65	0.49
October	0.70	0.57
November	0.72	0.64
December	0.72	0.66
<b>2014</b>		
January	0.69	0.51
February	0.62	0.56
March	0.70	0.57
April (up to the Latest Practicable Date)	0.69	0.64

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## APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

**Mr. Guo Zhongshan** (郭忠山), aged 49, has been our executive Director since 18 December 2010. Mr. Guo joined our Group in 1994 and has over 19 years of experience in the curtain wall industry. From 1994 to 1996, Mr. Guo was the chief engineer of Shenyang Yuanda, responsible for engineering design works related to curtain wall products. From 1996 to 1997, Mr. Guo has been the vice president of Shenyang Yuanda, responsible for market development in the PRC. Since 1997, Mr. Guo has been the vice president of Shenyang Yuanda. Prior to joining our Group, Mr. Guo was the technical director of Shenyang Strong Wind Company (瀋陽強風公司) from 1992 to 1993. Mr. Guo graduated from Shenyang Aviation Industrial College (瀋陽航空工業學院) with a bachelor's degree in mechanical engineering in 1986 and from Dalian Polytechnic University (大連理工大學) with a master's degree in mechanical engineering in 1992.

Saved as disclosed above, Mr. Guo does not have any relationship with any Director, senior management or substantial Shareholder of the Company.

Mr. Guo has signed a three-year executive director service contract with the Company commencing from May 2011, the month that the Company is listed on the Stock Exchange and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

Mr. Guo received an annual remuneration of RMB373,000 for the year ended 31 December 2013. Such director's remuneration was determined with reference to the experience and duties of Mr. Guo as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time.

**Mr. Wang Yijun** (王義君), aged 45, is the vice president of our Group, managing director of our international operations and has been our executive Director since December 18, 2010. Mr. Wang has joined our Group since 1993 and has more than 20 years of experience in the curtain wall industry. From 1993 to 1998, Mr. Wang held various managerial positions in Shenyang Yuanda where he managed engineering design and technology works. In 1999, Mr. Wang was the technical manager of the Shanghai branch of Shenyang Yuanda. Since 2000, Mr. Wang has been the general manager of the international operations of Shenyang Yuanda, responsible for its business in overseas markets. Mr. Wang graduated from Shenyang Aviation Industrial College (瀋陽航空工業學院) with a bachelor's degree in mechanical engineering and design in 1992. Mr. Wang is also a director of certain subsidiaries of the Company.

Saved as disclosed above, Mr. Wang does not have any relationship with any Director, senior management or substantial Shareholder of the Company.

Mr. Wang has signed a three-year executive director service contract with the Company commencing from May 2011, the month that the Company is listed on the Stock Exchange and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

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## APPENDIX II     DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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Mr. Wang received an annual remuneration of RMB331,000 for the year ended 31 December 2013. Such director's remuneration was determined with reference to the experience and duties of Mr. Wang as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time.

**Mr. Zhang Lei (張雷)**, aged 41, has been our executive Director since 4 June 2013, Mr. Zhang is also the vice president of Shenyang Yuanda Aluminium Industry Engineering Co., Ltd. (瀋陽遠大鋁業工程有限公司) ("Shenyang Yuanda"), a subsidiary of the Company, since February 2013. Mr. Zhang joined the Group in July 2002 and has over 10 years of experience in the curtain wall industry. Prior to joining us, Mr. Zhang held various managerial positions in Northeast Refractory Materials Factory (東北耐火材料廠), including the deputy factory director of the fourth branch responsible for production facilities and the head of the Department of Facilities of Northeast Refractory Materials Factory from 1994 to 2000. From 2001 to 2002, Mr. Zhang was a management trainee of YKK Japan Corporation. Mr. Zhang served several positions with the Northeastern China Branch of Shenyang Yuanda including the head of its Department of Quality Control and Techonics from 2002 to 2005. He was a designer of the Middle East Branch of Shenyang Yuanda from 2005 to 2006 and the chief designer of Dubai Branch of Shenyang Yuanda from 2006 to 2008, responsible for the Group's ACC44 Residential Tower, Empire Tower and The Executive Towers at Business Bay projects, respectively. From 2008 to 2012, Mr. Zhang has served several positions with Shenyang Yuanda, including the assistant to chief engineer of the management department for international business of Shenyang Yuanda, the deputy factory director of the overseas curtain wall manufacturing factory of Shenyang Yuanda, chief supervisor of factories and the president of factories of Shenyang Yuanda. Mr. Zhang received a diploma in mechanical engineering from Shenyang Electrical and Mechanical Industrial School (瀋陽機電工業學校) in 1994.

Saved as disclosed above, Mr. Zhang does not have any relationship with any Director, senior management and substantial Shareholder of the Company.

Mr. Zhang has signed a three-year executive director service contract with the Company commencing from 4 June 2013, the month that the Company is listed on the Stock Exchange and subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

Mr. Zhang receives an annual remuneration of RMB149,000 for the year ended 31 December 2013. Such director's remuneration was determined with reference to the experience and duties of Mr. Zhang as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time.

**Mr. Wang Lihui (王立輝)**, aged 44, is our Company's chief financial officer and has been our executive Director since 18 December 2010. Mr. Wang joined our Group in 1996 and has more than 20 years of experience in accounting and finance. Mr. Wang has experience in dealing with internal control, risk management, corporate finance and taxation matters and is responsible for the overall management of our Group's financial operations. He has been involved in formulating the Group's budgets, remuneration and incentive schemes. Prior to joining us, Mr. Wang was an accountant in Northeast (No. 6) Pharmaceutical Manufacturer (東北第六製藥廠) from 1992 to 1994 and the finance director

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## **APPENDIX II    DETAILS OF THE DIRECTORS TO BE RE-ELECTED**

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of Shenyang Wumei Shopping Centre (瀋陽物美商城) from 1995 to 1996. From 1996 to 2004, Mr. Wang was the financial manager of Shenyang Yuanda. Since 2004, Mr. Wang has been the chief accountant of Yuanda Group. Mr. Wang graduated from Anhui Trade and Finance College (安徽財貿學院) with a bachelor's degree in accounting in 1992. Mr. Wang is also a director of certain subsidiaries of the Group.

Saved as disclosed above, Mr. Wang does not have any relationship with any Director, senior management and substantial Shareholder of the Company.

Mr. Wang has signed a three-year executive director service contract with the Company commencing from May 2011, the month that the Company is listed on the Stock Exchange and subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

Mr. Wang receives an annual remuneration of RMB356,000 for the year ended 31 December 2013. Such director's remuneration was determined with reference to the experience and duties of Mr. Wang as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time.

### **Others**

There is no other information relating to the above Directors that is required to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### Yuanda China Holdings Limited

### 遠大中國控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2789)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Yuanda China Holdings Limited (the “**Company**”) will be held at 20, Street 13, Shenyang Economic & Technological Development Area, Shenyang, China on Wednesday, 28 May 2014 at 10:00 a.m. for the following purposes:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2013;
2. To declare a final dividend of HK\$0.08 per share for the year ended 31 December 2013 to the shareholders of the Company;
3. To re-elect the following Directors:
  - (a) Mr. Guo Zhongshan as executive Director;
  - (b) Mr. Wang Yijun as executive Director;
  - (c) Mr. Zhang Lei as executive Director; and
  - (d) Mr. Wang Lihui as executive Director.
4. To authorise the board of Directors to fix the Directors’ remuneration;
5. To re-appoint KPMG as auditors of the Company and authorise the board of Directors to fix their remuneration;
6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and

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## NOTICE OF ANNUAL GENERAL MEETING

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to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall be in addition to any other authorisation gives to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the grant or exercise of options under share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing 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 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 by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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 requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”;

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which are authorised to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing 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 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 by the articles of association of the Company or any applicable laws to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”; and
8. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT** conditional upon the passing of resolutions nos. 6 and 7 above, the general mandate to the Directors pursuant to resolution no. 6 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 7, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

Yours faithfully  
By Order of the Board  
**Kang Baohua**  
*Chairman*

Hong Kong, 25 April 2014

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. A proxy does not need not be a member of the Company.
- (2) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be).
- (4) For determining the entitlement to attend and vote at the Annual General Meeting, the Company's register of members will be closed from 23 May 2014 (Friday) to 28 May 2014 (Wednesday) (both days inclusive), during which time no transfer of shares will be registered. To ensure that the Shareholders are entitled to attend and vote at the Annual General Meeting, the Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 22 May 2014 (Thursday) for registration of the relevant transfer.
- (5) For determining the entitlement to the proposed final dividend for the year ended 31 December 2013, the Company's register of members will be closed from 4 June 2014 (Wednesday) to 6 June 2014 (Friday) (both days inclusive), during which time no transfer of shares will be registered, and the record date is fixed on 6 June 2014 (Friday). To ensure the entitlement to the final dividend, which will be resolved and voted at the Annual General Meeting, the Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 3 June 2014 (Tuesday) for registration of the relevant transfer.

*As at the date of this notice, the board of Directors comprises nine members, of which Mr. Kang Baohua, Mr. Tian Shouliang, Mr. Guo Zhongshan, Mr. Wang Yijun, Mr. Zhang Lei and Mr. Wang Lihui are the executive Directors; and Mr. Poon Chiu Kwok, Mr. Woo Kar Tung, Raymond, and Mr. Pang Chung Fai, Benny are the independent non-executive Directors.*