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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)**

**PROPOSALS FOR  
GENERAL MANDATE TO ISSUE SHARES AND TO BUY BACK 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 Tuesday, 4 June 2024 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, 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.

29 April 2024

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## DEFINITIONS

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*In this circular, the following expressions have the meanings set out below unless the context requires otherwise:*

“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 Tuesday, 4 June 2024 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 amended and restated articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“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
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“controlling shareholder(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 and/or to resell treasury shares of the Company (if permitted under the Listing Rules), not exceeding 20% of the total number of the shares of the Company in issue (excluding treasury shares) as at the date of passing of the relevant resolution
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“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
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to buy back shares of the Company, not exceeding 10% of the total number of the shares of the Company in issue (excluding treasury shares) as at the date of passing of the relevant resolution
“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 Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	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. Zhao Zhongqiu (*Chief Executive Officer*)  
Mr. Wang Hao  
Mr. Zhang Lei

*Registered Office:*

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

*Independent non-executive Directors:*

Mr. Woo Kar Tung, Raymond  
Ms. Yang Qianwen  
Mr. Wang Yuhang  
Mr. Ha Gang

*Principal Place of Business in Hong Kong:*

Office 11, 9/F  
Fortune Commercial Building  
362 Sha Tsui Road  
Tsuen Wan, New Territories  
Hong Kong

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATE TO ISSUE SHARES AND TO BUY BACK 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 Share Buy-back Mandate; (ii) the extension of the General Mandate to include Shares bought back pursuant to the Share Buy-back 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 BUY BACK SHARES

At the annual general meeting of the Company held on 6 June 2023, resolutions were passed giving general mandates to the Directors (i) to allot, issue and deal with additional Shares with a total number not exceeding 20% of the total number of Shares in issue and (ii) to buy back Shares in the capital of the Company up to 10% of the total number of Shares in issue 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 and/or to resell treasury shares of the Company (if permitted under the Listing Rules), not exceeding 20% of the total number of Shares in issue (excluding treasury shares) 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 any 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. Based on 6,208,734,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or bought back prior to the Annual General Meeting and the Company does not have any treasury shares, and subject to the passing of the proposed ordinary resolution approving the General Mandate, the General Mandate will authorise the Directors to exercise the powers of the Company to allot, issue and deal with new Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) up to 1,241,746,800 Shares;
- (b) to grant the Share Buy-back Mandate to the Directors to exercise all powers of the Company to buy back issued Shares subject to the criteria set out in this circular. Under such Share Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing the resolution. As at the Latest Practicable Date, the total 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 Share Buy-back Mandate and assuming that no further Shares are issued or bought back prior to the Annual General Meeting and the Company does not have any treasury shares, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 620,873,400 Shares, being 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the resolution in relation thereof. The Share Buy-back 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 any 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 approving of the General Mandate and the Share Buy-back Mandate, to extend the number of Shares to be issued and allotted together with the treasury shares which may be resold (if permitted by the Listing Rules) under the General Mandate by an additional number representing such number of Shares bought back under the Share Buy-back 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 Share Buy-back Mandate at the Annual General Meeting.

### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting of the Company at least once every three years. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Kang Baohua (“**Mr. Kang**”), Mr. Zhao Zhongqiu (“**Mr. Zhao**”), each an executive Director, and Mr. Woo Kar Tung, Raymond (“**Mr. Woo**”), an independent non-executive Director, shall retire by rotation at the Annual General Meeting. Mr. Woo has informed the Company that he will not stand for re-election at the Annual General Meeting. Mr. Woo will also cease to be the chairman of the remuneration committee and audit committee of the Company with effect from the conclusion of the Annual General Meeting. Mr. Woo has confirmed that there is no disagreement between himself and the Board, and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange. Mr. Kang and Mr. Zhao, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Wang Yuhang (“**Mr. Wang**”) and Mr. Ha Gang (“**Mr. Ha**”) were appointed as an independent non-executive Directors on 13 July 2023 and 17 January 2024, respectively. Accordingly, Mr. Wang and Mr. Ha will retire at the Annual General Meeting, and being eligible, will offer themselves for re-election at the Annual General Meeting.

The Company has in place a nomination policy (the “**Nomination Policy**”) which sets out the selection criteria and procedures to be adopted when considering candidates to be appointed or re-elected as Directors. In assessing the re-election of each of Mr. Kang and Mr. Zhao as an executive Director, Mr. Wang and Mr. Ha as an independent non-executive Director, the nomination committee of the Company (the “**Nomination Committee**”) and the Board have considered their respective contribution and service to the Company, and reviewed their respective expertise and professional qualifications to determine whether each of them satisfies the selection criteria under the Nomination Policy. The Nomination Committee and the Board consider that each of Mr. Kang, Mr. Zhao, Mr. Wang and Mr. Ha has the required character and integrity to act as a Director, and each of them brings objective and independent judgement to the Board in the fields of accounting, corporate governance and legal and regulatory affairs.

At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect Mr. Kang and Mr. Zhao as executive Directors and Mr. Wang and Mr. Ha as independent non-executive Directors. 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.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at 20, Street 13, Shenyang Economic & Technological Development Area, Shenyang, China on Tuesday, 4 June 2024 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, 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 taken 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.

### RECOMMENDATION

The Directors consider that (i) the grant of the General Mandate and the Share Buy-back Mandate; (ii) the extension of the General Mandate to include Shares bought back pursuant to the Share Buy-back Mandate; and (iii) the re-election of retiring 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*

29 April 2024



*This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Share Buy-back 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. SHARES IN ISSUE**

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 Share Buy-back Mandate and on the basis that no further Shares are issued or bought back during the period from the Latest Practicable Date to the date of the Annual General Meeting and the Company does not have any treasury shares, the Company will be allowed under the Share Buy-back Mandate to buy back a maximum of 620,873,400 Shares, being 10% of the total number of Shares in issue (excluding treasury shares) 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 any 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 BUY-BACK**

The Directors have no present intention to buy back 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. When exercising the Share Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation 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. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the applicable laws of the Cayman Islands. Share buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

As compared with the financial position of the Company as at 31 December 2023 (as disclosed in its audited accounts contained in the annual report of the Company for the year ended 31 December 2023), the Directors consider that there may be material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy-back were to be carried out in full during the proposed buy-back period. In the circumstances, the Directors do not propose to exercise the Share Buy-back 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 BUY-BACK**

The Company is empowered by its memorandum and Articles of Association to buy back its Shares. In buying back 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 buy-back 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 buy-back 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.

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 bought back may (i) be treated by the Company as cancelled or (ii) with the authorisation of the Board, be held by the Company as treasury shares, and in each case the aggregate amount of authorised share capital would not be reduced.

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

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

None of the core connected persons of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders.

**5. EXERCISE OF POWER OF THE DIRECTORS**

The Directors will exercise the power of the Company to make buy-backs pursuant to the proposed resolution in respect of Share Buy-back Mandate and in accordance with the Listing Rules, the Articles of Association and the laws of the Cayman Islands.

**6. EFFECT OF THE TAKEOVERS CODE**

A buy-back of Shares by the Company may result in an increase in the proportionate interests of a 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, an executive Director, Chairman of the Board and a controlling shareholder of the Company, was interested in 3,875,399,768 Shares, representing approximately 62.4% of the issued share capital of the Company. In the event that the Directors

exercise in full the power to buy back the Shares which is proposed to be granted pursuant to the Share Buy-back Mandate, the shareholding of Mr. Kang Baohua and his associates in the Company will be increased to approximately 69.4%. 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 Share Buy-back 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 total number of Shares in issue (excluding treasury shares).

## 7. SHARE BUY-BACK BY THE COMPANY

In the six months preceding the Latest Practicable Date, neither the Company nor any of its subsidiaries has bought back any of the listed securities of the Company.

## 8. SHARE PRICES

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

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	0.05	0.04
May	0.04	0.04
June	0.05	0.04
July	0.04	0.04
August	0.05	0.04
September	0.05	0.04
October	0.04	0.04
November	0.05	0.04
December	0.05	0.05
<b>2024</b>		
January	0.05	0.05
February	0.05	0.04
March	0.05	0.05
April (up to the Latest Practicable Date)	0.05	0.04

## 9. UNUSUAL FEATURES

Neither this explanatory statement nor the proposed share repurchase has any unusual features.

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

**Mr. Zhao Zhongqiu (趙忠秋)**, aged 58, chief executive officer of the Group and an Executive Director of the Company, obtained his bachelor's degree in Engineering from Hunan University (湖南大學) in 1987 with a major in internal combustion engineering. Mr. Zhao joined the Group in 1996 and has more than 28 years in manufacturing and project management. From 1996 to 1998, Mr. Zhao managed production and technology works in Shenyang subsidiary of the Group. From 1999 to 2004, Mr. Zhao served as the deputy general manager and general manager, responsible for the production and project management work in China. In 2005, Mr. Zhao was assigned new duty to conduct the projects operations in America and Africa as a general manager. In 2017, Mr. Zhao was promoted to the president of global operations of the Group, responsible for onshore and offshore businesses. On 4 July 2022, Mr. Zhao was appointed as a member of the remuneration committee, the CEO and one of the authorised representatives. Since 2006, Mr. Zhao has managed more than 100 overseas landmark projects.

Saved as disclosed above, Mr. Zhao (i) does not hold any directorships, major appointments and professional qualifications in other listed public companies in Hong Kong or overseas in the past three years; (ii) does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhao has entered into a service contract with the Company for a term of three (3) years commencing from 22 July 2023, which may be terminated by either party giving not less than one (1) month's notice in writing to the other party and is subject to rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Articles of Association.

Mr. Zhao received an annual remuneration of approximately RMB1,433 thousand during the year ended 31 December 2023, which was determined with reference to the experience and duties of Mr. Zhao 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. Kang Baohua (康寶華)**, aged 70, is the founder and Chairman of the Group, and was appointed as an Executive Director on 26 February 2010. Mr. Kang is the vice president of the Liaoning Chamber of Commerce (遼寧省商會). Graduated from Liaoning University (遼寧大學) with a diploma in politics in 1984, Mr. Kang has over 30 years of experience in the curtain wall industry and has been responsible for the overall management and strategic development of the Group since 1992. Prior to founding the Group, Mr. Kang was an executive director of Shenyang Strong Wind Group Company (瀋陽強風集團公司). Since the establishment of the Company, Mr. Kang has been involved in the management of the Company, including business development, finance and corporate strategy formulation. Mr. Kang is also a director of various other subsidiaries of the Group.

Saved as disclosed above, Mr. Kang (i) does not hold any directorships, major appointments and professional qualifications in other listed public companies in Hong Kong or overseas in the past three years; and (ii) does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Kang was interested in 3,875,399,768 Shares within the meaning of Part XV of the SFO. Mr. Kang has renewed his

service contract in April 2022 for another term of three years, subject to termination by not less than three months' notice in writing served by either party on the other and is subject to rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Articles of Association.

For the year ended 31 December 2023, Mr. Kang did not receive any basic annual salary from the Company. The emoluments of Mr. Kang as an executive Director was borne by companies under the control of the controlling shareholder of the Company during the year ended 31 December 2023. Such director's remuneration was determined with reference to the experience and duties of Mr. Zhao 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 Yuhang (王宇航)**, aged 40, graduated from Shenyang University of Technology with a master's degree in accounting. He was appointed as an independent non-executive Director of the Company on 13 July 2023 and a member of the audit committee and nomination committee of the Company. Mr. Wang possesses the professional qualifications of national senior accountant and senior auditor. Mr. Wang is the national high-level accounting talent of the Ministry of Finance, the leading talent for the fifth phase of economic management in health industry of the National Health Commission of the PRC, the top accounting talent of Liaoning Province, the accounting consulting expert and the audit theory research backbone talent of Liaoning Province. Mr. Wang is the director of the financial professional committee of the Liaoning Health Economics Association, the director of Liaoning Institution of Internal Audit and a member of the Shenyang Youth Federation. He worked in the Planning and Finance Department of the Shenyang Radio and Television Station and Liaoning Provincial Audit Department. He is currently working at the First Hospital of China Medical University as Chief Accountant. Since April 2022, he has been an independent director of Allwin Telecommunication Co., Ltd. (a company listed on Shenzhen Stock Exchange, stock code: 002231). He has rich experience in financial management, taxation and auditing.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (ii) does not hold any other positions with any members of the Group; (iii) does not have any relationships with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Wang has entered into an appointment letter with the Company for a term of three years commencing from 13 July 2023 and will hold office until terminated by not less than one month's notice in writing served by either party on the other and is subject to rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

Pursuant to the letter of appointment with the Company, Mr. Wang is entitled to receive an annual remuneration of HK\$250,000, which was determined with reference to the experience and duties of Mr. Wang as well as the Company's remuneration policy and the prevailing market conditions and will be subject to review by the remuneration committee of the Board from time to time.

**Mr. Ha Gang (哈剛)**, aged 58, graduated from Dalian University of Technology with a bachelor's degree in law in 1987 and obtained a master's degree in law from Tsinghua University in January 2005. He has been a professor and a master tutor of Liaoning University of Traditional Chinese Medicine since July 1987, and has been an independent director of Shenyang Machine Tool Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000410) since November 2022. Mr. Ha served as an independent director of Jinbei Automotive Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600609) from 6 August 2019 to 6 September 2022, and an independent director of Shenyang Yuanda Intellectual Industry Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002689) from 14 July 2017 to 30 July 2020.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Ha (i) does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (ii) does not hold any other positions with any members of the Group; (iii) does not have any relationships with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Ha has entered into an appointment letter with the Company for a term of three years commencing from 17 January 2024 and will hold office until terminated by not less than one month's notice in writing served by either party on the other and is subject to rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

Pursuant to the letter of appointment with the Company, Mr. Ha is entitled to receive an annual remuneration of HK\$250,000, which was determined with reference to the experience and duties of Mr. Ha as well as the Company's remuneration policy and the prevailing market conditions 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.

*\* for identification purpose only*

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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 (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 Tuesday, 4 June 2024 at 10:00 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

#### **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 2023;
2. To re-elect Mr. Zhao Zhongqiu as executive Director;
3. To re-elect Mr. Kang Baohua as executive Director;
4. To re-elect Mr. Wang Yuhang as independent non-executive Director;
5. To re-elect Mr. Ha Gang as independent non-executive Director;
6. To authorise the board of Directors to fix the Directors’ remuneration;
7. To re-appoint KPMG as auditors of the Company and authorise the board of Directors to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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8. 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/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), and 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 given 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 total number of shares of the Company 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 of the Company 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 total number of shares of the Company in issue (excluding treasury shares) 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



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## NOTICE OF ANNUAL GENERAL MEETING

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“**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).”;

9. 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 buy back issued shares 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 total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares) 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.”;

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL BUSINESS

10. 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. 8 and 9 above, the general mandate to the Directors pursuant to resolution No. 8 be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution No. 9, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution.”

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

PRC, 29 April 2024

*Notes:*

- (1) Any shareholder of the Company (the “**Shareholders**”) 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 to be a Shareholder.
- (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 was 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, 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 Thursday, 30 May 2024 to Tuesday, 4 June 2024 (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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, Hong Kong by no later than 4:30 p.m. on Wednesday, 29 May 2024 for registration of the relevant transfer.

*As at the date of this notice, the executive Directors of the Company are Mr. Kang Baohua, Mr. Zhao Zhongqiu, Mr. Wang Hao and Mr. Zhang Lei, and the independent non-executive Directors of the Company are Mr. Woo Kar Tung, Raymond, Mr. Wang Yuhang, Ms. Yang Qianwen and Mr. Ha Gang.*