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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)

(1) PROPOSED DECLARATION OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT (2) BOOK CLOSURE PERIOD FOR THE EGM

Reference is made to the announcement of the Company dated 10 February 2025 in relation to the notice of a meeting of the Board which was held on 20 February 2025.

PROPOSED DECLARATION OF SPECIAL DIVIDEND

The Board is pleased to announce that at the Board meeting held on 20 February 2025, the Board has resolved to recommend the declaration and payment of a Special Dividend of HK\$0.04 per Share. Based on 6,208,734,000 ordinary Shares in issue as at the date of this announcement, the Special Dividend would amount to approximately HK\$248,349,360. Subject to the fulfilment of the conditions set out in the paragraph headed “Conditions of the payment of the Special Dividend out of the Share Premium Account” below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles and will be paid on 23 April 2025 to the Shareholders whose names appear on the register of members of the Company on 16 April 2025.

CONDITIONS OF THE PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders approving the declaration and the payment of the Special Dividend out of the Share Premium Account pursuant to Article 134 of the Articles at the EGM; and

- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately following the date on which the Special Dividend is paid will be, unable to pay its debts as they fall due in the ordinary course of business.

The conditions cannot be waived. If the conditions are not satisfied, the Special Dividend will not be paid.

REASONS FOR AND EFFECT OF THE PAYMENT OF THE SPECIAL DIVIDEND

To reward the Shareholders, the Board considers it appropriate to distribute the Special Dividend in recognition of Shareholders' support. After taking into consideration of the existing financial position of the Group, the Board considers it appropriate to declare and pay the Special Dividend out of the Share Premium Account.

Based on 6,208,734,000 ordinary Shares in issue as at the date of this announcement, the Special Dividend would amount to an aggregate amount of approximately HK\$248.3 million. As at 30 June 2024, the amount standing to the credit of the Share Premium Account was approximately RMB574.0 million based on the unaudited consolidated financial statements of the Company as at that date. The Board proposed to use an amount of approximately RMB230.0 million (equivalent to approximately HK\$248.3 million based on an illustrative exchange rate of RMB1.00 = HK\$1.08) standing to the credit of the share premium account of the Company for the payment of the Special Dividend. Following the payment of the Special Dividend, there will be a remaining balance of approximately RMB344.0 million standing to the credit of the Share Premium Account.

The payment of the Special Dividend out of the Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

Save for the immaterial expenses incurred as a result of the payment of the Special Dividend, the Board believes that the payment of the Special Dividend out of the Share Premium Account will not have any material adverse effect on the financial position of the Group as a whole. The Directors consider that the declaration and proposed payment of the Special Dividend is in the interests of the Company and the Shareholders as a whole.

EGM

The EGM is scheduled to be held on Tuesday, 8 April 2025 to consider and, if thought fit, to approve the declaration and payment of the Special Dividend out of the Share Premium Account. No Shareholder is required to abstain from voting in respect of the ordinary resolution to be proposed at the EGM to approve the declaration and payment of the Special Dividend out of the Share Premium Account.

A circular containing further information about the Special Dividend and the notice of the EGM will be disseminated to the Shareholders as soon as practicable.

BOOK CLOSURE PERIODS

The register of members of the Company will be closed from Thursday, 3 April 2025 to Tuesday, 8 April 2025, both days inclusive, to determine the entitlement of the Shareholders to attend and vote at the EGM, during which period no Share transfers may be registered. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, MUFG Corporate Markets Pty Limited, at Suite 1601, 16/F Central Tower, 28 Queen's Road Central, Hong Kong not later than 4:30 p.m. on Wednesday, 2 April 2025, being the last registration date.

If the proposed declaration and payment of the Special Dividend is approved by the Shareholders at the EGM, for determining the Shareholders' entitlements to receive the Special Dividend, the register of members of the Company will be closed from Monday, 14 April 2025 to Wednesday, 16 April 2025 (both dates inclusive) and no transfer of Shares will be registered during that period. In order to be eligible to receive the Special Dividend, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, MUFG Corporate Markets Pty Limited, at Suite 1601, 16/F Central Tower, 28 Queen's Road Central, Hong Kong for registration not later than 4:30 p.m. on Friday, 11 April 2025.

DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended, supplemented and modified from time to time
“Board”	the board of Directors
“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 of Hong Kong Limited
“Directors”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 8 April 2025 for the purpose of considering and if thought fit, approving the declaration and payment of the Special Dividend out of the Share Premium Account

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“PRC”	the People’s Republic of China, but for the purpose of this announcement and for geographical reference only and except where the context requires, references in this announcement to “China” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region and Taiwan, China
“RMB”	Renminbi, the lawful currency of the PRC
“Share Premium Account”	the share premium account of the Company
“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Shares
“Special Dividend”	the proposed special dividend of HK\$0.04 per Share as recommended by the Board

By order of the Board
Yuanda China Holdings Limited
Kang Baohua
Chairman

The PRC, 20 February 2025

For the purposes of this announcement, the exchange rate of RMB1.00 = HK\$1.08 has been used for currency translation, where applicable. Such an exchange rate is for illustrative purposes only and does not constitute representations that any amount in RMB or HK\$ has been, could have been or may be converted at such a rate.

As at the date of this announcement, 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. Wang Yuhang, Ms. Yang Qianwen and Mr. Ha Gang.