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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)

CONNECTED TRANSACTION
DESIGN CONSULTATION CONTRACTS

THE DESIGN CONSULTATION CONTRACTS

The Board announces that on 25 June 2015, Shanghai Yuanda, a wholly-owned subsidiary of the Company, entered into the Design Consultation Contracts with Yuanda Singapore, pursuant to which Shanghai Yuanda agreed to provide variation design and consulting services.

LISTING RULES IMPLICATIONS

Yuanda Singapore is a subsidiary of Yuanda Group, which is in turn beneficially owned by Mr. Kang, an executive Director and the controlling shareholder of the Company. Accordingly, Yuanda Singapore is an associate of a connected person of the Company for the purpose of the Listing Rules and the transactions contemplated under the Design Consultation Contracts constitute connected transactions for the Company for the purpose of the Listing Rules. As the applicable percentage ratios of the Design Consultation Contracts, on an aggregate basis, are more than 0.1% but less than 5%, the entering of the Design Consultation Contracts are subject to the reporting and announcement requirements but exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Mr. Kang, who is the beneficial owner of Yuanda Group and indirectly controls Shanghai Yuanda, is considered to be interested in the transactions contemplated under the Design Consultation Contracts. Mr. Kang therefore has abstained from voting for the Board resolutions to approve the Design Consultation Contracts and the transaction contemplated thereunder.

The Board announces that on 25 June 2015, Shanghai Yuanda, a wholly-owned subsidiary of the Company, entered into the Design Consultation Contracts with Yuanda Singapore, pursuant to which Shanghai Yuanda agreed to provide variation design and consulting services.

The terms of the Design Consultation Contracts are detailed below:

THE DESIGN CONSULTATION CONTRACTS

(a) The First Design Consultation Contract

Date: 25 June 2015

Parties to the First Design Consultation Contract:

- (1) Shanghai Yuanda, a wholly owned subsidiary of the Company; and
- (2) Yuanda Singapore.

Yuanda Singapore is a subsidiary of Yuanda Group, which is in turn beneficially owned by Mr. Kang, an executive Director and the controlling shareholder of the Company. Accordingly, Yuanda Singapore is an associate of a connected person of the Company for the purpose of the Listing Rules.

Subject Matter

Pursuant to the First Design Consultation Contract, Shanghai Yuanda agreed to provide variation design and consulting service to Yuanda Singapore for its project, namely Skysuite (空中花園), a private residential development project of Yuanda Singapore located in Lot 00748W TS 3 at Enggor Street, Singapore.

Pursuant to the First Design Consultation Contract, the overall effect and curtain wall systems of variation design structure shall follow the architect's original design intent, accommodate the feasibility of construction. The variation design and consultation must be in compliance with the specification and requirement of local government owners and Yuanda Singapore as well.

Consideration

The consideration for the work under the First Design Consultation Contract is SG\$2,000,000 (equivalent to approximately HK\$11,500,000). The consideration was determined after arm's length negotiations between the parties taking into consideration of (i) the anticipated costs for providing the design and consulting service for the project based on the current planned gross floor area of the project, (ii) the man-hours to be committed to completing the design pursuant to the First Design Consultation Contract and the expertise and resources required from Shanghai Yuanda and (iii) the prevailing market rate of design consultancy services of similar nature. The Directors, including the independent non-executive Directors, are of the view that the terms of the First Design Consultation Contract were concluded after arm's length negotiations, the terms of which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Payment

The consideration will be payable in full by Yuanda Singapore before 1 July 2015.

(b) The Second Design Consultation Contract

Date: 25 June 2015

Parties to the Second Design Consultation Contract:

- (1) Shanghai Yuanda, a wholly owned subsidiary of the Company; and
- (2) Yuanda Singapore.

Yuanda Singapore is a subsidiary of Yuanda Group, which is in turn beneficially owned by Mr. Kang, an executive Director and the controlling shareholder of the Company. Accordingly, Yuanda Singapore is an associate of a connected person of the Company for the purpose of the Listing Rules.

Subject Matter

Pursuant to the Second Design Consultation Contract, Shanghai Yuanda agreed to provide variation design and consulting service to Yuanda Singapore for its project, namely One North (北方大厦), a private commercial development project of Yuanda Singapore located in Lots 04761A MK 03 at North Buona Vista Drive, Singapore.

Pursuant to the Second Design Consultation Contract, the overall effect and curtain wall systems of variation design structure shall follow the architect's original design intent, accommodate the feasibility of construction. The variation design and consultation must be in compliance with the specification and requirement of local government owners and Yuanda Singapore as well.

Consideration

The consideration for the work under the Second Design Consultation Contract is SG\$4,500,000 (equivalent to approximately HK\$25,875,000). The consideration was determined after arm's length negotiations between the parties taking into consideration of (i) the anticipated costs for providing the design and consulting service for the project based on the current planned gross floor area of the project, (ii) the man-hours to be committed to completing the design pursuant to the Second Design Consultation Contract and the expertise and resources required from Shanghai Yuanda and (iii) the prevailing market rate of design consultancy services of similar nature. The Directors, including the independent non-executive Directors, are of the view that the terms of the Second Design Consultation Contract were concluded after arm's length negotiations, the terms of which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Payment

The consideration will be payable in full by Yuanda Singapore before 1 July 2015.

(c) The Third Design Consultation Contract

Date: 25 June 2015

Parties to the Third Design Consultation Contract:

- (1) Shanghai Yuanda, a wholly owned subsidiary of the Company; and
- (2) Yuanda Singapore.

Yuanda Singapore is a subsidiary of Yuanda Group, which is in turn beneficially owned by Mr. Kang, an executive Director and the controlling shareholder of the Company. Accordingly, Yuanda Singapore is an associate of a connected person of the Company for the purpose of the Listing Rules.

Subject Matter

Pursuant to the Third Design Consultation Contract, Shanghai Yuanda agreed to provide variation design and consulting service to Yuanda Singapore for its project, namely Concourse Skyline (康考斯), a private residential development project of Yuanda Singapore located in Lot 01110V TS 13 at Beach Road, Singapore.

Pursuant to the Third Design Consultation Contract, the overall effect and curtain wall systems of variation design structure shall follow the architect's original design intent, accommodate the feasibility of construction. The variation design and consultation must be in compliance with the specification and requirement of local government owners and Yuanda Singapore as well.

Consideration

The consideration for the work under the Third Design Consultation Contract is SG\$4,500,000 (equivalent to approximately HK\$25,875,000). The consideration was determined after arm's length negotiations between the parties taking into consideration of (i) the anticipated costs for providing the design and consulting service for the project based on the current planned gross floor area of the project, (ii) the man-hours to be committed to completing the design pursuant to the Third Design Consultation Contract and the expertise and resources required from Shanghai Yuanda and (iii) the prevailing market rate of design consultancy services of similar nature. The Directors, including the independent non-executive Directors, are of the view that the terms of the Third Design Consultation Contract were concluded after arm's length negotiations, the terms of which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Payment

The consideration will be payable in full by Yuanda Singapore before 1 July 2015.

REASONS FOR THE ENTERING OF THE DESIGN CONSULTATION CONTRACTS

Shanghai Yuanda, a wholly-owned subsidiary of the Company, is principally engaged in design, procurement, production, sale and installation of curtain wall systems.

Yuanda Singapore is a company incorporated in Singapore and principally engaged in curtain wall engineering and trading business in Singapore.

The Group is principally engaged in the manufacturing and sale of curtain walls. The work to be carried out under the Design Consultation Contracts is in the ordinary course of business of the Group. Given that the Design Consultation Contracts were entered into after arm's length negotiations, with the terms being made under normal commercial terms, the Directors (including the independent non-executive Directors) consider the terms were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Yuanda Singapore is a subsidiary of Yuanda Group, which is in turn beneficially owned by Mr. Kang, an executive Director and the controlling shareholder of the Company. Accordingly, Yuanda Singapore is an associate of a connected person of the Company for the purpose of the Listing Rules and the transactions contemplated under the Design Consultation Contracts constitute connected transactions for the Company for the purpose of the Listing Rules. As the applicable percentage ratios of the Design Consultation Contracts, on an aggregate basis, are more than 0.1% but less than 5%, the entering of the Design Consultation Contracts are subject to the reporting and announcement requirements but exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Mr. Kang, who is the beneficial owner of Yuanda Group and indirectly controls Shanghai Yuanda, is considered to be interested in the transactions contemplated under the Design Consultation Contracts. Mr. Kang therefore has abstained from voting for the Board resolutions to approve the Design Consultation Contracts and the transaction contemplated thereunder.

DEFINITIONS

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

“associates”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of directors of the Company;
“Company”	Yuanda China Holdings Limited, a company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;

“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;
“Design Consultation Contracts”	the First Design Consultation Contract, the Second Design Consultation Contract and the Third Design Consultation Contract
“Director(s)”	the director(s) of the Company;
“First Design Consultation Contract”	the contract dated 25 June 2015 between Shanghai Yuanda and Yuanda Singapore in relation to the provision of variation design and consulting service by Shanghai Yuanda to Yuanda Singapore for its project, namely Skysuite (空中花園)
“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 PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mr. Kang”	Mr. Kang Baohua, an executive Director and the controlling shareholder of the Company;
“Second Design Consultation Contract”	the contract dated 25 June 2015 between Shanghai Yuanda and Yuanda Singapore in relation to the provision of variation design and consulting service by Shanghai Yuanda to Yuanda Singapore for its project, namely One North (北方大廈)
“SG\$”	Singapore dollars, the lawful currency of Singapore;
“Shanghai Yuanda”	Shanghai Yuanda Aluminium Industry Engineering Co., Ltd., a company incorporated in the PRC and a wholly-owned subsidiary of the Company;
“Shareholder(s)”	shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Third Design Consultation Contract”	the contract dated 25 June 2015 between Shanghai Yuanda and Yuanda Singapore in relation to the provision of variation design and consulting service by Shanghai Yuanda to Yuanda Singapore for its project, namely Concourse Skyline (康考斯)
“Yuanda Singapore”	Yuanda Aluminium Industry Engineering (Singapore) Pte. Ltd.; and
“Yuanda Group”	瀋陽遠大鋁業集團有限公司 (Shenyang Yuanda Aluminium Industry Group Ltd.), a company established in the PRC and owned by Mr. Kang.

Unless otherwise specified in this announcement, translations of SG\$ into HK\$ are made in this announcement, for illustration only, at the rate of SG\$1.00 to HK\$5.75. No representation is made that any amounts in CHF or HK\$ could have been or could be converted at that rate or at any other rate or at all.

** For identification purpose only*

By order of the Board
Yuanda China Holdings Limited
Tian Shouliang
Executive Director

Hong Kong, 25 June 2015

As at the date of this announcement, the executive Directors are Mr. Kang Baohua (chairman), Mr. Tian Shouliang (chief executive officer), Mr. Guo Zhongshan, Mr. Wang Yijun, Mr. Wang Lihui and Mr. Zhang Lei, and the independent non-executive Directors are Mr. Poon Chiu Kwok, Mr. Woo Kar Tung, Raymond and Mr. Pang Chung Fai, Benny.