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## APPENDIX VII

## STATUTORY AND GENERAL INFORMATION

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### A. FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES

#### 1. Incorporation

Our Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on February 26, 2010. We have established a place of business in Hong Kong at Unit 1203-1205, Prosperity Millennia Plaza, 663 King's Road, North Point, Hong Kong and was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part XI of the Companies Ordinance on March 10, 2011.

As our Company was incorporated in the Cayman Islands, it operates subject to the Companies Law and to its constitution comprising the Memorandum of Association and the Articles. A summary of certain provisions of its constitution and relevant aspects of the Companies Law is set out in Appendix VI to this document.

#### 2. Change in share capital

Our authorized share capital as at the date of our incorporation was HK\$380,000 divided into 3,800,000 Shares of HK\$0.10 each. On February 26, 2010, one subscriber Share was transferred to Mr. Kang, who subsequently transferred it to Best Outlook, a company wholly owned by Mr. Kang, on April 6, 2010.

On November 10, 2010, we allotted and issued an additional 9,999 Shares to Best Outlook. On November 19, 2010 we passed resolutions to redesignate our authorized share capital of HK\$380,000 divided into 3,800,000 shares of HK\$0.10 each into 3,799,315 ordinary shares of HK\$0.10 each and 685 Series A preference shares of HK\$0.10 each. On the same date, we allotted and issued 685 Preferred Shares to the Financial Investor.

Pursuant to the resolutions in writing of the Shareholders of our Company passed on April 12, 2011 below, the authorized share capital of our Company was increased from HK\$380,000 to HK\$1,200,000,068.5 by the creation of an additional 11,996,200,685 Shares. Immediately following completion of such increase, the 685 Preferred Shares were converted into 685 Shares and all the Preferred Shares in the unissued but authorised share capital of our Company were then cancelled so that the authorized share capital of our Company were diminished and reduced from HK\$1,200,000,068.5 to HK\$1,200,000,000 divided into 12,000,000,000 Shares.

Save for aforesaid and as mentioned in the paragraph headed "Resolutions in writing of the Shareholders of our Company passed on April 12, 2011" below, there has been no alteration in the share capital of our Company since its incorporation.

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### 3. Resolutions in writing of the Shareholders of our Company passed on April 12, 2011

Pursuant to the written resolutions passed by the Shareholders of our Company on April 12, 2011:

- (a) we conditionally approved and adopted our new amended and restated Memorandum of Association and the Articles of Association [●];
- (b) the authorized share capital of our Company was increased from HK\$380,000 to HK\$1,200,000,068.5 by the creation of an additional 11,996,200,685 Shares;
- (c) [●]
- (d) [●]
- (e) [●]
- (f) [●]

### 4. Corporate reorganization

The companies comprising our Group underwent a Reorganization. For information relating to the Reorganization, please refer to the section headed "History and Reorganization" of this document.

### 5. Changes in share capital of subsidiaries

Certain information on our subsidiaries is contained in the Accountants' Report in Appendix I to this document. The following sets out the changes to the share capital made by the subsidiaries of our Company during the two years preceding the date of this document:

- (a) On November 8, 2010, the registered capital of Shenyang Yuanda was increased from US\$65,860,000 to US\$153,710,000.
- (b) On November 15, 2010, the registered capital of Shenyang Yuanda was increased from US\$153,710,000 to US\$153,906,100.

Save as set out above, there has been no alteration in the share capital of any of our subsidiaries within the two years immediately preceding the date of this document.

### 6. [●]

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### B. INFORMATION ABOUT THE BUSINESS

#### 1. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by us or any of our subsidiaries within the two years preceding the date of this document and are or may be material:

- (a) a merger agreement dated September 14, 2010 entered into between Shenyang Yuanda and Shenyang Yuanda Electrical Installing Co., Ltd. (瀋陽遠大機電安裝有限公司, “Shenyang Yuanda Electrical Installing”) pursuant to which Shenyang Yuanda merged with Shenyang Yuanda Electrical Installing and Shenyang Yuanda Electrical Installing was then dissolved;
- (b) a share transfer agreement dated November 12, 2010 entered into between Yuanda Singapore as transferor and Yuanda Hong Kong as transferee pursuant to which Yuanda Singapore transferred its 25% interest in Shenyang Yuanda to Yuanda Hong Kong at a consideration of RMB328,152,400;
- (c) a share transfer agreement dated November 12, 2010 entered into between the Yuanda Group as transferor and Yuanda Hong Kong as transferee pursuant to which the Yuanda Group transferred its 75% interest in Shenyang Yuanda to Yuanda Hong Kong at a consideration of RMB984,457,100;
- (d) a subscription agreement dated November 19, 2010 entered into between Standard Chartered Private Equity (Mauritius) III Limited, Mr. Kang, Best Outlook, Neo Pioneer and our Company pursuant to which Standard Chartered Private Equity (Mauritius) III Limited agreed to subscribe for 685 series A redeemable convertible preference shares in our Company for an aggregate subscription price of US\$50 million;
- (e) a deed of indemnity dated April 12, 2011 given by Mr. Kang and Best Outlook in favor of our Company in respect of losses, costs and expenses incurred by the Group in any way whatsoever as a result of or in connection with, or any claims resulting from or arising as a result of or in connection with, any of (i) the transfer of the 25% equity interest in Shenyang Yuanda from Goldenwin to Yuanda Singapore on 24 July 2002; (ii) the transfer of such 25% equity interest in Shenyang Yuanda from Yuanda Singapore to the Company in November 2010; and (iii) the Company’s ownership in the 25% equity interest of Shenyang Yuanda following such transfer (for details of such transfers, please refer to the sections headed “History and Reorganization — Transfer of interest in Shenyang Yuanda by Goldenwin” and “History and Reorganization — Restructuring of Shenyang Yuanda”);
- (f) the deed of indemnity dated April 12, 2011 given by our Controlling Shareholders in favor of our Company (for itself and as trustee for each of its present subsidiaries) in respect of, amongst others, taxation and property matters referred to in the sub-section headed “Tax and other indemnities” in this Appendix;

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(g) the deed of non-competition dated April 12, 2011 given by our Controlling Shareholders in favor of our Company as detailed in the paragraph headed “Relationship with our Controlling Shareholders — Non-competition Undertaking” of this document;

(h) [●]

(i) [●].

**2. Intellectual property rights of the Group**

**(a) Patents**

As at the Latest Practicable Date, our Group was the registered proprietor of the following patents:

| <b>Patent Type</b> | <b>Patent</b>   | <b>Patent No.</b> | <b>Name of Registered Proprietor</b> | <b>Place of Registration</b> | <b>Validity</b>                          |
|--------------------|---|-------------------|--------------------------------------|------------------------------|--|
| Utility model      | Plastic-aluminium door/window with integral-type bar for door/window  | ZL03211453.2      | Shenyang Yuanda                      | PRC                          | February 20, 2003 to February 19, 2013   |
| Utility model      | Aluminium extrusion frame of door/window with new type sealing structure  | ZL200420113562.9  | Shenyang Yuanda                      | PRC                          | November 19, 2004 to November 18, 2014   |
| Invention          | Sealing structure of platform screen door   | ZL200610135041.7  | Shenyang Yuanda, 瀋陽博林特電梯有限公司         | PRC                          | December 26, 2006 to December 25, 2026   |
| Utility model      | A kind of lock device for emergency door  | ZL200620091301.0  | Shenyang Yuanda, 瀋陽博林特電梯有限公司         | PRC                          | June 1, 2006 to May 31, 2016             |
| Utility model      | Emergency door lock   | ZL200620091732.7  | Shenyang Yuanda, 瀋陽博林特電梯有限公司         | PRC                          | June 27, 2006 to June 26, 2016           |
| Utility model      | A kind of quick connecting device for the cable of photoelectric curtain wall   | ZL200620090801.2  | Shenyang Yuanda                      | PRC                          | May 16, 2006 to May 15, 2016             |
| Utility model      | A kind of modularized functional device for double skin curtain wall  | ZL200620090867.1  | Shenyang Yuanda                      | PRC                          | May 19, 2006 to May 18, 2016             |
| Utility model      | A kind of modularized functional device for parallel connection of electrical appliance in photoelectric curtain wall | ZL200620093438.X  | Shenyang Yuanda                      | PRC                          | September 26, 2006 to September 25, 2016 |
| Utility model      | A kind of operable round window   | ZL200620093173.3  | Shenyang Yuanda                      | PRC                          | September 12, 2006 to September 11, 2016 |
| Invention          | Internal-external double-circulation double skin curtain wall   | ZL200610134043.4  | Shenyang Yuanda                      | PRC                          | October 25, 2006 to October 24, 2026     |

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| <b>Patent Type</b> | <b>Patent</b>   | <b>Patent No.</b> | <b>Name of Registered Proprietor</b> | <b>Place of Registration</b> | <b>Validity</b>                        |
|--------------------|---|-------------------|--------------------------------------|------------------------------|--|
| Utility model      | A kind of supporting device for door/window                     | ZL200620168735.6  | Shenyang Yuanda                      | PRC                          | December 30, 2006 to December 29, 2016 |
| Utility model      | Floating compound heat preserving structure                     | ZL200720011756.1  | Shenyang Yuanda                      | PRC                          | April 20, 2007 to April 19, 2017       |
| Utility model      | Corner structure of door/window                                 | ZL200720011489.8  | Shenyang Yuanda                      | PRC                          | April 6, 2007 to April 5, 2017         |
| Invention          | Flexible sealing structure for curtain wall of large deflection | ZL200510047714.9  | Shenyang Yuanda                      | PRC                          | November 15, 2005 to November 14, 2025 |
| Utility model      | Operable & closable louver device                               | ZL200720013063.6  | Shenyang Yuanda                      | PRC                          | July 3, 2007 to July 2, 2017           |
| Utility model      | Curtain wall with LED display strips                            | ZL200720013646.9  | Shenyang Yuanda                      | PRC                          | August 2, 2007 to August 1, 2017       |
| Utility model      | Revolving door with exhibition space in the center              | ZL200720013647.3  | Shenyang Yuanda                      | PRC                          | August 2, 2007 to August 1, 2017       |
| Utility model      | Revolving door embedded with LED display panel                  | ZL200720013546.6  | Shenyang Yuanda                      | PRC                          | July 27, 2007 to July 26, 2017         |
| Utility model      | Venting device for curtain wall                                 | ZL200720013615.3  | Shenyang Yuanda                      | PRC                          | July 31, 2007 to July 30, 2017         |
| Utility model      | Adjustable pulling rod for opening & closing windows            | ZL200720185072.3  | Shenyang Yuanda                      | PRC                          | December 21, 2007 to December 20, 2017 |
| Utility model      | Adjustable hinge for doors & windows                            | ZL200720185069.1  | Shenyang Yuanda                      | PRC                          | December 21, 2007 to December 20, 2017 |
| Invention          | Enhanced ETFE membrane structure                                | ZL200810010398.1  | Shenyang Yuanda                      | PRC                          | February 15, 2008 to February 14, 2028 |
| Utility model      | Integrated slipper-type sliding bracing piece                   | ZL200720185076.1  | Shenyang Yuanda                      | PRC                          | December 21, 2007 to December 20, 2017 |
| Utility model      | Shifting fork lock handle                                       | ZL200720185071.9  | Shenyang Yuanda                      | PRC                          | December 21, 2007 to December 20, 2017 |
| Utility model      | Pulling rod for opening and closing doors and windows           | ZL200720185070.4  | Shenyang Yuanda                      | PRC                          | December 21, 2007 to December 20, 2017 |
| Utility model      | Unitized curtainwall with LED display strip                     | ZL200720185223.5  | Shenyang Yuanda                      | PRC                          | December 27, 2007 to December 26, 2017 |
| Invention          | Connecting device for curtainwall                               | ZL200710157387.1  | Shenyang Yuanda                      | PRC                          | October 11, 2007 to October 10, 2027   |
| Invention          | A kind of point-fixing glass curtainwall                        | ZL200610046291.3  | Shenyang Yuanda                      | PRC                          | April 11, 2006 to April 10, 2026       |

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| <b>Patent Type</b> | <b>Patent</b>   | <b>Patent No.</b> | <b>Name of Registered Proprietor</b> | <b>Place of Registration</b> | <b>Validity</b>                        |
|--------------------|---|-------------------|--------------------------------------|------------------------------|--|
| Utility model      | Limiting device for driving rod of doors and windows                  | ZL200820010652.3  | Shenyang Yuanda                      | PRC                          | February 4, 2008 to February 3, 2018   |
| Utility model      | ETFE membrane structure of heat preservation                          | ZL200820010725.9  | Shenyang Yuanda                      | PRC                          | February 15, 2008 to February 14, 2018 |
| Utility model      | Noise reduction and protection-type ETFE membrane structure           | ZL200820010723.X  | Shenyang Yuanda                      | PRC                          | February 15, 2008 to February 14, 2018 |
| Utility model      | Adjustable pivot hinge for doors and windows                          | ZL200720185073.8  | Shenyang Yuanda                      | PRC                          | December 21, 2007 to December 20, 2017 |
| Invention          | Thin-film curtain wall structure                                      | ZL200810010045.1  | Shenyang Yuanda                      | PRC                          | January 8, 2008 to January 7, 2028     |
| Invention          | Roofing membrane structure with water drainage gutter                 | ZL200810010044.7  | Shenyang Yuanda                      | PRC                          | January 8, 2008 to January 7, 2028     |
| Invention          | A kind of unitized curtain wall structure and its installation method | ZL200510130854.2  | Shenyang Yuanda                      | PRC                          | December 23, 2005 to December 22, 2025 |
| Appearance design  | Lever handle  | ZL200830010175.6  | Shenyang Yuanda                      | PRC                          | February 29, 2008 to February 28, 2018 |
| Utility model      | Curved-blade louver device  | ZL200820015206.1  | Shenyang Yuanda                      | PRC                          | August 26, 2008 to August 25, 2018     |
| Utility model      | Adjustable limiting support for turning window                        | ZL200820011851.6  | Shenyang Yuanda                      | PRC                          | April 1, 2008 to March 31, 2018        |
| Utility model      | C-shaped channel steel embeds   | ZL200920010543.6  | Shenyang Yuanda                      | PRC                          | February 13, 2009 to February 12, 2019 |
| Utility model      | Riveting flat plate embeds  | ZL200920010544.0  | Shenyang Yuanda                      | PRC                          | February 13, 2009 to February 12, 2019 |
| Appearance design  | Riveting flat plate embeds  | ZL200930010093.6  | Shenyang Yuanda                      | PRC                          | February 13, 2009 to February 12, 2019 |
| Utility model      | Ejector pins type site hoisting equipment for unitized curtain wall   | ZL200920012698.3  | Shenyang Yuanda                      | PRC                          | April 2, 2009 to April 1, 2019         |
| Utility model      | A kind of site hoisting equipment for unitized curtain wall           | ZL200920012697.9  | Shenyang Yuanda                      | PRC                          | April 2, 2009 to April 1, 2019         |
| Utility model      | Photoelectric-thermal integrated double skin curtain wall             | ZL200920014887.4  | Shenyang Yuanda                      | PRC                          | June 26, 2009 to June 25, 2019         |
| Utility model      | Solar photothermal unitized curtain wall                              | ZL200920014886.X  | Shenyang Yuanda                      | PRC                          | June 26, 2009 to June 25, 2019         |
| Utility model      | Bridge-cut-off type energy-saving thermal insulation window           | ZL200920015246.0  | Shenyang Yuanda                      | PRC                          | July 14, 2009 to July 13, 2019         |

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| <b>Patent Type</b> | <b>Patent</b>   | <b>Patent No.</b> | <b>Name of Registered Proprietor</b> | <b>Place of Registration</b> | <b>Validity</b>                        |
|--------------------|---|-------------------|--------------------------------------|------------------------------|--|
| Utility model      | Transferring device for sealant installation of unitized curtain wall                         | ZL201020150921.3  | Shenyang Yuanda                      | PRC                          | April 7, 2010 to April 6, 2020         |
| Utility model      | Bearing device for frame assembly of unitized curtain wall                                    | ZL201020150879.5  | Shenyang Yuanda                      | PRC                          | April 7, 2010 to April 6, 2020         |
| Invention          | Testing device for the thermal circulation performance of curtain wall and its control method | ZL200710159150.7  | 瀋陽科正建築工程檢測有限公司;<br>Shenyang Yuanda   | PRC                          | December 25, 2007 to December 24, 2027 |
| Utility model      | Reinforced bar connecting structure for single panel curtain wall                             | ZL200920277061.7  | Shenyang Yuanda                      | PRC                          | December 8, 2009 to December 7, 2019   |
| Appearance design  | Channel steel embeds (C shape)  | ZL200930010092.1  | Shenyang Yuanda                      | PRC                          | February 13, 2009 to February 12, 2019 |
| Appearance design  | Aluminium extrusion (No. 1) (Appearance design)   | ZL201030253415.2  | Shenyang Yuanda                      | PRC                          | July 30, 2010 to July 29, 2020         |
| Appearance design  | Aluminium extrusion (No. 4) (Appearance design)   | ZL201030253436.4  | Shenyang Yuanda                      | PRC                          | July 30, 2010 to July 29, 2020         |
| Appearance design  | Aluminium extrusion (No. 5) (Appearance design)   | ZL201030253452.3  | Shenyang Yuanda                      | PRC                          | July 30, 2010 to July 29, 2020         |
| Appearance design  | Aluminium extrusion (No. 10) (Appearance design)  | ZL201030253480.5  | Shenyang Yuanda                      | PRC                          | July 30, 2010 to July 29, 2020         |
| Appearance design  | Aluminium extrusion (No. 12) (Appearance design)  | ZL201030253496.6  | Shenyang Yuanda                      | PRC                          | July 30, 2010 to July 29, 2020         |
| Appearance design  | Aluminium extrusion (No. 17) (Appearance design)  | ZL201030253544.1  | Shenyang Yuanda                      | PRC                          | July 30, 2010 to July 29, 2020         |
| Invention          | A kind of unitized curtain wall structure   | RU60551 U1        | Shenyang Yuanda                      | Russia                       | December 23, 2005 to December 22, 2015 |

As at the Latest Practicable Date, our Group had applied for the following patents<sup>1</sup>:

| <b>Patent Type</b> | <b>Patent</b>               | <b>Application No.</b> | <b>Name of Registered Proprietor</b> | <b>Place of Application</b> | <b>Date of Application</b> |
|--------------------|-----------------------------|------------------------|--------------------------------------|-----------------------------|----------------------------|
| Utility model      | Basket weaved curtain wall  | 201020515233.2         | Shenyang Yuanda                      | PRC                         | September 3, 2010          |
| Appearance design  | Aluminium extrusion (No. 2) | 201030253422.2         | Shenyang Yuanda                      | PRC                         | July 30, 2010              |

<sup>1</sup> For the following patents, of which the applications were made in the PRC, the notification of the grant of patent (授權專利權通知書) has been issued however the application is still in progress as registration and the relevant patent certificate has not yet been issued: 編織式建築幕牆, 鋁合金型材(二), 鋁合金型材(三), 鋁合金型材(六), 鋁合金型材(七), 鋁合金型材(八), 鋁合金型材(九), 鋁合金型材(十一), 鋁合金型材(十三), 鋁合金型材(十四), 鋁合金型材(十五) and 鋁合金型材(十六).


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| <b>Patent Type</b> | <b>Patent</b>                                       | <b>Application No.</b> | <b>Name of Registered Proprietor</b> | <b>Place of Application</b> | <b>Date of Application</b> |
|--------------------|---|------------------------|--------------------------------------|-----------------------------|----------------------------|
| Appearance design  | Aluminium extrusion (No. 3)                         | 201030253431.1         | Shenyang Yuanda                      | PRC                         | July 30, 2010              |
| Appearance design  | Aluminium extrusion (No. 6)                         | 201030253454.2         | Shenyang Yuanda                      | PRC                         | July 30, 2010              |
| Appearance design  | Aluminium extrusion (No. 7)                         | 201030253456.1         | Shenyang Yuanda                      | PRC                         | July 30, 2010              |
| Appearance design  | Aluminium extrusion (No. 8)                         | 201030253464.6         | Shenyang Yuanda                      | PRC                         | July 30, 2010              |
| Appearance design  | Aluminium extrusion (No. 9)                         | 201030253477.3         | Shenyang Yuanda                      | PRC                         | July 30, 2010              |
| Appearance design  | Aluminium extrusion (No. 11)                        | 201030253488.1         | Shenyang Yuanda                      | PRC                         | July 30, 2010              |
| Appearance design  | Aluminium extrusion (No. 13)                        | 201030253513.6         | Shenyang Yuanda                      | PRC                         | July 30, 2010              |
| Appearance design  | Aluminium extrusion (No. 14)                        | 201030253526.3         | Shenyang Yuanda                      | PRC                         | July 30, 2010              |
| Appearance design  | Aluminium extrusion (No. 15)                        | 201030253530.X         | Shenyang Yuanda                      | PRC                         | July 30, 2010              |
| Appearance design  | Aluminium extrusion (No. 16)                        | 201030253542.2         | Shenyang Yuanda                      | PRC                         | July 30, 2010              |
| Utility model      | Antipollution & energy-saving unitized curtain wall | 201020515241.7         | Shenyang Yuanda                      | PRC                         | September 3, 2010          |
| Appearance design  | Aluminium extrusion (No. 16)                        | 268/2010               | Shenyang Yuanda                      | Libya                       | November 24, 2010          |
| Appearance design  | Aluminium extrusion (No. 9)                         | 269/2010               | Shenyang Yuanda                      | Libya                       | November 24, 2010          |
| Appearance design  | Aluminium extrusion (No. 11)                        | 270/2010               | Shenyang Yuanda                      | Libya                       | November 24, 2010          |
| Appearance design  | Aluminium extrusion (No. 13)                        | 271/2010               | Shenyang Yuanda                      | Libya                       | November 24,, 2010         |

**(b) Trademarks**













As at the Latest Practicable Date, our Group was the registered proprietor of the following trademarks:

| <b>Trademark</b>  | <b>Registration No.</b> | <b>Name of Registered Proprietor</b> | <b>Place of Registration</b> | <b>Date of Registration</b> | <b>Expiry Date</b> |
|---|-------------------------|--------------------------------------|------------------------------|-----------------------------|--------------------|
|  | 5413667                 | Shenyang Yuanda                      | PRC                          | August 28, 2009             | August 27, 2019    |
| <b>CNYD</b>   | 5326229                 | Shenyang Yuanda                      | PRC                          | July 28, 2009               | July 27, 2019      |
| <b>CNYD</b>   | 5903392                 | Shenyang Yuanda                      | PRC                          | October 28, 2009            | October 27, 2019   |
| <b>CNYD</b>   | 5903387                 | Shenyang Yuanda                      | PRC                          | October 28, 2009            | October 27, 2019   |
| <b>CNYD</b>   | 5326693                 | Shenyang Yuanda                      | PRC                          | July 28, 2009               | July 27, 2019      |
| <b>CNYD</b>   | 5326228                 | Shenyang Yuanda                      | PRC                          | October 14, 2009            | October 13, 2019   |
| <b>CNYD</b>   | 5326234                 | Shenyang Yuanda                      | PRC                          | August 21, 2009             | August 20, 2019    |
| <b>YUANDA</b>   | 5326225                 | Shenyang Yuanda                      | PRC                          | July 28, 2009               | July 27, 2019      |



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| Trademark  | Registration No. | Name of Registered Proprietor  | Place of Registration | Date of Registration | Expiry Date        |
|--|------------------|--|-----------------------|----------------------|--------------------|
| <b>YUANDA</b>  | 5326223          | Shenyang Yuanda  | PRC                   | September 14, 2009   | September 13, 2019 |
| <b>YUANDA</b>  | 5326224          | Shenyang Yuanda  | PRC                   | October 14, 2009     | October 13, 2019   |
| <b>YUANDA</b>  | 5326221          | Shenyang Yuanda  | PRC                   | August 21, 2009      | August 20, 2019    |
|                   | 5326219          | Shenyang Yuanda  | PRC                   | August 7, 2009       | August 6, 2019     |
|                   | 5326217          | Shenyang Yuanda  | PRC                   | July 28, 2009        | July 27, 2019      |
| <b>远大</b>  | 5326215          | Shenyang Yuanda  | PRC                   | July 28, 2009        | July 27, 2019      |
| <b>远大</b>  | 1067773          | Shenyang Yuanda  | PRC                   | July 28, 2007        | July 27, 2017      |
| <br><b>YUANDA</b> | 5190956          | Shenyang Yuanda  | PRC                   | June 28, 2009        | June 27, 2019      |
|                   | 3348473          | Shenyang Yuanda  | PRC                   | July 14, 2004        | July 14, 2014      |
|                   | 3348474          | Shenyang Yuanda  | PRC                   | May 14, 2004         | May 14, 2014       |
|                   | 3356016          | Shenyang Yuanda  | PRC                   | August 28, 2004      | August 28, 2014    |
|                  | 3421561          | Shenyang Haihui<br>Technology<br>Investment<br>Co., Ltd.<br>("Shenyang<br>Haihui") | PRC                   | October 7, 2004      | October 6, 2014    |
| <b>H&amp;H</b>   | 3421560          | Shenyang haihui  | PRC                   | September 28, 2004   | September 27, 2014 |
|                 | 3421559          | Shenyang haihui  | PRC                   | March 21, 2004       | March 20, 2014     |
| <b>H&amp;H</b>   | 3421558          | Shenyang haihui  | PRC                   | March 21, 2004       | March 20, 2014     |
|                 | 3421556          | Shenyang haihui  | PRC                   | July 28, 2004        | July 27, 2014      |
| <b>H&amp;H</b>   | 3421557          | Shenyang haihui  | PRC                   | July 28, 2004        | July 27, 2014      |
|                 | 3421553          | Shenyang haihui  | PRC                   | December 7, 2004     | December 6, 2014   |
| <b>H&amp;H</b>   | 3421552          | Shenyang Haihui  | PRC                   | August 28, 2004      | August 27, 2014    |
|                 | 3421554          | Shenyang Haihui  | PRC                   | October 14, 2004     | October 13, 2014   |
| <b>H&amp;H</b>   | 3421555          | Shenyang Haihui  | PRC                   | September 28, 2004   | September 27, 2014 |
|                 | 6997519          | Shenyang Haihui  | PRC                   | June 7, 2010         | June 6, 2020       |
|                 | 6997679          | Shenyang Haihui  | PRC                   | July 7, 2010         | July 6, 2020       |

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| Trademark   | Registration No. | Name of Registered Proprietor | Place of Registration | Date of Registration | Expiry Date        |
|---|------------------|-------------------------------|-----------------------|----------------------|--------------------|
|    | 6997680          | Shenyang Haihui               | PRC                   | July 7, 2010         | July 6, 2020       |
|    | 6997681          | Shenyang Haihui               | PRC                   | June 7, 2010         | June 6, 2020       |
|    | 6997682          | Shenyang Haihui               | PRC                   | June 7, 2010         | June 6, 2020       |
|    | 6997683          | Shenyang Haihui               | PRC                   | June 21, 2010        | June 20, 2020      |
|    | 6997684          | Shenyang Haihui               | PRC                   | June 21, 2010        | June 20, 2020      |
|    | 6997685          | Shenyang Haihui               | PRC                   | September 21, 2010   | June 20, 2020      |
|    | 6997520          | Shenyang Haihui               | PRC                   | July 28, 2010        | July 27, 2020      |
|    | 6997688          | Shenyang Haihui               | PRC                   | September 21, 2010   | September 20, 2020 |
|    | 5076854          | Shenyang Yuanda               | PRC                   | June 7, 2009         | June 6, 2019       |
|    |                  |                               |                       |                      |                    |
|    | 5326218          | Shenyang Yuanda               | PRC                   | November 21, 2009    | November 20, 2019  |
|    | 5326220          | Shenyang Yuanda               | PRC                   | May 14, 2009         | May 13, 2019       |
|  | 5326230          | Shenyang Yuanda               | PRC                   | April 28, 2009       | April 27, 2019     |
|  | 5326232          | Shenyang Yuanda               | PRC                   | May 14, 2009         | May 13, 2019       |
|  | 5326233          | Shenyang Yuanda               | PRC                   | May 7, 2009          | May 6, 2019        |
|  | 5326692          | Shenyang Yuanda               | PRC                   | July 28, 2009        | July 27, 2019      |
|  | 5326216          | Shenyang Yuanda               | PRC                   | January 21, 2010     | January 20, 2020   |
|  | 5326222          | Shenyang Yuanda               | PRC                   | December 14, 2009    | December 13, 2019  |
|  | 5326694          | Shenyang Yuanda               | PRC                   | December 21, 2009    | December 20, 2019  |
|  | 5413666          | Shenyang Yuanda               | PRC                   | December 14, 2009    | December 13, 2019  |
|  |                  |                               |                       |                      |                    |
|  | 5903383          | Shenyang Yuanda               | PRC                   | January 21, 2010     | January 20, 2020   |
|  | 5903388          | Shenyang Yuanda               | PRC                   | January 21, 2010     | January 20, 2020   |
|  | 5903393          | Shenyang Yuanda               | PRC                   | March 28, 2010       | March 27, 2020     |
|  | 5903394          | Shenyang Yuanda               | PRC                   | March 28, 2010       | March 27, 2020     |
|  | 5903396          | Shenyang Yuanda               | PRC                   | May 14, 2010         | May 13, 2020       |
|  | 5903397          | Shenyang Yuanda               | PRC                   | February 14, 2010    | February 13, 2020  |
|  | 5903398          | Shenyang Yuanda               | PRC                   | May 21, 2010         | May 20, 2020       |

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| <b>Trademark</b>  | <b>Registration No.</b> | <b>Name of Registered Proprietor</b> | <b>Place of Registration</b> | <b>Date of Registration</b> | <b>Expiry Date</b> |
|---|-------------------------|--------------------------------------|------------------------------|-----------------------------|--------------------|
|    | 5903400                 | Shenyang Yuanda                      | PRC                          | April 7, 2010               | April 6, 2020      |
|    | 5903401                 | Shenyang Yuanda                      | PRC                          | April 7, 2010               | April 6, 2020      |
|    | 5903402                 | Shenyang Yuanda                      | PRC                          | February 14, 2010           | February 13, 2020  |
|    | 5903463                 | Shenyang Yuanda                      | PRC                          | March 28, 2010              | March 27, 2020     |
|    | 5903464                 | Shenyang Yuanda                      | PRC                          | December 28, 2009           | December 27, 2019  |
|    | 5903466                 | Shenyang Yuanda                      | PRC                          | December 7, 2009            | December 6, 2019   |
|    | 5903473                 | Shenyang Yuanda                      | PRC                          | December 28, 2009           | December 27, 2019  |
|    | 5903475                 | Shenyang Yuanda                      | PRC                          | January 21, 2010            | January 20, 2020   |
|    | 5903477                 | Shenyang Yuanda                      | PRC                          | January 21, 2010            | January 20, 2020   |
|    | 5903479                 | Shenyang Yuanda                      | PRC                          | December 7, 2009            | December 6, 2019   |
|    | 5903480                 | Shenyang Yuanda                      | PRC                          | December 7, 2009            | December 6, 2019   |
|   | 5903481                 | Shenyang Yuanda                      | PRC                          | December 14, 2009           | December 13, 2019  |
|  | 5903482                 | Shenyang Yuanda                      | PRC                          | December 7, 2009            | December 6, 2019   |
|  | 7003057                 | Shenyang Yuanda                      | PRC                          | July 7, 2010                | July 6, 2020       |
|  | 7119269                 | Shenyang Yuanda                      | PRC                          | October 14, 2010            | October 13, 2020   |
|  | 7119270                 | Shenyang Yuanda                      | PRC                          | October 14, 2010            | October 13, 2020   |
|  | 7119272                 | Shenyang Yuanda                      | PRC                          | July 21, 2010               | July 20, 2020      |
|  | 7119273                 | Shenyang Yuanda                      | PRC                          | July 21, 2010               | July 20, 2020      |
|  | 7119276                 | Shenyang Yuanda                      | PRC                          | September 14, 2010          | September 13, 2020 |
|  | 7119277                 | Shenyang Yuanda                      | PRC                          | July 7, 2010                | July 6, 2020       |
|  | 7119278                 | Shenyang Yuanda                      | PRC                          | September 14, 2010          | September 13, 2020 |
|  | 7119279                 | Shenyang Yuanda                      | PRC                          | July 7, 2010                | July 6, 2020       |
|  | 7119280                 | Shenyang Yuanda                      | PRC                          | July 14, 2010               | July 13, 2020      |
|  | 7119281                 | Shenyang Yuanda                      | PRC                          | July 14, 2010               | July 13, 2020      |
|  | 7119282                 | Shenyang Yuanda                      | PRC                          | July 14, 2010               | July 13, 2020      |
|  | 7119283                 | Shenyang Yuanda                      | PRC                          | July 14, 2010               | July 13, 2020      |

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**STATUTORY AND GENERAL INFORMATION**

| <b>Trademark</b>  | <b>Registration No.</b> | <b>Name of Registered Proprietor</b> | <b>Place of Registration</b> | <b>Date of Registration</b> | <b>Expiry Date</b> |
|---|-------------------------|--------------------------------------|------------------------------|-----------------------------|--------------------|
|    | 7119284                 | Shenyang Yuanda                      | PRC                          | July 14, 2010               | July 13, 2020      |
|    | 7119285                 | Shenyang Yuanda                      | PRC                          | July 14, 2010               | July 13, 2020      |
|    | 7119286                 | Shenyang Yuanda                      | PRC                          | July 21, 2010               | July 20, 2020      |
|    | 7119287                 | Shenyang Yuanda                      | PRC                          | July 21, 2010               | July 20, 2020      |
|    | 7119288                 | Shenyang Yuanda                      | PRC                          | October 14, 2010            | October 13, 2020   |
|    | 3580562                 | Shenyang Yuanda                      | US                           | February 24, 2009           | February 23, 2019  |
|    | N/040114                | Shenyang Yuanda                      | Macao                        | April 28, 2009              | April 28, 2016     |
|    | N/040113                | Shenyang Yuanda                      | Macao                        | April 28, 2009              | April 28, 2016     |
|    | N/040112                | Shenyang Yuanda                      | Macao                        | April 28, 2009              | April 28, 2016     |
|    | 403544                  | Shenyang Yuanda                      | Sweden                       | May 8, 2009                 | May 7, 2019        |
|    | 584640                  | Shenyang Yuanda                      | Switzerland                  | October 15, 2008            | October 15, 2018   |
|   | 42659                   | Shenyang Yuanda                      | Qatar                        | January 7, 2007             | January 6, 2017    |
|  | 42660                   | Shenyang Yuanda                      | Qatar                        | January 7, 2007             | January 6, 2017    |
|  | 302008051649            | Shenyang Yuanda                      | Germany                      | October 31, 2008            | October 30, 2018   |
|  | T06/12860G              | Shenyang Yuanda                      | Singapore                    | June 24, 2006               | June 23, 2016      |
|  | T06/12859C              | Shenyang Yuanda                      | Singapore                    | June 24, 2006               | June 23, 2016      |
|  | 24655                   | Shenyang Yuanda                      | Kazakhstan                   | June 27, 2006               | June 26, 2016      |
|  | 40-0730318              | Shenyang Yuanda                      | Korea                        | December 6, 2007            | December 5, 2017   |
|  | 40-0720298              | Shenyang Yuanda                      | Korea                        | August 10, 2007             | August 9, 2017     |

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| <u>Trademark</u>  | <u>Registration No.</u> | <u>Name of Registered Proprietor</u> | <u>Place of Registration</u> | <u>Date of Registration</u> | <u>Expiry Date</u> |
|---|-------------------------|--------------------------------------|------------------------------|-----------------------------|--------------------|
|  | 2424298                 | Shenyang Yuanda                      | United Kingdom               | June 13, 2006               | June 12, 2016      |
|  | 5037927                 | Shenyang Yuanda                      | Japan                        | April 6, 2007               | April 5, 2017      |
|  | 332701                  | Shenyang Yuanda                      | Russia                       | June 19, 2006               | June 18, 2016      |
|  | 1155503                 | Shenyang Yuanda                      | Australia                    | January 8, 2007             | January 7, 2017    |
|  | 80385                   | Shenyang Yuanda                      | Kuwait                       | January 8, 2007             | January 8, 2017    |
|  | 390380                  | Shenyang Yuanda                      | Russia                       | July 18, 2008               | July 18, 2018      |
|  | 301229959               | Shenyang Yuanda                      | Hong Kong                    | October 29, 2008            | October 28, 2018   |

*(d) Domain names*

As at the Latest Practicable Date, our Group was the registered proprietor of the following domain name:

| <u>Domain Name</u>     | <u>Date of Registration</u> | <u>Expiry Date</u> |
|------------------------|-----------------------------|--------------------|
| www.yuanda.com.cn..... | December 10, 2003           | December 10, 2012  |
| www.yuandcn.com .....  | November 11, 2000           | November 11, 2013  |

**C. FURTHER INFORMATION ABOUT DIRECTORS**

**1. Directors**

*(a) [●]*

*(b) Particulars of service contracts*

Each of the executive Directors has entered into a service contract with our Company for a term of three years commencing from [●], which may be terminated by not less than three months' notice in writing served by either party on the other.

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## STATUTORY AND GENERAL INFORMATION

### (c) *Directors' remuneration*

Each of the executive Directors is entitled to a director's fee. Each executive Director shall be paid a remuneration on the basis of twelve months in a year. The current annual director's fees and remuneration of the executive Directors for the year ending December 31, 2011 (excluding any discretionary bonuses which may be paid to our executive Directors) are as follows:

| Name                 | Annual Director's fees<br>and remuneration |
|----------------------|--|
|                      | (RMB)                                      |
| Kang Baohua .....    | 1,500,000                                  |
| Tian Shouliang ..... | 1,752,000                                  |
| Guo Zhongshan .....  | 1,652,000                                  |
| Wang Yijun .....     | 1,652,000                                  |
| Si Zuobao .....      | 3,744,000                                  |
| Wu Qingguo .....     | 2,804,000                                  |
| Wang Lihui .....     | 1,500,000                                  |
| Wang Deqiang .....   | 800,000                                    |

The independent non-executive Directors have been appointed for a term of one year. We intend to pay a director's fee of HK\$200,000 per annum to each of our independent non-executive Directors, respectively.

Under the arrangements currently in place, we expect that the aggregate amount of emoluments payable by our Group to the Directors for the year ending December 31, 2011 will be approximately RMB15.6 million.

Further details of the terms of the above service contracts are set out in the paragraph headed "Particulars of service contracts" in the subsection headed "Directors" in this Appendix.

### 2. [●]

### 3. **Agency fees or commissions received**

Save as disclosed in this document, no commissions, discounts, brokerages or other special terms were granted within the two years preceding the date of this document in connection with the issue or sale of any capital of any member of our Group.

### 4. **Disclaimers**

Save as disclosed herein:

#### (a) [●]

#### (b) [●]

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- (c) none of our Directors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group taken as a whole;
- (d) none of our Directors has any existing or proposed service contracts with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));
- (e) [●]
- (f) [●]; and
- (g) so far as is known to our Directors, none of our Directors, their respective associates or shareholders of our Company who are interested in more than 5% of the issued share capital of our Company has any interests in the five largest customers or the five largest suppliers of our Group.

### D. OTHER INFORMATION

#### 1. [●]

#### 2. Tax and other indemnities

Each of the Controlling Shareholders has entered into a deed of indemnity with and in favor of our Company (for itself and as trustee for each of its present subsidiaries) (being the contract referred to in paragraph (f) of the sub-section headed “Summary of material contracts” in this Appendix) to provide indemnities on a joint and several basis in respect of, among other matters, taxation resulting from income, profits or gains earned, accrued or received as well as any property claim to which any member of our Group may be subject and payable on or before [●]. Mr. Kang and Best Outlook have entered into a deed of indemnity with and in favour of our Company (being the contract referred to in paragraph (e) of the sub-section headed “Summary of material contracts in this Appendix) to provide indemnities on a joint and several basis in respect of any losses, costs and expenses incurred by the Group in any way whatsoever as a result of or in connection with, or any claims resulting from or arising as a result of or in connection with, any of (i) the transfer of the 25% equity interest in Shenyang Yuanda from Goldenwin to Yuanda Singapore on 24 July 2002; (ii) the transfer of such 25% equity interest in Shenyang Yuanda from Yuanda Singapore to the Company in November 2010; and (iii) the Company’s ownership in the 25% equity interest of Shenyang Yuanda following such transfer.

Referred to in the sections headed “Risk Factors — The trust arrangement between Mr. Kang and Goldenwin Company Limited in relation to the 25% of the equity interest in Shengyang Yuanda which was transferred to us is not documented by any formal legal agreement” and “History and Reorganization — Transfer of interest in Shengyang Yuanda by Goldenwin” of this document.

#### 3. Litigation

As at the Latest Practicable Date, save as disclosed in the paragraph headed “Legal Proceedings and Material Claims” in the section headed “Business” of this document, no member of our Group was

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## STATUTORY AND GENERAL INFORMATION

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engaged in any litigation or arbitration of material importance and, so far as the Directors are aware, no litigation or claim of material importance is pending or threatened by or against any member of our Group.

4. [●]

### 5. Preliminary expenses

The estimated preliminary expenses incurred and paid by our Company were approximately HK\$[●].

6. [●]

### 7. Taxation of holders of Shares

#### (a) *Hong Kong*

The sale, purchase and transfer of Shares in Hong Kong will be subject to Hong Kong stamp duty, the current rate charged on each of the purchaser and seller is 0.1% of the consideration of, if higher, of the fair value of the Shares being sold or transferred. Our Directors have been advised that no material liability for estate duty under the laws of China or Hong Kong would be likely to fall upon any member of our Group.

#### (b) *Cayman Islands*

Under the present Cayman Islands law, there is no stamp duty payable in the Cayman Islands on transfers of Shares.

(c) [●]

8. [●]

9. [●]

10. [●]

### 11. Miscellaneous

(a) Save as disclosed in this document, within the two years immediately preceding the date of this document:

(i) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;

(ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;



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- (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries;
- (iv) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries;
- (b) save as disclosed in this document, there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;
- (c) our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since December 31, 2010 (being the date to which the latest audited consolidated financial statements of our Group were made up);
- (d) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;
- (e) the principal register of members of our Company will be maintained in the Cayman Islands by Butterfield Fulcum Group (Cayman) Limited;
- (f) no company within our Group is presently listed on any stock exchange or traded on any trading system; and
- (g) our Directors have been advised that, under the Companies Law, the use of a Chinese name by our Company does not contravene the Companies Law.

12. [●]