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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 accompanying 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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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)

PROPOSALS FOR
GENERAL MANDATE 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 Tuesday, 3 June 2025 at 10:00 a.m. is set out on pages 16 to 20 of this circular. Whether or not you intend to be present and vote at the Annual General Meeting, 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 holding the Annual General Meeting or any adjourned or postponed 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.

29 April 2025

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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 Tuesday, 3 June 2025 at 10:00 a.m., for the purpose of considering and if thought fit, approving the resolutions proposed in this circular, or any adjournment or postponement thereof
“Articles of Association”	the amended and restated articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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 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
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“General Mandate”	a general mandate proposed to be granted to the Directors to allot, issue, and otherwise deal with new Shares and/or to resell and/or transfer treasury shares of the Company (if permitted under the Listing Rules), not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the relevant resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be allotted, issued and/or otherwise dealt with (including any sale or transfer of treasury shares out of treasury) as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same)
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	21 April 2025, 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 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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each capital of the Company

DEFINITIONS

“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 of the Company, not exceeding 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the relevant resolution (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	any entity which falls within the meaning of the term “subsidiary” as defined in the Listing Rules and the term “subsidiaries” shall be construed accordingly
“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
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	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. 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:

Ms. Yang Qianwen
Mr. Wang Yuhang
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

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATE 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.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 4 June 2024, 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 in issue and (ii) to buy back Shares in the capital of the Company up to 10% of the total number of Shares in issue immediately following such meeting. 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 and/or to resell and/or transfer treasury shares of the Company (if permitted under the Listing Rules), not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing the resolution (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be allotted, issued and/or otherwise dealt with (including any sale or transfer of treasury shares out of treasury) as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same). 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 any the applicable laws or the Articles of Association; and (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 and that the Company did not have any treasury shares 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 powers of the Company to allot, issue and deal with new Shares and/or to resell and/or transfer treasury shares of the Company (if permitted under the Listing Rules) 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 buy back shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing the resolution (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be bought back as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same). Based on 6,208,734,000 Shares in issue and that the Company did not have any treasury shares 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 Share Buy-back Mandate, 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 (excluding treasury shares) as at the date of passing of the resolution in relation thereof. 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 any the

LETTER FROM THE BOARD

applicable laws or the Articles of Association; and (c) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting. Subject to approval of the Share Buy-back Mandate at the Annual General Meeting, if the Company buys back Shares pursuant to the Share Buy-back Mandate, the Company may (i) cancel the bought back Shares; and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such buy-back of Shares are made. If the Company holds Shares in treasury, any resale and/or transfer of Shares held in treasury will be subject to the General Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands; and

- (c) subject to the passing of the aforesaid ordinary resolutions approving of the General Mandate and the Share Buy-back Mandate, to extend the number of Shares to be issued, allotted and dealt with together with the treasury shares which may be resold and/or transferred (if permitted by the Listing Rules) under the General Mandate by an additional number representing such number of Shares bought back under the Share Buy-back 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 grant the Share Buy-back Mandate at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting of the Company at least once every three years. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Wang Hao (“**Mr. Wang**”) and Mr. Zhang Lei (“**Mr. Zhang**”), each an executive Director, and Ms. Yang Qianwen (“**Ms. Yang**”), an independent non-executive Director, shall retire by rotation at the Annual General Meeting, and being eligible, will offer themselves for re-election.

The Company has in place a nomination policy (the “**Nomination Policy**”) which sets out the selection criteria and procedures to be adopted when considering candidates to be appointed or re-elected as Directors. In assessing the re-election of each of Mr. Wang and Mr. Zhang as an executive Director and Ms. Yang as an independent non-executive Director, the nomination committee of the Company (the “**Nomination Committee**”) and the Board have considered their respective contribution and service to the Company, and reviewed their respective expertise and professional qualifications to determine whether each of them satisfies the selection criteria under the Nomination Policy. The Nomination Committee and the Board consider that each of Mr. Wang, Mr. Zhang and Ms. Yang has the required character and integrity to act as a Director, and each of them brings objective and independent judgement to the Board in the fields of accounting, corporate governance and legal and regulatory affairs.

LETTER FROM THE BOARD

At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect Mr. Wang and Mr. Zhang as executive Directors and Ms. Yang as an independent non-executive Director. 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 Tuesday, 3 June 2025 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 16 to 20 of this circular.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the Company's register of members will be closed from Thursday, 29 May 2025 to Tuesday, 3 June 2025 (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 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, 28 May 2025 for registration of the relevant transfer.

A form of proxy for use in connection with the Annual General Meeting is accompanied herewith. Whether or not you intend to be present and vote at the Annual General Meeting, 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 Annual General Meeting or any adjournment or postponement 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 taken 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. 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).

LETTER FROM THE BOARD

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.

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 retiring 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
Yuanda China Holdings Limited
Kang Baohua
Chairman

29 April 2025

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 and the Company did not hold any treasury shares. 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 and the Company does not have any treasury shares, 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 (excluding treasury shares) as at the date of the passing of the relevant resolution at the Annual General Meeting (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same), 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 any the applicable laws or the Articles of Association; and (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. When exercising the Share Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation 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. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the applicable laws of the Cayman Islands. Share buy-backs 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 2024 (as disclosed in its audited accounts contained in the annual report of the Company for the year ended 31 December 2024), the Directors consider that there may be 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 of association 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 may (i) be treated by the Company as cancelled or (ii) with the authorisation of the Board, be held by the Company as treasury shares, and in each case 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, 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.

None of the core connected persons of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or has 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. EXERCISE OF POWER OF THE DIRECTORS

The Directors 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 THE TAKEOVERS CODE

A buy-back of Shares by the Company may result in an increase in the proportionate interests of a 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, an executive Director, Chairman of the Board and a controlling shareholder of the Company, was interested in 3,875,399,768 Shares, representing approximately 62.4% of the issued share capital of the Company. Based on such shareholding, 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 and assuming (i) all the Shares so bought back are cancelled and not held as treasury shares and (ii) there is no further change to the issued share capital since the Latest Practicable Date, the shareholding of Mr. Kang Baohua and his associates in the Company will be increased to approximately 69.4%. 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 (excluding treasury shares).

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 any of the listed securities of the Company.

8. STATUS OF SHARES BOUGHT BACK

The Shares bought back by the Company may be held as treasury shares or may be cancelled subject to, among others, market conditions and its capital management needs at the relevant time of the bought back(s), which may change due to actual circumstances of the Company. The Shareholders and potential investors should pay attention to any announcement to be published by the Company in future, including but not limited to, any next day disclosure return (which shall identify, among others, the number of Shares bought back that are to be held in treasury or cancelled upon settlement of such buy back) and relevant monthly return.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board implement the following interim measures, including:

- (i) procuring its broker not to give an instruction to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-registering them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; or
- (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

The listing of all Shares which are purchased by the Company (whether on the Stock Exchange or otherwise) but not held as treasury shares shall be automatically cancelled upon buy back. The Company shall ensure that the documents of title of these Shares bought back are cancelled and destroyed as soon as reasonably practicable following settlement of any such buy back.

9. SHARE PRICES

The highest and lowest trading prices of the 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>
2024		
April	0.051	0.036
May	0.046	0.035
June	0.044	0.033
July	0.040	0.032
August	0.035	0.028
September	0.039	0.028
October	0.043	0.026
November	0.033	0.025
December	0.120	0.026
2025		
January	0.150	0.093
February	0.164	0.111
March	0.158	0.134
April (up to the Latest Practicable Date)	0.137	0.070

10. UNUSUAL FEATURES

Neither this explanatory statement nor the proposed share repurchase has any unusual features.

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

Mr. Wang Hao (王昊), aged 44, an executive Director of the Company, obtained his bachelor's degree in Management from Jilin University (吉林大學) in 2002 with a major in accounting. Mr. Wang Hao joined the Group in 2007 and has accumulated more than 15 years of experience in financial management. As at the Latest Practicable Date, Mr. Wang had interest in 150,000 Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (ii) does not hold any other positions with any members of the Group; (iii) does not have any relationships with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Wang has renewed his service contract in February 2023 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 the annual general meetings of the Company in accordance with the Articles of Association.

Mr. Wang didn't receive remuneration from the Company for the year ended 31 December 2024. The emoluments of Mr. Wang were borne by companies under the control of the controlling shareholder of the Company for the year ended 31 December 2024. 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. Zhang Lei (張雷), aged 52, since February 2013, acted as vice President of Shenyang Yuanda Aluminium Industry Engineering Co., Ltd (瀋陽遠大鋁業工程有限公司) ("Shenyang Yuanda"), one of the subsidiaries of the Company. Mr. Zhang joined the Group in July 2002 and had over 20 years of experience in curtain wall industry. Before joining the Group, from 1994 to 2000, Mr. Zhang held various managerial positions in Northeast Refractory Plant, including vice director in charge of production and equipment and director of equipment department in No.4 branch of Northeast Refractory Plant. From 2001 to 2002, Mr. Zhang acted as a management intern in Japanese YKK company. From 2002 to 2005, Mr. Zhang held various key positions including quality control and technology minister in Northeast Branch of Shenyang Yuanda. He acted as a designer in Middle East Branch of Shenyang Yuanda from 2005 to 2006. From 2006 to 2008, he acted as chief designer in Dubai Branch of Shenyang Yuanda, responsible for the Group's ACC44 residential buildings, imperial buildings and commercial bay administration building and other projects. From 2008 to 2012, Mr. Zhang held various positions in Shenyang Yuanda, including assistant to chief engineer in International Operation of Shenyang Yuanda, deputy director of International CurtainWall Manufacturer under Shenyang Yuanda, factory controller and factory president of Shenyang Yuanda. Mr. Zhang graduated from Shenyang Electrical Industrial School with a diploma in electrical and mechanical engineering in 1994. As at the Latest Practicable Date, Mr. Zhang had interest in 3,000,000 Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Zhang (i) does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (ii) does not hold any other positions with any members of the Group; (iii) does not have any relationships with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Zhang has renewed his service contract in June 2022 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 the annual general meetings of the Company in accordance with the Articles of Association.

Mr. Zhang received an annual remuneration of approximately RMB469,000 for the year ended 31 December 2024. Such director's remuneration was determined with reference to the experience and duties of Mr. Zhang as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Company from time to time.

Ms. Yang Qianwen (楊倩雯), aged 32, was appointed as an independent non-executive Director on 18 April 2023. Ms. Yang is a member of the audit committee, nomination committee and remuneration committee of the Company. She has over 8 years of experience in finance, audit and accounting in the PRC. Ms. Yang graduated from the School of Accounting, Dongbei University of Finance and Economics and is a certified public accountant, a registered tax adviser and a registered asset valuer in the PRC. Ms. Yang worked previously as a senior audit manager at Zhongzhun Certified Public Accountants (Special General Partnership), as a senior investment manager at the Liaoning branch of Huatai Securities Co., Ltd., and as the assistant to chairman of 遼寧向日葵教育科技有限公司 (Liaoning Sunflower Education Technology Co., Ltd.). She has rich experience in financial management, taxation, capital operation and auditing.

Saved as disclosed above, as at the Latest Practicable Date, Ms. Yang (i) does not, nor did she in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (ii) does not hold any other positions with any members of the Group; (iii) does not have any relationships with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Yang has entered into a letter of appointment with the Company for a term of three years commencing from 18 April 2023, subject to termination by not less than one month's notice in writing served by either party on the other and is subject to rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

According to the service contract signed with the Company, Ms. Yang is entitled to receive an annual fee of HK\$250,000. Such director's remuneration was determined with reference to the experience and duties of Ms. Yang as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Company from time to time.

Others

Saved as disclosed above, 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 (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 Tuesday, 3 June 2025 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2024;
2. To re-elect Mr. Wang Hao as an executive Director;
3. To re-elect Mr. Zhang Lei as an executive Director;
4. To re-elect Ms. Yang Qianwen as an independent non-executive Director;
5. To authorise the board of Directors to fix the Directors’ remuneration;
6. To re-appoint KPMG as auditors of the Company and authorise the board of Directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

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 allot, issue and deal with additional shares in the capital of the Company and/or to resell and/or transfer treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), 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 total number of shares of the Company 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 of the Company 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 (excluding treasury shares) as at the date of passing this resolution (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be allotted, issued and/or otherwise dealt with (including any sale or transfer of treasury shares out of treasury) as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same), 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

NOTICE OF ANNUAL GENERAL MEETING

- (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).

Any reference to a/an allotment, issue, grant or offer of, or dealing in, shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (to, amongst others, satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on the Stock Exchange and applicable laws and regulations.”

8. 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 on market through the Stock Exchange or on other recognised stock exchanges and the Company may hold the shares of the Company so bought back in treasury, 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 (excluding treasury shares) as at the date of passing this resolution (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be bought back as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same), and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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; 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.”

9. 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. 7 and 8 above, the general mandate to the Directors pursuant to resolution No. 7 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. 8, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution.”

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

PRC, 29 April 2025

Notes:

- (1) Any shareholder of the Company (the “**Shareholders**”) 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 Shareholder.
- (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 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.

NOTICE OF ANNUAL GENERAL MEETING

- (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 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 meeting or any adjournment or postponement 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 Thursday, 29 May 2025 to Tuesday, 3 June 2025 (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 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, 28 May 2025 for registration of the relevant transfer.

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.