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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)

GRANT OF AWARDED SHARES PURSUANT TO SHARE AWARD SCHEME

Reference is made to the announcement of Yuanda China Holdings Limited (the “**Company**”) dated 10 April 2013 (the “**Announcement**”) relating to the adoption of the employees’ share award scheme (the “**Scheme**”) by the board of directors (the “**Board**”) of the Company. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

On 5 May 2015, the Executive Committee resolved to grant an aggregate of 27,006,598 Shares (the “**Awarded Shares**”) under the Scheme to 81 Selected Employees pursuant to the Scheme Rules, including (i) Mr. Zhang Lei, an executive director of the Company, (ii) 8 directors of certain subsidiaries of the Company (the “**Subsidiary Directors**”), and (iii) 72 other Selected Employees who are independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) (together, “**Awardees**”). The vesting date of the Awarded Shares is 14 May 2015 and the vesting of the Awarded Shares is subject to the conditions as set out in the Scheme and the fulfillment of such conditions as specified by the Board.

The closing price of the Shares on the date of grant of the Awarded Shares was HK\$0.69. The Awarded Shares have been purchased and are currently held by the Trustee in accordance with the Scheme Rules and subject to the terms of the Trust Deed. Pursuant to the Scheme, the Awarded Shares will be granted to the Awardees at no cost.

The number of Awarded Shares to be granted to Mr. Zhang Lei is 1,000,000 shares, and the aggregated number of Awarded Shares to be granted to the Subsidiary Directors is 6,843,332. The granting of Awarded Shares to Mr. Zhang Lei and the Subsidiary Directors forms part of their remuneration packages and is exempt from the reporting, announcement and independent shareholders' approval requirements under Listing Rules.

By order of the Board
Yuanda China Holdings Limited
Mr. Kang Baohua
Chairman

Hong Kong, 5 May 2015

As at the date of this announcement, the executive directors of the Company are Mr. Kang Baohua, Mr. Tian Shouliang, Mr. Guo Zhongshan, Mr. Wang Yijun, Mr. Zhang Lei and Mr. Wang Lihui, and the independent non-executive directors of the Company are Mr. Poon Chiu Kwok, Mr. Woo Kar Tung, Raymond and Mr. Pang Chung Fai, Benny.