



**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 (“MEETING”)**  
**TO BE HELD ON TUESDAY, 22 OCTOBER 2013 AND AT ANY ADJOURNMENT THEREOF**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares (“Shares”) of HK\$0.10 each in the share capital of Yuanda China Holdings Limited (the “Company”), hereby appoint the Chairman of the Meeting <sup>(Note 3)</sup>, or \_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting of the Company (or at any adjournment thereof) to be held at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 22 October 2013 at 9.30 a.m. to vote for me/us and in my/our name(s) on the following resolutions as indicated and if no such indication is given as my/our proxy thinks fit.

Please tick in the appropriate boxes to indicate how you wish your vote(s) to be cast, and if no such indication is given, your proxy is entitled to vote at his discretion <sup>(Note 4)</sup>.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To approve the Supplemental Agreement (as defined in the circular of the Company dated 3 October 2013 (the “Circular”)) and the transactions contemplated thereunder.		
2.	To approve the Yuanda Jiayuan Agreement (as defined in the Circular) and the transactions contemplated thereunder.		
3.	To approve the First Design Agreement (as defined in the Circular) and the transactions contemplated thereunder.		
4.	To approve the Second Design Agreement (as defined in the Circular) and the transactions contemplated thereunder.		
5.	To approve the Design and Consulting Services Agreement (as defined in the Circular) and the transactions contemplated thereunder.		
6.	To approve the First Construction Agreement (as defined in the Circular) and the transactions contemplated thereunder.		
7.	To approve the Second Construction Agreement (as defined in the Circular) and the transactions contemplated thereunder.		

Date \_\_\_\_\_

Signature \_\_\_\_\_

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).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired 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 a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the office of the branch share registrar of the Company, **Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong** not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
- In the case of joint registered 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 registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- 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 will be revoked.