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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)

**CHANGE OF COMPOSITION OF THE BOARD AND REMUNERATION
COMMITTEE OF COMPANY, CHIEF EXECUTIVE OFFICER,
CHIEF FINANCIAL OFFICER AND ONE
OF THE AUTHORISED REPRESENTATIVES**

The Board announces the following changes of composition of the Board and Remuneration Committee, chief executive officer, chief financial officer and one of the Authorised Representatives with effect from 8 February 2017:

1. Mr. Guo Zhongshan resigned as an executive Director;
2. Mr. Wang Yijun resigned as an executive Director;
3. Mr. Wang Lihui resigned as an executive Director and CFO;
4. Mr. Tian Shouliang resigned as an executive Director, the CEO, a member of the Remuneration Committee and one of the Authorised Representatives;
5. Mr. Liu Futao was appointed as an executive Director;
6. Mr. Ma Minghui was appointed as an executive Director;
7. Mr. Wang Hao was appointed as an executive Director and the CFO; and
8. Mr. Li Hongren was appointed as an executive Director, the CEO, a member of the Remuneration Committee and one of the Authorised Representatives.

The board (the “**Board**”) of directors (the “**Directors**”) of Yuanda China Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that in light of (i) the Group’s recent change in its corporate strategy to cope with the fast-growing industrial development and ever-changing economic environment, the Board intends to appoint a younger generation of management who have gained extensive and relevant experience to lead the Group for its future development; and coupled with (ii) the fact that a number of existing Directors will be assigned with new duties in the headquarter of Shenyang Yuanda Aluminium Industry Group Co., Ltd, there are certain changes in the composition of the Board and remuneration committee, chief executive officer, chief financial officer and one of the authorised representatives of the Company as required under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Authorised Representatives**”) as set forth below.

RESIGNATION

The Board announces that with effect from 8 February 2017:

1. Mr. Guo Zhongshan (“**Mr. Guo**”) and Mr. Wang Yijun (“**Mr. Wang YJ**”) resigned as executive Directors;
2. Mr. Wang Lihui (“**Mr. Wang LH**”) resigned as an executive Director and the chief financial officer of the Company (the “**CFO**”); and
3. Mr. Tian Shouliang (“**Mr. Tian**”) resigned as an executive Director, a member of the remuneration committee of the Company (the “**Remuneration Committee**”), the chief executive officer of the Company (the “**CEO**”) and one of the Authorised Representatives.

Each of Mr. Guo, Mr. Wang YJ, Mr. Wang LH and Mr. Tian has confirmed that there is no disagreement with the Board and there is no matter relating to his resignations that need to be brought to the attention of the holders of shares of the Company (“**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Mr. Guo, Mr. Wang YJ, Mr. Wang LH and Mr. Tian for their past contribution to the Company.

APPOINTMENT

The Board is pleased to announce that with effect from 8 February 2017:

1. Mr. Liu Futao (“**Mr. Liu**”) was appointed as an executive Director;
2. Mr. Ma Minghui (“**Mr. Ma**”) was appointed as an executive Director;
3. Mr. Wang Hao was appointed as an executive Director and the CFO; and
4. Mr. Li Hongren (“**Mr. Li**”) was appointed as an executive Director, a member of the Remuneration Committee, the CEO and one of the Authorised Representatives.

The biographical details of Mr. Liu, Mr. Ma, Mr. Wang Hao and Mr. Li are as follows:

Mr. Liu Futao

Mr. Liu, aged 52, obtained his bachelor's degree in Engineering from Shenyang Correspondence University (沈陽廣播電視大學) in 1987 with a major in machinery manufacturing.

Mr. Liu joined the Group in 1997 and has more than 19 years in manufacturing and project management. Since 2008, Mr. Liu has been a manager of various Mideast subsidiaries of the Group. In 2012, Mr. Liu was promoted to the regional manager of the northeast China of the Group.

As at the date of this announcement, Mr. Liu holds 3,603,333 ordinary shares in the Company.

Mr. Liu has entered a service agreement with the Company for a term of three (3) years commencing on 8 February 2017 which may be terminated by either party giving not less than one (1) month's notice in writing to the other party. Mr. Liu is entitled to receive a basic salary of RMB214,174.92 per annum and may be given such other amount as bonus pursuant to the standard set up by the Remuneration Committee.

Mr. Ma Minghui

Mr. Ma, aged 36, obtained his bachelor's degree in Management from Shenyang Institute of Aeronautical Engineering (沈陽航空工業學院) in 2003 with a major in public administration.

Mr. Ma joined the Group in 2007 and has accumulated more than 9 years of experience in human resources management and budget management. Since 2011, Mr. Ma has been the secretary to the president of the Group. In 2015, Mr. Ma was promoted to the director of human resources of the Group.

Mr. Ma has entered a service agreement with the Company for a term of three (3) years commencing on 8 February 2017 which may be terminated by either party giving not less than one (1) month's notice in writing to the other party. Mr. Ma is entitled to receive a basic salary of RMB213,182.38 per annum and may be given such other amount as bonus pursuant to the standard set up by the Remuneration Committee.

Mr. Wang Hao

Mr. Wang Hao, aged 36, obtained his bachelor's degree in Management from Jilin University (吉林大學) in 2002 with a major in accounting.

Mr. Wang Hao joined the Group in 2007 and has accumulated more than 9 years of experience in financial management.

As at the date of this announcement, Mr. Wang Hao holds 150,000 ordinary shares in the Company.

Mr. Wang Hao has entered a service agreement with the Company for a term of three (3) years commencing on 8 February 2017 which may be terminated by either party giving not less than one (1) month's notice in writing to the other party. Mr. Wang Hao is entitled to receive a basic salary of RMB166,800 per annum and may be given such other amount as bonus pursuant to the standard set up by the Remuneration Committee.

Mr. Li Hongren

Mr. Li, aged 50, obtained his bachelor's degree in Engineering from Northeastern Industrial College* (東北工學院) (currently known as Northeastern University (東北大學)) in 1990 with a major in machinery manufacturing processes and equipment. Mr. Li was qualified as a senior engineer by Ministry of Human Resources and Social Security of the People's Republic of China in 2006.

Mr. Li joined the Group in 1999 and has more than 15 years of experience in manufacturing and marketing of curtain wall products. Since 2006, Mr. Li has been a manager of various Eurasian subsidiaries of the Group. Since 2014, Mr. Li was promoted to the vice president of the Group and is responsible for management.

As at the date of this announcement, Mr. Li holds 831,333 ordinary shares in the Company.

Mr. Li has entered into a service agreement with the Company for a term of three (3) years commencing on 8 February 2017, which may be terminated by either party giving not less than one (1) month's notice in writing to the other party. Mr. Li is entitled to receive a basic salary of RMB218,201.80 per annum and may be given such other amount as bonus pursuant to the standard set up by the Remuneration Committee.

Other General Information

All the newly appointed Directors have joined the Group for a substantial period of time and they have gained in-depth knowledge in the organization process of the Group through their past experience within the various positions in the Group.

The newly appointed Directors' emoluments are determined by reference to the factors such as the Company's operating performance, industry benchmark, the previous experience of and time and efforts to be contributed by the newly appointed Directors and their respective job responsibilities. Each of the newly appointed Directors will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Company's articles of association.

Save as disclosed above, each of the newly appointed Directors:

- (a) does not hold any other position with the Company or its subsidiaries;
- (b) has not held any directorship in any public company listed in Hong Kong or overseas in the past three years;

- (c) does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company;
- (d) does not have any other interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance;
- (e) there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules; and
- (f) there are no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in connection with his appointment.

The Board would like to extend its warmest welcome to each of Mr. Liu, Mr. Ma, Mr. Wang Hao and Mr. Li for their latest appointments.

By Order of the Board
Yuanda China Holdings Limited
Kang Baohua
Chairman and Executive Director

Hong Kong, 8 February 2017

* *For illustration purpose only*

As at the date of this announcement, the executive Directors are Mr. Kang Baohua, Mr. Li Hongren, Mr. Liu Futao, Mr. Ma Minghui, Mr. Wang Hao, Mr. Zhang Lei and the independent non-executive Directors are Mr. Poon Chiu Kwok, Mr. Woo Kar Tung, Raymond and Mr. Pang Chung Fai, Benny.