

Unless otherwise defined herein, terms in this announcement shall have the same meanings as those defined in the prospectus dated April 20, 2011 (the “**Prospectus**”) and the Supplemental Prospectus dated May 5, 2011 (the “**Supplemental Prospectus**”) issued by Yuanda China Holdings Limited (the “**Company**”).

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This announcement is not an offer to sell, or a solicitation of an offer to buy, any securities of the Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investments of any kind. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or any state securities laws of the United States, and may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Company has not and does not intend to make any public offer of the shares in the United States.



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)

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION, STABILISING ACTIONS AND END OF STABILISATION PERIOD

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option has been partially exercised by the Stabilizing Manager (in consultation with the Joint Global Coordinators) on behalf of the International Underwriters on 27 May 2011 in respect of 208,734,000 Shares (the “**Over-allotment Shares**”), representing approximately 13.9% of the Offer Shares available under the Global Offering before any exercise of the Over-allotment Option, to cover over-allocations in the International Offering.

The Over-allotment Shares will be issued and allotted by the Company at HK\$1.50 per Share (excluding brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Share in connection with the Global Offering.

END OF STABILISATION PERIOD

The Company makes this announcement pursuant to Section 9(2) of the Securities and Futures (Price Stabilising) Rules and announces that the stabilisation period in connection with the Global Offering ended on 27 May 2011, being the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering.

STABILISING ACTIONS

The stabilising actions undertaken during the stabilisation period were:

- (i) over-allocations of an aggregate of 225,000,000 Shares in the International Offering, representing approximately 15% of the Offer Shares available under the Global Offering before any exercise of the Over-allotment Option;
- (ii) a borrowing of an aggregate of 225,000,000 Shares by the Stabilizing Manager from Best Outlook pursuant to the Stock Borrowing Agreement to cover the above over-allocations;
- (iii) successive market purchases of an aggregate of 16,266,000 Shares in the price range of HK\$1.45 to HK\$1.50 per Share (excluding brokerage fee of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%) during the stabilisation period to cover over-allocations in the International Offering, and the last purchase in the open market in the course of the stabilisation period was made on 25 May 2011 at the price of HK\$1.50 per Share; and
- (iv) the partial exercise of the Over-allotment Option by the Stabilizing Manager (in consultation with the Joint Global Coordinators) on behalf of the International Underwriters in respect of 208,734,000 Shares, representing approximately 13.9% of the Offer Shares available under the Global Offering before any exercise of the Over-allotment Option.

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option has been partially exercised by the Stabilizing Manager (in consultation with the Joint Global Coordinators) on behalf of the International Underwriters on 27 May 2011 in respect of 208,734,000 Over-allotment Shares, representing approximately 13.9% of the Offer Shares available under the Global Offering before any exercise of the Over-allotment Option, to cover over-allocations in the International Offering.

The Over-allotment Shares will be issued and allotted by the Company at HK\$1.50 per Share (excluding brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Share in connection with the Global Offering.

Approval for the listing of and permission to deal in the Over-allotment Shares have already been granted by the Listing Committee of the Stock Exchange. Listing of and dealing in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on 1 June 2011.

The shareholding structure of the Company immediately before and after completion of the issue and allotment of the Over-allotment Shares by the Company are as follows:

Shareholders	Immediately before the issue and allotment of the Over-allotment Shares		Immediately after the issue and allotment of the Over-allotment Shares	
	<i>Number of Shares</i>	<i>Approximate percentage of the Company's issued share capital</i>	<i>Number of Shares</i>	<i>Approximate percentage of the Company's issued share capital</i>
Best Outlook (<i>Note</i>)	2,579,971,923	43.00%	2,579,971,923	41.55%
Long Thrive	870,940,571	14.52%	870,940,571	14.03%
Neo Pioneer	754,281,703	12.57%	754,281,703	12.15%
Financial Investor	294,805,803	4.91%	294,805,803	4.75%
Public	1,500,000,000	25.00%	1,708,734,000	27.52%
Total	6,000,000,000	100%	6,208,734,000	100%

Note: This includes the 225,000,000 Shares loaned by Best Outlook under the Stock Borrowing Agreement.

The additional net proceeds received by the Company from the issue and allotment of the Over-allotment Shares are estimated to be approximately HK\$313 million, which will be used by the Company for the same purposes as set out in the section entitled “Future Plans and Use of Proceeds” in the Prospectus (as supplemented by the Supplemental Prospectus) on a pro-rata basis.

STABILISATION ACTIONS AND END OF STABILISATION PERIOD

The Company makes this announcement pursuant to Section 9(2) of the Securities and Futures (Price Stabilising) Rules and announces that the stabilisation period in connection with the Global Offering ended on 27 May 2011, being the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering.

The stabilising actions undertaken during the stabilisation period were:

- (i) over-allocations of an aggregate of 225,000,000 Shares in the International Offering, representing approximately 15% of the Offer Shares available under the Global Offering before any exercise of the Over-allotment Option;
- (ii) a borrowing of an aggregate of 225,000,000 Shares by the Stabilizing Manager from Best Outlook pursuant to the Stock Borrowing Agreement to cover the above over-allocations;
- (iii) successive market purchases of an aggregate of 16,266,000 Shares in the price range of HK\$1.45 to HK\$1.50 per Share (excluding brokerage fee of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%) during the stabilisation period to cover over-allocations in the International Offering, and the last purchase in the open market in the course of the stabilisation period was made on 25 May 2011 at the price of HK\$1.50 per Share; and
- (iv) the partial exercise of the Over-allotment Option by the Stabilizing Manager (in consultation with the Joint Global Coordinators) on behalf of the International Underwriters in respect of 208,734,000 Shares, representing approximately 13.9% of the Offer Shares available under the Global Offering before any exercise of the Over-allotment Option.

The Company continues to comply with the public float requirements under Rule 8.08(1)(a) of the Hong Kong Listing Rules. No new Shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 10.08 of the Listing Rules.

By the order of the Board
Yuanda China Holdings Limited
Kang Baohua
Chairman and executive Director

Hong Kong, 27 May 2011

As at the date of this announcement, the executive Directors are Mr. Kang Baohua, Mr. Tian Shouliang, Mr. Guo Zhongshan, Mr. Wang Yijun, Mr. Si Zuobao, Mr. Wu Qingguo, Mr. Wang Lihui and Mr. Wang Deqiang, and the independent non-executive Directors are Mr. Poon Chiu Kwok, Mr. Woo Kar Tung, Raymond and Mr. Pang Chung Fai, Benny.