



**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)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING ON 2 JUNE 2015**

I/We<sup>1</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares  
 (the "Shares") of HK\$0.10 each in the share capital of Yuanda China Holdings Limited (the "Company"), HEREBY APPOINT THE  
 CHAIRMAN OF THE ANNUAL GENERAL MEETING (the "Meeting")<sup>3</sup>, or \_\_\_\_\_  
 of \_\_\_\_\_  
 as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting to be held at 20, Street 13, Shenyang Economic &  
 Technological Development Area, Shenyang, China on 2 June 2015 at 10 a.m. (or at any adjournment thereof). I/We direct that my/our vote(s)  
 be cast on the specified resolution below as indicated by an "√" in the appropriate boxes. In the absence of any indication, the proxy may  
 vote in respect of that resolution at his/her discretion.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
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 2014.		
2.	To declare a final dividend of HK\$0.10 per ordinary share of the Company for the year ended 31 December 2014 to the shareholders of the Company.		
3.	(a) To re-elect Mr. Tian Shouliang as executive Director;		
	(b) To re-elect Mr. Poon Chiu Kwok as independent non-executive Director;		
	(c) To re-elect Mr. Woo Kar Tung, Raymond as independent non-executive Director; and		
	(d) To re-elect Mr. Pang Chung Fai, Benny as independent non-executive Director.		
4.	To authorise the board of Directors to fix the Directors' remuneration.		
5.	To re-appoint KPMG as auditors of the Company and authorise the board of Directors to fix their remuneration.		
6.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing this resolution.		
7.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing this resolution.		
8.	To extend the general mandate granted to the Directors by resolution No. 6 to issue additional shares of the Company, representing the amount of the shares bought back pursuant to the general mandate granted by resolution no. 7.		

Signature<sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- A shareholder of the Company may appoint one or more proxies of his/her own choice. If any proxy other than the chairman of the Meeting is appointed, strike out "the chairman of the Meeting" and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for any resolution, tick the box marked "For". If you wish to vote against any resolution, tick the box marked "Against". Failure to tick a box will entitle your proxy to cast your vote at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorized.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
- In the case of joint holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/ she was solely entitled thereto; but if more than one of such joint holders is present at the Meeting, 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.
- The proxy need not be a member of the Company.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy shall be deemed to be revoked.