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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 20 May 2013, the Executive Committee resolved to grant an aggregate of 18,020,000 Shares (the “**Awarded Shares**”) to (i) seven directors of certain subsidiaries of the Company (the “**Subsidiary Directors**”), and (ii) 16 other Selected Employees who are not connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) of the Company (together, “**Awardees**”) pursuant to the Scheme. The vesting date of the Awarded Shares is 23 May 2013 and the vesting of the Awarded Shares is subject to the conditions as set out in the Scheme.

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 aggregate number of Awarded Shares to be granted to the Subsidiary Directors is 5,240,000. The grant of Awarded Shares to the Subsidiary Directors forms part of their remuneration packages and therefore 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, 20 May 2013

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. Wu Qingguo 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.