

If you are in doubt about any of the contents of this supplemental prospectus, or whether to confirm your application for Shares of the Company, you should obtain independent professional advice.

This is a supplemental prospectus (the "Supplemental Prospectus") issued by Yuanda China Holdings Limited (the "Company") which amends and supplements the prospectus issued by the Company on April 20, 2011 (the "Prospectus") in connection with the Hong Kong Public Offering and the listing of its Shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). A copy of this Supplemental Prospectus in its English and Chinese versions, together with (a) a printed copy of the Confirmation Form (as defined below), (b) a certificate in the approved format as to the accuracy of the Chinese translation of this Supplemental Prospectus and the Confirmation Form, (c) a certificate in the approved format as to the competency of the Chinese translator given by the Joint Sponsors and (d) the written consents of the Joint Sponsors and KPMG to the issue of this Supplemental Prospectus and the Confirmation Form, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Hong Kong Companies Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this Supplemental Prospectus.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Supplemental Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Supplemental Prospectus.

You should read this Supplemental Prospectus in conjunction with the Prospectus in order to understand the matters to which the documents relate, particularly in relation to the Hong Kong Public Offering. To the extent that anything in this Supplemental Prospectus qualifies or contradicts anything in the Prospectus, this Supplemental Prospectus amends the Prospectus.

Unless otherwise defined herein, terms in this Supplemental Prospectus shall have the same meanings as those defined in the Prospectus.



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)

SUPPLEMENTAL PROSPECTUS

May 5, 2011

Our Company is issuing this Supplemental Prospectus pursuant to section 1(a)(i) of Part 1 of the Twentieth Schedule to the Companies Ordinance and Rule 11.13 of the Listing Rules. This document amends and supplements the Prospectus and should be read in conjunction with the Prospectus. It should also be read together with the Application Forms and the Confirmation Form.

Copies of this Supplemental Prospectus and the Confirmation Form may be obtained from 9:00 a.m. to 4:30 p.m. on Thursday, May 5, 2011, Friday, May 6, 2011 and Monday, May 9, 2011 at any of the places stated in the sections headed "Addresses of the Hong Kong Underwriters" and "Relevant branches of the receiving banks" below and also at the Depository Counter of HKSCC at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong. This Supplemental Prospectus and the Confirmation Form will also be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on Thursday, May 5, 2011, Friday, May 6, 2011 and Monday, May 9, 2011. This Supplemental Prospectus will also be available at the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.yuandacn.com. The contents of the Company's website do not form part of this Supplemental Prospectus. No reliance shall be placed on the contents of the Company's website.

You must confirm your application for the Offer Shares before the deadline stipulated in item (6) of the revised expected timetable in this Supplemental Prospectus. If you have made valid applications for the Hong Kong Offer Shares, but do not confirm the application for Hong Kong Offer Shares in accordance with the procedures for confirmation set out in the section entitled "Confirmation of applications" in this Supplemental Prospectus (including returning the **Confirmation Form**), you will be taken as not proceeding with your application, and your application will be rejected and refund cheques will be sent out as stipulated in item (11) of the revised expected timetable in this Supplemental Prospectus.

Updated information with respect to the Final Offer Price is set out below:

Issuer:	Yuanda China Holdings Limited
Number of Offer Shares:	1,500,000,000 Shares
Number of Hong Kong Offer Shares:	150,000,000 Shares (subject to adjustment)
Number of International Offer Shares (assuming no exercise of the Over-allotment Option):	1,350,000,000 Shares (subject to adjustment)
Over-allotment Option:	Up to 225,000,000 Shares (equivalent to 15 per cent. of the number of Offer Shares)
Enlarged number of Offer Shares (assuming full exercise of the Over-allotment Option):	1,725,000,000 Shares
Offer Price range (as stated in the Prospectus):	HK\$1.92 – HK\$2.78
Final Offer Price:	HK\$1.50
Nominal Value:	HK\$0.10
Board lot size:	2,000 Shares
Expected listing date:	May 17, 2011

Contents

	Page
Determination of the Offer Price at below the indicative Offer Price range	3
No assurance that the Global Offering can be completed	3
Amendments to Prospectus	3
Working capital	7
Significant new information	7
Revised timetable of the Global Offering	8
Confirmation of applications	10
Reallocation of Offer Shares for which valid confirmations are not received	12
Addresses of the Hong Kong Underwriters	12
Relevant branches of the receiving banks	12
Certificate of exemption granted in respect of this Supplemental Prospectus	14
Bilingual Prospectus	14
No significant change and no significant new matter	14
Documents available for inspection	15
Appendix I — Unaudited pro forma financial information	I-1

DETERMINATION OF THE OFFER PRICE AT BELOW THE INDICATIVE OFFER PRICE RANGE

Having regard to levels of interest expressed in the Global Offering, the Offer Price has been determined at HK\$1.50 per Offer Share (the “Final Offer Price”) which is below the indicative Offer Price range as set out in the Prospectus.

NO ASSURANCE THAT THE GLOBAL OFFERING CAN BE COMPLETED

The Hong Kong Underwriting Agreement between, amongst others, the Company and the Joint Global Coordinators is conditional upon and subject to, among other things, the execution of the International Underwriting Agreement. The International Underwriting Agreement is expected to be executed and entered into by, among others, the Company, the Controlling Shareholders and the Joint Global Coordinators on May 10, 2011 or such later date as may be agreed between the parties. There is no assurance that the International Underwriting Agreement will be executed or that the Global Offering can be completed.

AMENDMENTS TO PROSPECTUS

In view of the determination of the Final Offer Price at below the Offer Price range, the following amendments to the Prospectus have been made.

Offer Statistics

The first paragraph of the section entitled “Summary — Offer Statistics” on page 11 of the Prospectus has been amended to read as follows:

OFFER STATISTICS

	Based on the Final Offer Price of HK\$1.50 per Offer Share
Market capitalization of the Company ⁽¹⁾	HK\$9,000.0 million
Prospective price/earnings multiple: on a pro forma fully diluted basis ⁽²⁾	9.4 times
Adjusted net tangible asset value per Share ⁽³⁾	RMB0.5 (HK\$0.6)

Notes:

1. The calculation of our market capitalization upon completion of the Global Offering is based on the assumption that 6,000,000,000 Shares will be in issue and outstanding immediately following the completion of the Global Offering.
2. Our prospective price/earnings multiple on a pro forma fully diluted basis is based on the Final Offer Price, the earnings for the year ended December 31, 2010 and the assumed number of shares outstanding as set forth in note (1) above.
3. The adjusted net tangible asset value per Share is calculated after the adjustments referred to in the section entitled “Unaudited Pro Forma Financial Information — A. Unaudited Pro Forma Statement of Adjusted Consolidated Net Tangible Assets” in Appendix I attached to this Supplemental Prospectus and on the basis of a total of 6,000,000,000 Shares in issue immediately following the Global Offering.

Corporate Investor

The first paragraph on page 225 of the Prospectus that appears in the section entitled “Corporate Investor — Atlantis Investment Management (Hong Kong) Limited (“Atlantis”)” has been amended to read as follows:

“Pursuant to a cornerstone investment agreement entered into among the Joint Bookrunners, Atlantis and us on April 11, 2011, Atlantis has agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased for approximately US\$30,000,000 (equivalent to approximately HK\$233,100,000, assuming an exchange rate of US\$1.00 = HK\$7.77) at the Offer Price. Given the Final Offer Price, Atlantis would subscribe for a total number of 155,400,000 Shares, which represent approximately 10.4% of the Offer Shares and approximately 2.6% of the total number of Shares immediately upon completion of the Global Offering and the Capitalization Issue (assuming that the Over-allotment Option and all outstanding Options are not exercised).”

Use of Proceeds

The section entitled “Summary — Use of Proceeds” on page 11 of the Prospectus and the section entitled “Future Plans and Use of Proceeds — Use of Proceeds” on page 266 of the Prospectus have been amended to read as follows:

“We estimate that the aggregate net proceeds to us from the Global Offering (after deducting underwriting fees and estimated expenses payable by us in connection with the Global Offering, and based on the Final Offer Price of HK\$1.50 per share and no exercise of any Over-allotment Option) will be approximately HK\$2,141.8 million. We currently intend to apply these net proceeds in the following manner:

- approximately 40% or HK\$856.7 million, for expansion of our production capacity, including acquisition of land use rights, construction of production facilities and purchase of equipment, which is expected to increase (i) our annual production capacity for curtain wall by 9.6 million square meters, (ii) our annual production capacity for aluminum alloy doors and windows by 1.5 million square meters, (iii) our annual production capacity for glass by 4.0 million square meters, and (iv) our annual production capacity for aluminum extrusion by 250,000 tons. For details of our expansion plans, including the details of the acquisition of relevant land, please see the section entitled “Business – Production Facilities” in this prospectus;
- approximately 40% or HK\$856.7 million, for repayment of our existing debts, which primarily include the outstanding amount of a HK\$820 million bridge loan as of the Latest Practicable Date. For details of our bridge loan facility, please see the section entitled “History and Reorganization – Reorganization – (e) Introduction of Financial Investor – Bridge Loan Facility” in this prospectus;
- approximately 10% or HK\$214.2 million, for investment in research and development, including recruitment of research, development and design professionals and purchase of materials and equipment for experiment; and

- approximately 10% or HK\$214.2 million, for expanding our sales and marketing network.

The additional net proceeds that we will receive if the Over-allotment Option is exercised in full will be approximately HK\$325.7 million (based on the Final Offer Price of HK\$1.50). If the Over-allotment Option is exercised in full, our Directors intend to use all the additional net proceeds proportionately as earmarked above.

To the extent that the net proceeds to us from the Global Offering are not immediately applied to the above purposes, we will deposit the net proceeds into short-term demand deposits and/or money market instruments. To the extent that the net proceeds from the Global Offering are not sufficient to fund the uses set forth above, we intend to fund the balance through a variety of other means, including cash generated from our operations and bank financing. We currently believe that the net proceeds from the Global Offering, when combined with such alternate sources of financing, are sufficient for the uses set forth above.”

History and Reorganization

The second last paragraph of the section “History and Reorganization – (e) Introduction of Financial Investor – Conversion of Preferred Shares” on page 112 of the Prospectus has been amended to read as follows:

“Pursuant to the terms of the Investors Agreement, Mr. Kang and Best Outlook have undertaken to the Financial Investor to procure our Company to conduct a Qualified IPO before December 31, 2012 and it will be an event of default if a Qualified IPO does not occur by that date. In case of an event of default, the Financial Investor shall have the right to require Mr. Kang and Best Outlook, on a joint and several basis, to purchase all the Preferred Shares held by the Financial Investor at a price equivalent to an amount that will enable the Financial Investor to receive a return on the subscription price of the Preferred Shares at an internal rate of return of 12% per annum. Based on the Final Offer Price of HK\$1.50 per Share, the Global Offering will not constitute a Qualified IPO. We have initiated the process of obtaining the necessary waiver from the Financial Investor in relation to this requirement pursuant to the Investors Agreement and expect to obtain such waiver prior to the Listing Date. The Company is not aware of any objection or refusal from the Financial Investor from the granting of such waiver and the Company does not expect any difficulties in obtaining such waiver. **However, potential investors should note that if the necessary waiver from the Financial Investor is not received prior to the Listing Date, we may consider not to proceed with the Global Offering and the Global Offering may lapse. In such an event, we will issue an announcement on the Company’s website and on the website of the Stock Exchange as soon as practicable and in any case, no later than one business day after the decision to terminate the Global Offering is made but prior to the Listing Date.**”

Underwriting

The second paragraph of the section entitled “Underwriting — Total commissions and expenses” on page 275 of the Prospectus has been amended to read as follows:

“Based on the Final Offer Price of HK\$1.50 per Offer Share and the Over-allotment Option is not exercised, the aggregate commissions and fees, together with the listing fees, SFC transaction levy, investor compensation levy, the Stock Exchange trading fee, legal and other professional fees and printing and other expenses relating to the Global Offering incurred by our Company are estimated to be approximately HK\$132.2 million in total, of which approximately HK\$24.0 million has already been paid by the Company.”

Financial Information — Unaudited Pro Forma Statement of Adjusted Consolidated Net Tangible Assets

The paragraphs under the section entitled “Financial Information – Unaudited Pro Forma Statement of Adjusted Consolidated Net Tangible Assets” on pages 264 and 265 of the Prospectus have been amended to read as follows:

“The following is an illustrative statement of unaudited pro forma adjusted consolidated net tangible assets of our Group which has been prepared in accordance with Rule 4.29 of the Listing Rules for the purpose of illustrating the effect of the Global Offering as if it had been taken place on December 31, 2010 and based on the consolidated net assets attributable to equity shareholders of our Company as of December 31, 2010 as shown in the Accountants’ Report, the text of which is set out in Appendix I to the Prospectus, and adjusted as described below.

The unaudited pro forma adjusted consolidated net tangible assets of our Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial position of our Group had the Global Offering been completed as of December 31, 2010 or at any future dates.

	Consolidated net tangible assets attributable to equity shareholders of the Company as of December 31, 2010 ⁽¹⁾⁽⁴⁾	Estimated net proceeds from the Global Offering and the conversion of the Series A Preferred Shares ⁽²⁾⁽³⁾	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company per Share ⁽³⁾	
	RMB’000	RMB’000	RMB’000	RMB	HK\$
Based on the Final Offer Price of HK\$1.50 per Share	898,149	2,101,986	3,000,135	0.50	0.60

Notes:

- (1) The consolidated net tangible assets attributable to equity shareholders of our Company as of December 31, 2010 represented the consolidated equity attributable to equity shareholders of our Company of RMB898,149,000, and is extracted from the Accountants’ Report as set out in Appendix I to this prospectus.
- (2) The estimated net proceeds from the Global Offering are based on the Final Offer Prices of HK\$1.50 per Share, after deduction of the underwriting fees and other related expenses payable by our Company. No account has been taken of any Shares which may be issued pursuant to any exercise of the Over-allotment Option.
- (3) The unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of our Company per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis of 6,000,000,000 Shares are in issue as if the Global Offering and the conversion of the Series A Preferred Shares had been taken place on December 31, 2010. No account has been taken of any Shares which may be issued pursuant to any exercise of the Over-allotment Option and the Share Option Scheme.
- (4) The Group’s property interests as at February 28, 2011 have been valued by Jones Lang LaSalle Sallmanns Limited, an independent property valuer. The relevant property valuation report is set out in Appendix IV to this prospectus. The revaluation surplus or deficit of these properties was not incorporated in the Group’s consolidated financial information for the year ended December 31, 2010 and will not be included in the Group’s financial statements for the six months ending June 30, 2011. The above adjustments do not take into account the revaluation surplus attributable to the Group arising from the revaluation of the Group’s property interests amounting to approximately RMB412.8 million. If the revaluation surplus was recorded in the Group’s financial statements, additional depreciation and amortization of approximately RMB9.4 million would be charged against the results for the six months ending June 30, 2011.”

Appendix VII — Statutory and General Information

Statutory and General Information

A new sub-paragraph (j) has been added under the section entitled “Appendix VIII — Statutory and General Information — (B) Information about the Business — 1. Summary of material contracts” on page VII-7 of the Prospectus as follows:

“(j) the Price Determination Agreement dated May 4, 2011 entered into between the Company, Mr. Kang, Best Outlook and Neo Pioneer and the Joint Bookrunners.”

WORKING CAPITAL

Taking into account the estimated net proceeds from the Global Offering, available banking facilities and cash flows from our operations, our Directors are of the opinion that we have sufficient working capital for our present requirements for the next 12 months from the date of this Supplemental Prospectus.

SIGNIFICANT NEW INFORMATION

The Directors are of the opinion that the determination of the Final Offer Price at below the Offer Price range and the relevant amendments in the Prospectus set out above constitute significant new information which might be material to investors’ ability to make an informed assessment of the Company in deciding whether to confirm an application for the Offer Shares.

Notwithstanding the above, you should note that it is the intention of the Company and the Joint Global Coordinators to proceed with the Global Offering.

If the conditions set out in the sub-section entitled “Conditions of the Hong Kong Public Offering” in the section entitled “Structure of the Global Offering” of the Prospectus as amended by this Supplemental Prospectus, which include the formal approval of the Stock Exchange for the listing of the Shares, are not fully satisfied or waived (where possible) by the dates and times specified in the respective Underwriting Agreements, and in any event, by not later than 30 days after the date of the Prospectus, the Global Offering will lapse. **You are urged to read carefully this Supplemental Prospectus and, if you have applied for the Hong Kong Offer Shares, to consider carefully your right to confirm your application for Shares before the deadline as stipulated as item (6) of the revised timetable below. Applicants who have made valid applications for the Hong Kong Offer Shares, but who do not confirm the applications for such Shares in accordance with the procedures for confirmation set out in the section headed “Confirmation of applications” below, will be taken as not proceeding with their applications, and their applications will be rejected and refund cheques will be sent out as stipulated in item (11) of the revised expected timetable.**

REVISED TIMETABLE OF THE GLOBAL OFFERING

The allocation and listing of the Shares have been postponed in order to enable applicants under the Hong Kong Public Offering to consider the potential impact of the adjustment to the Offer Price, together with other matters disclosed in this Supplemental Prospectus, on their decision to invest in the Hong Kong Offer Shares. Accordingly, we are asking applicants who have made valid applications for the Hong Kong Offer Shares (the “Eligible Applicants”, and any one of them, an “Eligible Applicant”) to confirm their applications.

The revised expected timetable⁽¹⁾ of the Global Offering is as follows:

- (1) Announcement of the Final Offer Price, an indication of the level of interest in the International Offering, the level of valid applications and preliminary basis of allocation in the Hong Kong Public Offering, subject to such applications being validly confirmed by Eligible Applicants, to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) Thursday, May 5, 2011
- (2) Details of valid applications and preliminary basis of allocation in the Hong Kong Public Offering (with Eligible Applicants’ identification document numbers, where appropriate) to be available through a variety of channels as described in the sub-section headed “Results of Allocations” in the section headed “How to Apply for Hong Kong Offer Shares” in the Prospectus from Thursday, May 5, 2011
- (3) A full announcement of the Hong Kong Public Offering containing (1) and (2) above will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.yuandacn.com from Thursday, May 5, 2011
- (4) This Supplemental Prospectus in the form of an announcement to be published:

 - (a) on the Stock Exchange’s website at www.hkexnews.hk, and the Company’s website at www.yuandacn.com from Thursday, May 5, 2011
 - (b) in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on Thursday, May 5, 2011
Friday, May 6, 2011
Monday, May 9, 2011

- (5) Despatch of White Form eIPO e-auto refund payment instructions or refund cheques with respect to wholly successful or wholly or partially unsuccessful valid or invalid applications pursuant to the Hong Kong Public Offering on or before (refunds are applicable to valid applications because the Offer Price, as promulgated in the announcement referred to in item (1) above, was fixed at a level below the top end of the Offer Price range indicated in the Prospectus) Thursday, May 5, 2011
- (6) The period when Eligible Applicants may lodge confirmation of their applications for Offer Shares under the Hong Kong Public Offering in full⁽²⁾ ... Thursday May 5, 2011
9:00 a.m. to 4:30 p.m.
Friday, May 6, 2011
9:00 a.m. to 4:30 p.m.
Monday, May 9, 2011
9:00 a.m. to 4:30 p.m.
- (7) Announcement of indication of the level of interest in the International Offering, the final basis of allotment under the Hong Kong Public Offering and the results of applications in the Hong Kong Public Offering (taking into account of the confirmations), to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on Monday, May 16, 2011
- (8) The announcement referred to in (7) above will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.yuandacn.com from Monday, May 16, 2011
- (9) Results of allocations in the Hong Kong Public Offering will be available at www.iporesults.com.hk with a "search by ID" function Monday, May 16, 2011
- (10) Despatch of share certificates⁽³⁾ or deposit of share certificate into CCASS in respect of successful applications on or before Monday, May 16, 2011
- (11) Despatch of White Form eIPO e-auto refund payment instructions or refund cheques with respect to unconfirmed applications on or before . Monday, May 16, 2011

(12) Dealings in Shares on the Stock Exchange
to commence on..... Tuesday, May 17, 2011

Notes:

- (1) All times refer to Hong Kong local time.
- (2) If there is a “black” rainstorm warning or a tropical cyclone warning signal number eight or above in force in Hong Kong at any time between 9:00 a.m. and 4:30 p.m. on Monday, May 9, 2011, the last day of the period in which Eligible Applicants can confirm their applications for the Offer Shares under the Hong Kong Public Offering will be postponed to the next Business Day which does not have either of those warning signals in force in Hong Kong at any time between 9:00 a.m. and 4:30 p.m. on such day. A further announcement will be made by the Company if there is any postponement to the dates mentioned in the section entitled “Revised timetable of the Global Offering” of this Supplemental Prospectus.
- (3) Share certificates for the Hong Kong Offer Shares will only become valid certificates of title at 8:00 a.m. on Tuesday, May 17, 2011 provided that (i) the Global Offering has become unconditional in all respects and (ii) the right of termination as described in the sub-section entitled “Grounds for termination” of the section entitled “Underwriting” in the Prospectus has not been exercised and has lapsed.

CONFIRMATION OF APPLICATIONS

In order for the application of an applicant who has made a valid application in accordance with the application channels not to be rejected, positive confirmation of the application, through the due completion of a Confirmation Form for an Eligible Applicant to confirm its/his/her application, will have to be received from the relevant Eligible Applicant. If a Confirmation Form is lodged, the confirmation must (and will) apply to all the Offer Shares allocated to the Eligible Applicant concerned.

Any confirmation will be irrevocable once made.

Eligible Applicants who wish to confirm their applications will be required to take action, on the basis described below, no later than the deadline as stipulated in item (6) of the revised timetable. Eligible Applicants who do not confirm their applications in the prescribed manner will have their applications rejected.

No interest shall be payable on or with respect to application monies (including any refunded application monies) on account of or following the extension to the timetable of the Global Offering or otherwise.

Confirmation Forms may be obtained from 9:00 a.m. to 4:30 p.m. on Thursday, May 5, 2011, Friday, May 6, 2011 and Monday, May 9, 2011, at any of the places stated in the sections entitled “Addresses of the Hong Kong Underwriters” and “Relevant branches of the receiving banks” below. (Eligible Applicants who applied by using **White Form eIPO** will receive a copy of the Confirmation Form, together with a link to the Supplemental Prospectus and the announcement referred to in item (1) of the revised expected timetable posted on the Stock Exchange’s website, by email from the designated **White Form eIPO** Service Provider.) The Confirmation Form will also be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on Thursday, May 5, 2011, Friday, May 6, 2011 and Monday, May 9, 2011. Confirmation of an application by an Eligible Applicant can only be given by validly completing and lodging a Confirmation Form.

- (a) For Eligible Applicants who applied by using **WHITE** or **YELLOW** Application Forms or using **White Form eIPO**

To confirm, the applicant must:

1. complete the Confirmation Form by filling in all required information (including the applicant's identification document number which must be the same as the one filled in the **WHITE** or **YELLOW** Application Form or **White Form eIPO**) and sign the Confirmation Form. For joint applicants, a Confirmation Form validly completed by any joint applicant will be valid and binding on the other joint applicant(s); and
2. deposit the completed Confirmation Form at any of the branches set out in the section headed "Relevant branches of the receiving banks" below, which must be lodged by 4:30 p.m. on Monday, May 9, 2011.

Eligible Applicants who applied through brokers, banks or other intermediaries and/or who had not provided their names and addresses on their Application Forms should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the application confirmation as such latest time may be earlier than the deadline as stipulated in item (6) of the above revised timetable. Eligible Applicants who do not meet the deadlines set by their brokers, banks or other intermediaries may not be able to confirm their applications. If a broker, bank or other intermediary fails to confirm an applicant's confirmation in accordance with the procedures stipulated for confirmation, then the applicant's confirmation may not be accepted and neither the Company nor anyone else connected with the Hong Kong Public Offering will be responsible for any loss incurred thereby.

- (b) For Eligible Applicants who applied by giving electronic application instructions to HKSCC via CCASS

- Eligible Applicants who are CCASS Investor Participants may give instructions to HKSCC to confirm their applications. For details, such Eligible Applicants may refer to the internet broadcast message via the CCASS Internet System or call the CCASS Phone System by calling 2979 7888 for assistance; and
- Eligible Applicants who are not CCASS Investor Participants may instruct their brokers or custodians who are CCASS Clearing Participants or CCASS Custodian Participants to give instructions to HKSCC to confirm their applications. For details, CCASS Clearing Participants and CCASS Custodian Participants may refer to the broadcast message via the CCASS terminal. For enquiries, they may call the CCASS hotline 2979 7111.

Eligible Applicants who applied by giving electronic application instructions to HKSCC via CCASS should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the application confirmation as such latest time may be earlier than the deadline as stipulated in item (6) of the above revised timetable. Eligible Applicants who do not meet the deadlines set by their brokers, banks or other intermediaries may not be able to confirm their applications. If a broker, bank or other intermediary fails to confirm an applicant's application in accordance with the procedures stipulated for confirmation, then the applicant's confirmation may not be accepted and neither the Company nor anyone else connected with the Hong Kong Public Offering will be responsible for any loss incurred thereby.

REALLOCATION OF OFFER SHARES FOR WHICH VALID CONFIRMATIONS ARE NOT RECEIVED

Offer Shares in respect of which valid confirmations are not received may be reallocated to investors under the International Offering and will not be re-offered under the Hong Kong Public Offering.

ADDRESSES OF THE HONG KONG UNDERWRITERS

1. Deutsche Bank AG, Hong Kong Branch, Level 52, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong
2. J.P. Morgan Securities (Asia Pacific) Limited, 28/F, Chater House, 8 Connaught Road Central, Central, Hong Kong
3. Standard Chartered Securities (Hong Kong) Limited, 15/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong
4. BOCI Asia Limited, 26/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong

RELEVANT BRANCHES OF THE RECEIVING BANKS

Any of the following branches of Standard Chartered Bank (Hong Kong) Limited:

	<u>Branch Name</u>	<u>Address</u>
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	North Point Centre Branch	North Point Centre, 284 King's Road, North Point
	Yun Ping Road Branch	G/F to 2/F, Fortune Centre, 4-48 Yun Ping Road, Causeway Bay, Hong Kong
	Hennessy Road Branch	399 Hennessy Road, Wanchai

	<u>Branch Name</u>	<u>Address</u>
Kowloon	Kwun Tong Branch	1A Yue Man Square, Kwun Tong
	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
New Territories	Shatin Centre Branch	Shop 32C, Level 3, Shatin Shopping Arcade, Shatin Centre, 2-16 Wang Pok Street, Shatin
	Yuen Long Fung Nin Road Branch	Shop B at G/F and 1/F, Man Cheong Building, 247 Castle Peak Road, Yuen Long
	Tuen Mun Town Plaza Branch	Shop No. G047–G052, Tuen Mun Town Plaza Phase I, Tuen Mun

or any of the following branches of Bank of China (Hong Kong) Limited;

	<u>Branch Name</u>	<u>Address</u>
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Chai Wan Branch	Block B, Walton Estate, 341-343 Chai Wan Road, Chai Wan
	Connaught Road Central Branch	13-14 Connaught Road Central
	King's Road Branch	131-133 King's Road, North Point
Kowloon	Hoi Yuen Road Branch	55 Hoi Yuen Road, Kwun Tong
	Mong Kok (President Commercial Centre) Branch	608 Nathan Road, Mong Kok
	Humphrey's Avenue Branch	4-4A Humphrey's Avenue, Tsim Sha Tsui
	Hung Hom (Eldex Industrial Building) Branch	21 Ma Tau Wai Road, Hung Hom

	Branch Name	Address
New Territories	East Point City Branch	Shop 101, East Point City, Tseung Kwan O
	Castle Peak Road (Yuen Long) Branch	162 Castle Peak Road, Yuen Long

CERTIFICATE OF EXEMPTION GRANTED IN RESPECT OF THIS SUPPLEMENTAL PROSPECTUS

Section 44A(1) of the Companies Ordinance

The Company has obtained from the SFC a certificate of exemption from strict compliance with Section 44A(1) of the Companies Ordinance under Section 342A of the Companies Ordinance in relation to the opening of the subscription lists for the allotment of the Shares following the issue of the Prospectus as amended by this Supplemental Prospectus. The certificate of exemption is granted on the grounds that strict compliance with the requirement under Section 44A(1) of the Companies Ordinance would be unduly burdensome as the listing timetable will be delayed and the Directors are satisfied that the rights of the Eligible Applicants and the investing public will not be prejudiced given that the Eligible Applicants have been granted an opportunity to confirm whether or not to proceed with their applications after considering the additional information in this Supplemental Prospectus.

Section 342(1) of the Companies Ordinance (except for paragraph 3 of Part 1 of the Third Schedule to the Companies Ordinance)

The Company has also obtained from the SFC a certificate of exemption from strict compliance with Section 342(1) of the Companies Ordinance (except for paragraph 3 of Part 1 of the Third Schedule to the Hong Kong Companies Ordinance) under Section 342A(1) of the Companies Ordinance in respect of the contents of this Supplemental Prospectus. The certificate of exemption is granted on the grounds that the inclusion of the requisite information as required under Section 342(1) of the Companies Ordinance would be unnecessary and unduly burdensome as such information is contained in the Prospectus in conjunction with which this Supplemental Prospectus is to be read.

BILINGUAL PROSPECTUS

The English language and Chinese language versions of this Supplemental Prospectus are being published separately in reliance upon the exemption provided by section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

NO SIGNIFICANT CHANGE AND NO SIGNIFICANT NEW MATTER

Save as disclosed, there has been no significant change and no significant new matter relating to the Group that has arisen since the publication of the Prospectus dated April 20, 2011. Since April 20, 2011, there has been no material adverse change in the financial or trading position or prospects of the Group.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the office of Sidley Austin at Level 39, Two International Finance Centre, 8 Finance Street, Central, Hong Kong during the normal business hours up to and including the date which is 14 days from the date of this Supplemental Prospectus along with the documents set out under “Documents available for inspection” in Appendix VIII to the Prospectus:

- (a) the letter from KPMG in respect of the unaudited pro forma financial information, the text of which is set out in Appendix I to this Supplemental Prospectus;
- (b) the additional material contract referred to in the paragraph headed “Amendments to the Prospectus — Statutory and General Information” in this Supplemental Prospectus; and
- (c) the written consents of the Joint Sponsors and KPMG in relation to the issue of this Supplemental Prospectus with the inclusion of their respective names and references in the form and context in which they respectively appear in this Supplemental Prospectus.

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

May 5, 2011

This document, 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

As at the date of this Supplemental Prospectus, the executive Directors are Mr. Kang Baohua, Mr. Tian Shouliang, Mr. Guo Zhongshan, Mr. Wang Yijun, Mr. Si Zuobao, Mr. Wu Qingguo, Mr. Wang Lihui and Mr. Wang Deqiang. The independent non-executive Directors are Mr. Poon Chiu Kwok, Mr. Woo Kar Tung, Raymond and Mr. Pang Chung Fai, Benny.

The Shares mentioned herein have not been, and will not be, registered under the U.S. Securities Act. The Shares may not be offered or sold in the United States except pursuant to an effective registration statement or an exemption from the registration requirements of the U.S. Securities Act. No public offering of the securities will be made in the United States.

APPENDIX I — UNAUDITED PRO FORMA FINANCIAL INFORMATION

For illustrative purpose only, the unaudited pro forma financial information prepared in accordance with Rule 4.29 of the Listing Rules is set forth below to provide prospective investors with further information on (i) how the proposed listing might have affected the financial position of the Group after the completion of the Global Offering; and (ii) how the proposed listing might have affected the unaudited pro forma forecasted earnings per Share for the six months ending June 30, 2011.

The unaudited pro forma financial information is derived according to a number of adjustments. Although reasonable care has been exercised in preparing such information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the actual financial performance and condition of the Group during the Track Record Period or any future date or period.

The information set forth in this Appendix does not form part of the Accountants' Report received from KPMG, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in Appendix I to the Prospectus, and is included herein for illustrative purposes only.

The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in the Prospectus and the Accountants' Report set forth in Appendix I to the Prospectus

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following is an illustrative statement of unaudited pro forma adjusted consolidated net tangible assets of the Group which has been prepared in accordance with Rule 4.29 of the Listing Rules for the purpose of illustrating the effect of the Global Offering as if it had been taken place on December 31, 2010 and based on the audited consolidated net assets attributable to equity shareholders of the Company as of December 31, 2010 as shown in the Accountants' Report, the text of which is set out in Appendix I to the Prospectus, and adjusted as described below.

The unaudited pro forma adjusted consolidated net tangible assets of the Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Global Offering been completed as at December 31, 2010 or at any future dates.

	Consolidated net tangible assets attributable to equity shareholders of the Company as of December 31, 2010 ⁽¹⁾⁽⁴⁾	Estimated net proceeds from the Global Offering and the conversion of the Series A Preferred Shares ⁽²⁾⁽³⁾⁽⁵⁾	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company per Share ⁽³⁾	
	RMB'000	RMB'000	RMB'000	RMB	HK\$ ⁽⁵⁾
Based on the Final Offer Price of HK\$1.50 per Share	898,149	2,101,986	3,000,135	0.50	0.60

Notes:

- (1) The consolidated net tangible assets attributable to equity shareholders of the Company as at December 31, 2010 represented the consolidated equity attributable to equity shareholders of the Company of RMB898,149,000, and is extracted from the Accountants' Report as set out in Appendix I to the Prospectus.
- (2) The estimated net proceeds from the Global Offering are based on the Final Offer Price of HK\$1.50 per Share, after deduction of the underwriting fees and other related expenses payable by the Company. No account has been taken of any Shares which may be issued pursuant to any exercise of the Over-allotment Option.
- (3) The unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis of 6,000,000,000 Shares are in issue as if the Global Offering and the conversion of the Series A Preferred Shares had been taken place on December 31, 2010. No account has been taken of any Shares which may be issued pursuant to any exercise of the Over-allotment Option and the Share Option Scheme.
- (4) The Group's property interests as at February 28, 2011 have been valued by Jones Lang LaSalle Sallmanns Limited, an independent property valuer. The relevant property valuation report is set out in Appendix IV to the Prospectus. The revaluation surplus or deficit of these properties was not incorporated in the Group's consolidated financial information for the year ended December 31, 2010 and will not be included in the Group's financial statements for the six months ending June 30, 2011. The above adjustments do not take into account the revaluation surplus attributable to the Group arising from the revaluation of the Group's property interests amounting to approximately RMB412.8 million. If the revaluation surplus was recorded in the Group's financial statements, additional depreciation and amortization of approximately RMB9.4 million would be charged against the results for the six months ending June 30, 2011.
- (5) The estimated net proceeds from the Global Offering and the unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company per Share are converted from or into Hong Kong dollars at an exchange rate of RMB1.00 to HK\$1.19. No representation is made that the HK\$ amounts have been, could have been or may be converted into RMB, or vice versa, at that rate.

B. UNAUDITED PRO FORMA FORECASTED EARNINGS PER SHARE

The following unaudited pro forma forecasted earnings per Share for the six months ending June 30, 2011 has been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Global Offering as if it had taken place on January 1, 2011. This unaudited pro forma forecasted earnings per Share has been prepared for illustrative purpose only and, because of its hypothetical nature, it may not give a true picture of the financial results of the Group for the six months ending June 30, 2011 or for any future periods following the completion of the Global Offering.

Unaudited forecasted consolidated profit attributable to equity shareholders of the Company for the six months ending June 30, 2011⁽¹⁾⁽²⁾not less than RMB410.5 million
(equivalent to approximately HK\$488.5 million)

Unaudited pro forma forecasted earnings per Share⁽³⁾not less than RMB0.068
(equivalent to approximately HK\$0.081)

Notes:

- (1) The bases and assumptions on which the above profit forecast for the six months ending June 30, 2011 has been prepared are summarised in Appendix III to the Prospectus.
- (2) The unaudited forecasted consolidated profit attributable to equity shareholders of the Company for the six months ending June 30, 2011 has been prepared by the Directors on a basis consistent in all material respects with the accounting policies presently adopted by the Group as set out in Note 1 of Section C of the Accountants' Report, the text of which is set out in Appendix I to the Prospectus.
- (3) The calculation of the unaudited pro forma forecasted earnings per Share is based on the unaudited forecasted consolidated profit attributable to equity shareholders of the Company for the six months ending June 30, 2011, assuming the Global Offering and the conversion of Series A Preferred Shares had been completed on January 1, 2011, and a total of 6,000,000,000 Shares were in issue during the six months ending June 30, 2011. No account has been taken of any Shares which may be issued pursuant to any exercise of the Over-allotment Option and the Share Option Scheme.
- (4) For the purpose of this unaudited pro forma forecasted earnings per Share, the translation of RMB into HK\$ was made at an exchange rate of RMB1.00=HK\$1.19. No representation is made that the RMB amounts have been, could have been or may be converted into HK\$, or vice versa, at that rate.

C. REPORT FROM THE REPORTING ACCOUNTANTS ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report, prepared for the purpose of incorporation in the Supplemental Prospectus, received from the Company's reporting accountants, KPMG, Certified Public Accountants, Hong Kong, in connection with the unaudited pro forma financial information of the Group.



8th Floor
Prince's Building
10 Chater Road
Central
Hong Kong

5 May 2011

The Directors
Yuanda China Holdings Limited

Dear Sirs,

We report on the unaudited pro forma financial information (the "Pro Forma Financial Information") of the Company and its subsidiaries (the "Group") set out in Appendix I of the supplemental prospectus dated 5 May 2011 (the "Supplemental Prospectus"), which has been prepared by the directors of the Company solely for illustrative purposes to provide information about how the global offering of the Company's shares might have affected the financial information presented. The basis of preparation of the unaudited Pro Forma Financial Information is set out on pages I-1 to I-3 of the Supplemental Prospectus.

Responsibilities

It is the responsibility solely of the directors of the Company to prepare the unaudited Pro Forma Financial Information in accordance with Paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Basis of opinion

We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements ("HKSIR") 300 "Accountants' Reports on Pro Forma Financial Information in Investment Circulars" issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the unaudited Pro Forma Financial Information with the directors of the Company. The engagement did not involve independent examination of any of the underlying financial information.

Our work did not constitute an audit or review performed in accordance with Hong Kong Standards on Auditing or Hong Kong Standards on Review Engagements issued by the HKICPA, and accordingly, we do not express any such audit or review assurance on the unaudited Pro Forma Financial Information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Company and that the adjustments are appropriate for the purposes of the unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Our procedures on the unaudited Pro Forma Financial Information have not been carried out in accordance with attestation standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board (United States) and accordingly should not be relied upon as if they had been carried out in accordance with those standards and practices.

The unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and because of its hypothetical nature, it does not provide any assurance or indication that any event will take place in the future and may not be indicative of:

- the financial position of the Group as at 31 December 2010 or any future dates; or
- the earnings per share of the Group for the six months ending 30 June 2011 or any future periods.

We make no comments regarding the reasonableness of the amount of net proceeds from the issuance of the Company's shares, the application of those net proceeds, or whether such use will actually take place as described under the section headed "Use of Proceeds" set out in the Supplemental Prospectus.

Opinion

In our opinion:

- (a) the unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Company; and
- (c) the adjustments are appropriate for the purposes of the unaudited Pro Forma Financial Information as disclosed pursuant to Paragraph 4.29(1) of the Listing Rules.

Yours faithfully

KPMG
Certified Public Accountants
Hong Kong