



CNYD

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 EXTRAORDINARY GENERAL MEETING (“EGM”)
TO BE HELD ON FRIDAY, 14 SEPTEMBER 2018 AND AT ANY ADJOURNMENT THEREOF**

I/We¹ _____
of _____ being the registered holder(s) of² _____ 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 EGM³, or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the EGM to be held at 20, Street 13, Shenyang Economic &
Technological Development Area, Shenyang, China on Friday, 14 September 2018 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 RESOLUTION	FOR ⁴	AGAINST ⁴
To approve, ratify and confirm the Land Resumption Agreement (as defined and described in the circular to the shareholders of the Company dated 27 August 2018) and the transactions contemplated thereunder and to authorise any director of the Company to sign and execute all such other documents, instruments and agreements and to do all such other acts or things and to take all such steps as the director in his/her sole opinion and absolute discretion may consider necessary, appropriate, desirable or expedient to give effect to the Land Resumption Agreement and the transactions contemplated thereunder.		

Signature⁵ _____

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 EGM is appointed, strike out “the chairman of the EGM” 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 INITIALED 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 EGM other than referred to the notice convening the EGM.
- 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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the EGM or the adjourned meeting.
- In the case of joint holders of any Shares, any one of such persons may vote at the EGM, 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 EGM, 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 EGM if you so wish. If you attend and vote at the EGM, the authority of your proxy shall be deemed to be revoked.