

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

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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**CNYD**

**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)**

**RENEWAL OF  
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 Falcon Room II, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 24 May 2012 at 10:00 a.m. is set out on pages 14 to 17 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 Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, 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.

24 April 2012

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I – Explanatory Statement on the Repurchase Mandate</b> .....	7
<b>Appendix II – Details of the Directors to be re-elected</b> .....	10
<b>Notice of Annual General Meeting</b> .....	14

## DEFINITIONS

*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 Falcon Room II, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 24 May 2012 at 10 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 and unconditional mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares and other securities with an aggregate nominal amount not exceeding the sum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolutions, and the aggregate nominal value of the share capital of the Company repurchased by the Company (if any)
“Global Offering”	the offering of Shares by the Company pursuant to the prospectus dated 20 April 2011, and the supplemental prospectus dated 5 May 2011
“Group”	the Company and its subsidiaries

## DEFINITIONS

“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”	18 April 2012, 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
“Prospectus”	the prospectus of the Company dated 20 April 2011 and the supplemental prospectus dated 5 May 2011
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares in the capital of the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolutions
“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.

LETTER FROM THE BOARD



**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. Si Zuobao  
Mr. Wu Qingguo  
Mr. Wang Lihui  
Mr. Wang Deqiang

*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

24 April 2012

*To the Shareholders*

Dear Sir/Madam

**RENEWAL OF  
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 with information regarding resolutions to be proposed at the Annual General Meeting for (i) the renewal 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.

## LETTER FROM THE BOARD

### RENEWAL OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

By a written resolution passed by the shareholders of the Company on 12 April 2011, resolutions were passed giving general mandates to the Directors (i) to allot and issue Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company immediately following completion of the Global Offering and Capitalization Issue (as defined in the Prospectus) but taking no account of any Shares which may be issued pursuant to the exercise of the Over-allotment Option (as defined in the Prospectus) or shares which may be issued under the share option scheme 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 completion of the Global Offering and Capitalization Issue (as defined in the Prospectus) but taking no account of any Shares which may be issued pursuant to the exercise of the Over-allotment Option (as defined in the Prospectus) or shares which may be issued under the share option scheme of the Company. 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 and issue Shares with an aggregate nominal value 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 on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company;
- (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 on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and

## LETTER FROM THE BOARD

- (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.

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 renew the grant of 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. Tian Shouliang, Mr. Guo Zhongshan and Mr. Wang Yijun will retire by rotation at the Annual General Meeting. In accordance with Article 83(3) of the Articles of Association, each of Mr. Poon Chiu Kwok, Mr. Woo Kar Tung, Raymond, and Mr. Pang Chung Fai, Benny will retire 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. Tian Shouliang, Mr. Guo Zhongshan, Mr. Wang Yijun as executive Directors and Mr. Poon Chiu Kwok, Mr. Woo Kar Tung, Raymond, and Mr. Pang Chung Fai, Benny 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.

### ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at Falcon Room II, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 24 May 2012 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 14 to 17 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 Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, 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

## LETTER FROM THE BOARD

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

### RECOMMENDATION

The Directors consider that the renewal of the General Mandate and the Repurchase Mandate, the extension of the General Mandate to include Shares pursuant to 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*



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 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.

### **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 2010 (as disclosed in the Prospectus), 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 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.

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, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the 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 3,349,247,626 Shares, representing approximately 53.94% 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 59.94%. 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**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**8. SHARE PRICES**

During the period from 17 May 2011 to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2011</b>		
May ( <i>Note</i> )	1.76	1.45
June	1.68	1.29
July	1.62	1.37
August	1.62	1.01
September	1.22	0.73
October	1.24	0.76
November	1.32	0.96
December	1.26	1.00
<b>2012</b>		
January	1.17	1.03
February	1.26	1.05
March	1.21	1.02
April (up to the Latest Practicable Date)	1.07	0.97

*Note:* Shares of the Company were first listed on the Stock Exchange on 17 May 2011.

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

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

**Mr. Tian Shouliang (田守良)**, aged 48, is the chief executive officer of the Company and was appointed as an executive Director on 18 December 2010. Mr. Tian joined the Group in 1994 and has over 16 years of experience in the curtain wall industry. From 1995 to 1997, Mr. Tian was the vice general manager in production of Shenyang Yuanda Aluminum Industry Engineering Co., Ltd. (瀋陽遠大鋁業工程有限公司) (“Shenyang Yuanda”, a wholly owned subsidiary of the Company), where he was involved in curtain wall product design and managed curtain wall production systems. From 1997 to 2008, he was the vice chairman of Shenyang Yuanda Aluminum Industry Group Ltd. (瀋陽遠大鋁業集團有限公司) (“Yuanda Group”, a company owned by Mr. Kang Baohua) where he was in charge of operations, finance and human resources management activities. Since 2008, Mr. Tian has been the president of Shenyang Yuanda, leading its business expansions and product development plans. Mr. Tian graduated from Harbin Industrial University (哈爾濱工業大學) in 1986 with a bachelor’s degree in engineering specializing in the study of heat turbines.

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

Mr. Tian 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. Tian received an annual remuneration of RMB2,074,000 for the year ended 31 December 2011. Such director’s remuneration was determined with reference to the experience and duties of Mr. Tian 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. Guo Zhongshan (郭忠山)**, aged 47, was appointed as an executive Director on 18 December 2010. Mr. Guo joined the Group in 1994 and has over 16 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 the 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.

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

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 RMB2,080,000 for the year ended 31 December 2011. 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 43, is the vice president of the Group, managing director of international operations of the Group and was appointed as an executive Director on 18 December 2010. Mr. Wang joined the Group since 1993 and has more than 17 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 Shenyang Yuanda Shanghai branch. Since 2000, Mr. Wang has been the director and general manager of the international operations of Shenyang Yuanda, responsible for developing 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.

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.

Mr. Wang received an annual remuneration of RMB1,980,000 for the year ended 31 December 2011. 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. Poon Chiu Kwok (潘昭國)**, aged 50, was appointed as our independent non-executive Director on 12 April 2011. Mr. Poon obtained a Master's degree in international accounting, a Bachelor's degree in laws and a Bachelor's degree in business studies. He was awarded a postgraduate diploma in laws by the University of London. He is a member and an associate instructor of the Hong Kong Securities Institute and its Professional Education Committee, an associate member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. He now serves as an executive director and company secretary of Huabao International Holdings Limited which is listed on the Stock Exchange. Mr. Poon has over 20 years of experience in regulatory affairs, commerce and investment banking. Mr. Poon worked in the Listing Division of the Stock Exchange. He had been an executive director and managing director of several investment banks. From March 2003 to June 2009, Mr. Poon served as an independent non-executive director of CATIC Shenzhen Holdings Limited (listed on the Stock Exchange). From June 2005 to June 2011, he served as an independent

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

non-executive director of Tsingtao Brewery Company Limited (listed on the Stock Exchange and Shanghai Stock Exchange). He is currently an independent non-executive director of Ningbo Port Company Limited (listed on Shanghai Stock Exchange), Guangzhou Shipyard International Company Limited (listed on the Stock Exchange and Shanghai Stock Exchange), Sunac China Holdings Limited, Chiho-Tiande Group Limited and Changan Minsheng APLL Logistics Co., Ltd., which are listed on the Stock Exchange.

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

Mr. Poon has signed a one-year independent non-executive director appointment letter 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. Poon receives a director's fee of HK\$150,000 for the year ended 31 December 2011. Such director's fee was determined with reference to the experience and duties of Mr. Poon 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. Woo Kar Tung, Raymond (胡家棟)**, aged 42, was appointed as our independent non-executive Director on April 12, 2011. Mr. Woo is an executive director, chief financial officer and company secretary of IRC Limited (Hong Kong stock code: 1029). Mr. Woo has over 18 years of experience in the accounting and financial services industry. He began his career as a certified accountant at Arthur Andersen & Co where he qualified. Subsequently, he was employed in senior positions as an investment banker at ING, CITIC Securities and Credit Suisse. Mr Woo holds a Bachelor of Commerce degree. He is a member of both the Australian Society of Certified Practising Accountants and a fellow of the Hong Kong Institute of Certified Public Accountants.

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

Mr. Woo has signed a one-year independent non-executive director appointment letter 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. Woo receives a director's fee of HK\$150,000 for the year ended 31 December 2011. Such director's fee was determined with reference to the experience and duties of Mr. Woo 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.

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

**Mr. Benny Chung Fai Pang (彭中輝)**, aged 39, was appointed as an independent non-executive Director on 12 April 2011. Mr. Pang is the managing partner of Salans Hong Kong, an international law firm with offices in 22 cities. He is also the principal of Pang & Co, a local law firm in association with Salans Hong Kong. Between 1997 and 2009, Mr. Pang practiced as a lawyer with several international law firms in Hong Kong and Sydney. Mr. Pang received his bachelor's degree in laws from Bond University in 1996. In 1997, Mr. Pang obtained his Graduate Diploma in Legal Practice and master's degree in laws from The College of Law and the University of New South Wales, respectively. He was admitted as a legal practitioner of the Supreme Court of New South Wales in 1997 and as a solicitor of the High Court of Hong Kong in 2009. He is a member of both the Law Society of New South Wales and the Law Society of Hong Kong.

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

Mr. Pang has signed a one-year independent non-executive director appointment letter 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. Pang receives a director's fee of HK\$150,000 for the year ended 31 December 2011. Such director's fee was determined with reference to the experience and duties of Mr. Pang 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.



# NOTICE OF ANNUAL GENERAL MEETING



## 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 Falcon Room II, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 24 May 2012 at 10 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 2011;
2. To declare a final dividend of HK\$0.04 per share for the year ended 31 December 2011 to the shareholders of the Company;
3. To re-elect the following Directors:
  - (a) Mr. Tian Shouliang as executive Director;
  - (b) Mr. Guo Zhongshan as executive Director;
  - (c) Mr. Wang Yijun as executive Director;
  - (d) Mr. Poon Chiu Kwok as independent non-executive Director;
  - (e) Mr. Woo Kar Tung, Raymond as independent non-executive Director;  
and
  - (f) Mr. Pang Chung Fai, Benny as independent non-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;



## NOTICE OF ANNUAL GENERAL MEETING

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 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 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 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;
- (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

## NOTICE OF ANNUAL GENERAL MEETING

“**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).”;

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 purchase 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 approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) 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
- (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 on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”;

## NOTICE OF ANNUAL GENERAL MEETING

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 repurchased 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, 24 April 2012

*Notes:*

- (1) A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior 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 Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, 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. The proxy form will be published on the website of the Stock Exchange.
- (4) The register of members of the Company will be closed from 21 May 2012 to 24 May 2012 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the forthcoming Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 18 May 2012.

*As at the date of this notice, the board of Directors comprises eleven members, of which Mr. Kang Baohua, Mr. Tian Shouliang, Mr. Guo Zhongshan, Mr. Wang Yijun, Mr. Si Zuobao, Mr. Wu Qingguo, Mr. Wang Lihui and Mr. Wang Deqiang 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.*