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

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**If you are in doubt** as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, 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 and form of proxy accompanied herewith to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Yuanda China Holdings Limited**  
**遠大中國控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2789)**

- (1) PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND  
OUT OF SHARE PREMIUM ACCOUNT**  
**(2) CLOSURE OF REGISTER OF MEMBERS**  
**(3) NOTICE OF EGM**
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A notice convening the EGM of the Company to be held at 20 Thirteenth Street, Shenyang Economic & Technological Development Area, Shenyang, the PRC on Tuesday, 8 April 2025 at 10:00 a.m. is set out on pages 8 to 9 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. by 10:00 a.m. on Sunday, 6 April 2025, Hong Kong time) or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned or postponed meeting thereof if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended, supplemented and modified from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited
“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
“Director(s)”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 20 Thirteenth Street, Shenyang Economic & Technological Development Area, Shenyang, the PRC on Tuesday, 8 April 2025 at 10:00 a.m., or any adjournment or postponement thereof and notice of which is set out on pages 8 to 9 of this circular
“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 PRC
“Latest Practicable Date”	13 March 2025, being the latest practicable date prior to the dissemination of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented and modified from time to time
“PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, references in this circular 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

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## DEFINITIONS

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“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

For the purposes of this circular, 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.

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LETTER FROM THE BOARD

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**Yuanda China Holdings Limited**  
**遠大中國控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2789)**

*Executive Directors:*

Mr. Kang Baohua (*Chairman*)  
Mr. Zhao Zhongqiu (*Chief Executive Officer*)  
Mr. Wang Hao  
Mr. Zhang Lei

*Registered office:*

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

*Independent Non-executive Directors:*

Mr. Wang Yuhang  
Ms. Yang Qianwen  
Mr. Ha Gang

*Principal Place of Business in Hong Kong:*

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

19 March 2025

*To the Shareholders,*

Dear Sir or Madam,

**(1) PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND  
OUT OF SHARE PREMIUM ACCOUNT**  
**(2) CLOSURE OF REGISTER OF MEMBERS**  
**(3) NOTICE OF EGM**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 20 February 2025. The purpose of this circular is to provide you with information in connection with the proposal to declare and approve the payment of the Special Dividend out of the Share Premium Account and give you notice of the EGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND

As stated in the announcement of the Company dated 20 February 2025, the Board has at its meeting held on 20 February 2025 resolved to recommend the declaration and payment of a Special Dividend of HK\$0.04 per Share in cash out of the Share Premium Account, 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.

Based on the 6,208,734,000 ordinary Shares in issue as at the Latest Practicable Date, the Special Dividend, if declared and paid, 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 will 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 at the close of business on 16 April 2025.

As at the Latest Practicable Date, the Company held no Shares in treasury (including any treasury shares held or deposited with CCASS). Treasury Shares of the Company (if any) would not be entitled to receive the Special Dividend.

### 3. 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.**

### 4. REASONS FOR AND EFFECT OF THE PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

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.

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## LETTER FROM THE BOARD

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Based on the 6,208,734,000 ordinary Shares in issue as at the Latest Practicable Date, the Special Dividend, if declared and paid, 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 for the six months ended 30 June 2024. Based on the number of issued Shares as at the Latest Practicable Date and assuming that the amount standing to the credit of the Share Premium Account immediately before payment of the Special Dividend will be the same as such amount, 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 for the payment of the Special Dividend, and 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 underlying assets, business operations or 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.

### 5. EGM

The Company will convene the EGM at 20 Thirteenth Street, Shenyang Economic & Technological Development Area, Shenyang, the PRC on Tuesday, 8 April 2025 at 10:00 a.m. at which resolutions will be proposed for the purpose of considering and if thought fit, approving the declaration and payment of the Special Dividend out of the Share Premium Account.

Whether or not you intend to be present and vote at the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions thereon and return it to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment or postponement thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned or postponed meeting thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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.

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## LETTER FROM THE BOARD

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### **6. CLOSURE OF REGISTER OF MEMBERS AND DATE OF PAYMENT OF THE SPECIAL DIVIDEND**

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 transfer of Shares will 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.

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" above, 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.

### **7. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. Treasury shares, if any, registered in the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, treasury shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's general meeting(s). The Chairman of the EGM shall therefore demand voting on all resolution(s) set out in the notice of EGM be taken by way of poll pursuant to Article 66 of the Articles.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote on a poll need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

### **8. RECOMMENDATION**

The Directors consider that the proposed resolution to declare and approve the payment of the Special Dividend out of the Share Premium Account mentioned in this circular is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of such resolution to be proposed at the EGM.



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## LETTER FROM THE BOARD

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### 9. RESPONSIBILITY OF THE DIRECTORS

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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By order of the Board  
**Yuanda China Holdings Limited**  
**Kang Baohua**  
*Chairman*

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## NOTICE OF EGM

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# Yuanda China Holdings Limited 遠大中國控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2789)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Yuanda China Holdings Limited (the “Company”) will be held at 10:00 a.m. on Tuesday, 8 April 2025 at 20 Thirteenth Street, Shenyang Economic & Technological Development Area, Shenyang, the PRC for the following purpose:

### **ORDINARY RESOLUTION(S)**

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) the declaration and payment of a special dividend of HK\$0.04 per ordinary share of HK\$0.1 each in the share capital of the Company (the “Share(s)”) in cash out of the share premium account of the Company (the “Special Dividend”) to the shareholders of the Company whose names appear on the register of members of the Company at the close of business on the record date fixed by the board of directors of the Company (“Board”) for the purpose of determining the entitlements to the Special Dividend be and is hereby approved; and
- (b) any director of the Company (the “Director(s)”) be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”

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

PRC, 19 March 2025

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## NOTICE OF EGM

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*Notes:*

- (i) Any shareholder of the Company (the “**Shareholders**”) entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote instead of him. A proxy does not need to be a Shareholder.
- (ii) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto, but the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (iii) 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 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 less than 48 hours before the time appointed for the holding of the EGM or any adjournment or postponement thereof (as the case may be).
- (iv) For determining the Shareholders’ entitlements to attend and vote at the EGM, the Company’s register of members will be closed from Thursday, 3 April 2025 to Tuesday, 8 April 2025 (both dates inclusive), during which time no transfer of shares will be registered during that period. To ensure that the Shareholders are entitled to attend and vote at the EGM, the Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to 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 by no later than 4:30 p.m. on Wednesday, 2 April 2025.
- (v) 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” in the circular of the Company dated 19 March 2025, 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.
- (vi) Shareholders should note that the EGM will be held as scheduled during a typhoon or bad weather conditions. In such event, Shareholders should make their own decision as to whether they would attend the EGM under bad weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.

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