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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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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)

**PROPOSAL FOR
GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES,
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

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 Friday, 31 May 2019 at 10:00 a.m. is set out on pages 12 to 15 of this circular. Whether or not you intend to be present and vote at the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting. The completion and delivery of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

30 April 2019

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DEFINITIONS

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 Friday, 31 May 2019 at 10:00 a.m., for the purpose of considering and if thought fit, approving the resolutions proposed in this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“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 main board of 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
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors to allot, issue, and otherwise deal with new Shares, not exceeding 20% of the total number of the Shares in issue as at the date of passing the relevant resolution
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 April 2019, 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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares 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, not exceeding 10% of the total number of the Shares in issue as at the date of passing 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
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Kang Baohua (*Chairman*)
Mr. Li Hongren (*Chief Executive Officer*)
Mr. Liu Futao
Mr. Ma Minghui
Mr. Wang Hao (*Chief Financial Officer*)
Mr. Zhang Lei

Registered Office:

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

Independent non-executive Directors:

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

Principal Place of Business in Hong Kong:

Unit 1121, 11/F
No.1 Block, Grand Central Plaza
138 Shatin Rural Committee Road
Shatin
Hong Kong

30 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES 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.

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 29 May 2018, ordinary 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

LETTER FROM THE BOARD

in issue and (ii) to buy back Shares up to 10% of the total number of Shares in issue as at the date of passing such resolutions. Such general mandates will expire at the conclusion of the forthcoming Annual General Meeting.

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

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares, not exceeding 20% of the total number of Shares in issue as at the date of passing such resolution. The General Mandate will end at the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the Articles of Association; or (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 subject to the passing of the proposed ordinary resolution approving the General Mandate, the General Mandate will authorise the Directors to exercise the power of the Company to allot, issue and deal with 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 be bought back shall not exceed 10% of the total number of Shares in issue 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, 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 as at the date of passing of such resolution. 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 the applicable laws or the Articles of Association; or (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the General Mandate and the Share Buy-back 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 bought back under the Share Buy-back Mandate.

LETTER FROM THE BOARD

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

In accordance with Article 84(1) of the Articles of Association, each of Mr. Kang Baohua, Mr. Li Hongren and Mr. Liu Futao will retire by rotation at the Annual General Meeting. All the retiring Directors, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Kang Baohua, Mr. Li Hongren and Mr. Liu Futao as 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 20, Street 13, Shenyang Economic & Technological Development Area, Shenyang, China on Friday, 31 May 2019 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 12 to 15 of this circular.

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

RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

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 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

30 April 2019

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, 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 as at the date of the passing of the relevant resolution at the Annual General Meeting during the period ending on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the Articles of Association; or (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 as such buy-back 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 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 2018 (as disclosed in its audited accounts contained in the annual report of the Company for the year ended 31 December 2018), 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 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 would be treated as cancelled but 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 (as defined in the Listing Rules), 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.

No core connected person of the Company 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 Share Buy-back Mandate is granted by the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, they will exercise the power of the Company to make 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 TAKEOVERS CODE

A buy-back 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, the chairman and a controlling shareholder of the Company, was interested in 3,597,432,694 Shares, representing approximately 57.94% 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 64.38%. 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.

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 or sold any of the listed securities of the Company

8. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	0.110	0.105
May	0.117	0.104
June	0.110	0.089
July	0.124	0.086
August	0.103	0.087
September	0.100	0.077
October	0.098	0.078
November	0.098	0.079
December	0.094	0.080
2019		
January	0.099	0.080
February	0.114	0.092
March	0.111	0.096
April (up to the Latest Practicable Date)	0.120	0.094

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. Kang Baohua (康寶華), aged 65, is the founder and chairman of the Group, and was appointed as an Executive Director on February 26, 2010. Graduated from Liaoning University (遼寧大學) with a diploma in politics in 1984, Mr. Kang has over 25 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 does not have any relationship with any Director, senior management or substantial Shareholder of the Company.

Mr. Kang has renewed his service contract in April 2019 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.

Mr. Kang received an annual remuneration of RMB225,452 for the year ended 31 December 2018. Such director's remuneration was determined with reference to the experience and duties of Mr. Kang 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. Li Hongren (李洪人), aged 52, the chief executive officer of the Group and an Executive Director of the Company, obtained his bachelor's degree in Engineering from Northeastern Industrial College* (東北工學院) (currently known as Northeastern University (東北大學)) in 1990 with a major in machinery manufacturing processes and equipment. Mr. Li was qualified as a senior engineer by Ministry of Human Resources and Social Security of the People's Republic of China in 2006. Mr. Li joined the Group in 1999 and has more than 19 years of experience in manufacturing and marketing of curtain wall products. Since 2006, Mr. Li has been a manager of various Eurasian subsidiaries of the Group. Since 2014, Mr. Li was promoted to the vice president of the Group and is responsible for management.

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

Mr. Li has entered into a service agreement with the Company for a term of three (3) years commencing on 8 February 2017, 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.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Mr. Li received an annual remuneration of RMB2,723,630 for the year ended 31 December 2018. Such director's remuneration was determined with reference to the experience and duties of Mr. Li 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. Liu Futao (劉福濤), aged 54, an Executive Director of the Company, obtained his bachelor's degree in Engineering from Shenyang Correspondence University (瀋陽廣播電視大學) in 1987 with a major in machinery manufacturing. Mr. Liu joined the Group in 1997 and has more than 21 years in manufacturing and project management. Since 2008, Mr. Liu has been a manager of various Mideast subsidiaries of the Group. In 2012, Mr. Liu was promoted to the regional manager of the northeast China of the Group.

Mr. Liu has entered into a service agreement with the Company for a term of three (3) years commencing on 8 February 2017, 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. Liu received an annual remuneration of RMB2,451,314 for the year ended 31 December 2018. Such director's remuneration was determined with reference to the experience and duties of Mr. Liu 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



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)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Yuanda China Holdings Limited (the “**Company**”) will be held at 20, Street 13, Shenyang Economic & Technological Development Area, Shenyang, China on Friday, 31 May 2019 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2018;
2. To re-elect the following Directors:
 - (a) Mr. Kang Baohua as executive Director;
 - (b) Mr. Li Hongren as executive Director; and
 - (c) Mr. Liu Futao as executive Director.
3. To authorise the board of Directors to fix the Directors’ remuneration;
4. To re-appoint KPMG as auditors of the Company and authorise the board of Directors to fix their remuneration;
5. 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;

NOTICE OF ANNUAL GENERAL MEETING

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

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”;

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 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 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; or
- (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.”;

7. 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. 5 and 6 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 total number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution No.5, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution.”

Yours faithfully
By Order of the Board
Kang Baohua
Chairman

PRC, 30 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. A proxy does not need to be a member of the Company.
- (2) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be).
- (4) For determining the entitlement to attend and vote at the Annual General Meeting, the Company's register of members will be closed from Tuesday, 28 May 2019 to Friday, 31 May 2019 (both days inclusive), during which time no transfer of shares will be registered. To ensure that the Shareholders are entitled to attend and vote at the Annual General Meeting, the Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Monday, 27 May 2019 for registration of the relevant transfer.

As at the date of this announcement, the executive directors of the Company are Mr. Kang Baohua, Mr. Li Hongren, Mr. Liu Futao, Mr. Ma Minghui, Mr. Wang Hao and Mr. Zhang Lei, and the independent non-executive directors of the Company are Mr. Poon Chiu Kwok, Mr. Woo Kar Tung, Raymond and Mr. Pang Chung Fai, Benny