
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or professional adviser.

If you have sold or transferred all your shares in Yida China Holdings Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

***YIDA* 亿达**
YIDA CHINA HOLDINGS LIMITED
億達中國控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3639)

**MAJOR AND EXEMPTED CONNECTED TRANSACTION
IN RELATION TO THE DISPOSAL OF 70% EQUITY INTEREST
IN A SUBSIDIARY**

Capitalised terms on this cover page shall have the same meanings as those defined in “Definitions” in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 5 to 14 of this circular.

The Disposal and the Equity Transfer Agreement have been approved by way of written shareholders’ approval obtained from Jiayou and Right Won (being a closely allied group of Shareholders who are parties acting in concert among themselves within the meaning of The Hong Kong Code on Takeovers and Mergers) in lieu of a general meeting of the Company pursuant to Rule 14.44 of the Listing Rules. This circular is being despatched to the Shareholders for information only.

26 October 2022

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I – FINANCIAL INFORMATION OF THE GROUP	I-1
APPENDIX II – GENERAL INFORMATION	II-1

DEFINITIONS

In this circular, unless otherwise defined or the context requires, the following terms and expressions shall have the following meanings:

“Aetos Parties”	Lorraine Investment, Ltd., Normandy Investment, Ltd., Capital Chain Holdings Limited and Better Chance Investments Limited, each of them and their ultimate beneficial owners is an Independent Third Party
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Business Days”	a day (other than a Saturday, Sunday and Public Holiday) on which licensed banks are open for business in the PRC
“China Minsheng”	China Minsheng Investment Corp., Ltd. (中國民生投資股份有限公司), a limited liability company established under the laws of the PRC
“Charged Shares”	the 516,764,000 Shares charged pursuant to the Company Share Charge
“Company”	Yida China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 3639)
“Company Share Charge”	a share charge entered into on 11 March 2021 by Jiayou in favour of Aetos Parties, pursuant to which Jiayou agreed to charge the 516,764,000 Shares held by it in favour of Aetos Parties as security for the obligation of Yida Parties under the Settlement Agreement
“Completion”	the completion of the Disposal in accordance with the Equity Transfer Agreement
“Conditions”	the conditions precedent to the Disposal as stipulated in the Equity Transfer Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the consideration of RMB84,569,500 payable by the Purchaser to the Vendor for the transfer of the Sale Interests
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Director(s)”	the directors of the Company
“Disposal”	the disposal of the Sale Interests by the Vendor pursuant to the Equity Transfer Agreement
“Equity Transfer Agreement”	the equity transfer agreement dated 6 September 2022 entered into among the Vendor, the Purchaser and the Target Company in respect of the Disposal
“Final Award”	the final award from the Hong Kong International Arbitration Centre regarding the Arbitration on 20 October 2020
“GFA”	gross floor area
“Group”	the Company and its subsidiaries
“Guarantee”	the guarantee given by Yida Development in favour of Bank of Changsha Co., Ltd. pursuant to which Yida Development provided guarantee for loans of the Target Company in the outstanding principal amount of approximately RMB525.24 million as at the date of the Equity Transfer Agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jiayou”	Jiayou (International) Investment Limited (嘉佑(國際)投資有限公司), a company incorporated in the British Virgin Islands and owned as to approximately 61.20% of the Shares in issue as at the Latest Practicable Date and a controlling shareholder of the Company
“Latest Practicable Date”	24 October 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix 10 to the Listing Rules
“Obligors”	Dalian Yida Property Co., Ltd., Gang Xin Limited and King Equity Holdings Limited, all being wholly-owned subsidiaries of the Company

DEFINITIONS

“PRC”	the People’s Republic of China
“Purchaser”	長沙振望投資發展有限公司 (Changsha Zhenwang Investment Development Co., Ltd.*), a company established in the PRC with limited liability
“Receivers”	the joint and several receivers appointed by the Aetos Parties pursuant to the Company Share Charge
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Interests”	the 70% equity interest held by the Vendor in the Target Company
“Settlement Agreement”	the settlement agreement dated 4 March 2021 entered into by and among the Aetos Parties, the Obligors and the Yida Parties in relation to the settlement arrangement for the outstanding payments to be made by the Obligors under the Final Award
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“sq.m.”	square meters
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	長沙億達智造產業小鎮發展有限公司 (Changsha Yida Intelligent Manufacturing Industrial Town Development Co., Ltd.*), a company established in the PRC with limited liability and is owned as to 70% by the Vendor and 30% by the Purchaser as at the date of the Equity Transfer Agreement
“Target Group”	the Target Company and its subsidiaries
“Vendor”	大連億達管理諮詢有限公司 (Dalian Yida Management Consultancy Company Limited*), a company established in the PRC with limited liability and is a wholly-owned subsidiary of the Company

DEFINITIONS

“Yida Development”	億達發展有限公司 (Yida Development Company Limited*), a company established in the PRC and an indirectly wholly-owned subsidiary of the Company
“Yida Parties”	the Company, its five wholly-owned subsidiaries and its two joint ventures
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

* *For identification purpose only*

LETTER FROM THE BOARD

YIDA 亿达
YIDA CHINA HOLDINGS LIMITED
億達中國控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3639)

Executive Director:
Mr. Jiang Xiuwen

Non-Executive Directors:
Mr. Lu Jianhua
Mr. Wang Gang
Mr. Ni Jie
Ms. Jiang Qian

Independent non-executive Directors:
Mr. Yip Wai Ming
Mr. Guo Shaomu
Mr. Wang Yinping
Mr. Han Gensheng

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Headquarters in the PRC:
5/F, People's Insurance Mansion
No. 8, Fuyou Road
Huangpu District
Shanghai
PRC

*Principal Place of
Business in Hong Kong:*
Room 2008, 20/F
Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

26 October 2022

To the Shareholders

Dear Sir or Madam,

**MAJOR AND EXEMPTED CONNECTED TRANSACTION
IN RELATION TO THE DISPOSAL OF THE 70% EQUITY INTEREST
IN A SUBSIDIARY**

INTRODUCTION

References are made to the announcements of the Company dated 6 September 2022, 14 September 2022 and 28 September 2022, respectively in relation to the Disposal.

LETTER FROM THE BOARD

On 6 September 2022, the Vendor, the Purchaser and the Target Company entered into the Equity Transfer Agreement pursuant to which, the Vendor has conditionally agreed to dispose of, and the Purchaser has conditionally agreed to acquire, the Sale Interests for a consideration of RMB84,569,500.

The purpose of this circular is to provide you with, among other things, (i) details of the Equity Transfer Agreement and the Disposal; (ii) financial information of the Group; and (iii) other information required under the Listing Rules.

THE DISPOSAL

The principal terms of the Equity Transfer Agreement are summarised as follows:

Date: 6 September 2022

Parties:

- (1) The Vendor;
- (2) the Purchaser; and
- (3) the Target Company.

As at the date of the Equity Transfer Agreement, the Target Company is owned as to 70% by the Vendor and 30% by the Purchaser. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, save for being the substantial shareholder of a subsidiary of the Company or the subsidiary of the Company (as the case may be), the Purchaser and the Target Company are third parties independent of the Company and its connected persons.

Assets to be disposed: Subject to the terms and conditions of the Equity Transfer Agreement, the Vendor has conditionally agreed to dispose of, and the Purchaser has conditionally agreed to acquire, the Sale Interests.

Consideration: The Consideration is RMB84,569,500, which shall be payable by the Purchaser to the Vendor in the following manner:

- (1) 40% of the Consideration (being RMB33,827,800) as first installment shall be payable to the Vendor within 10 Business Days after the fulfillment of the Conditions. Within 2 Business Days from the date of receipt of the first installment by the Vendor, the Vendor and the Purchaser shall proceed with the transfer of the Sale Interests to the Purchaser and all necessary registration procedures;

LETTER FROM THE BOARD

- (2) 55% of the Consideration (being RMB46,513,225) as second installment shall be payable to the Vendor on the date of completion of the transfer and registration procedures mentioned in (1) above; and
- (3) the remaining balance of 5% of the Consideration (being RMB4,228,475) shall be payable to the Vendor within 90 days from the Completion.

**Basis of the
Consideration:**

The Consideration was arrived at after arm's length negotiations between the Vendor and the Purchaser on normal commercial terms with reference to, among other things, (i) the net assets value of the Target Group; (ii) the proven track record and the historical financial performance of the Target Group; (iii) the business ability and prospects of the Target Group; and (iv) the benefits of the Disposal.

LETTER FROM THE BOARD

The Disposal will allow the Group to preserve its liquidity in view of the deteriorating performance of the Target Group. The Board noted that the Consideration represents a discount of approximately 37% to the net asset value of the Target Group. It considered that the Consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole having taken into account the following factors: (i) the Group has imminent needs to settle its loans. As at 30 June 2022, the Group had borrowings with a total principal amount of RMB4,425,767,000 remained unsettled. In addition, cross-defaults in certain other borrowings of the Group in the amount of RMB5,562,550,000 were triggered as at 30 June 2022; (ii) the Group has exhausted all means to locate suitable buyers for its property projects (including negotiating with several large private enterprises and certain local state-owned enterprises in Changsha in respect of the disposal of the Target Group or its individual property projects) but to no avail after 8 months other than the Purchaser for the current Disposal. Main reasons attributable to such failure to reach consensus with potential buyers include the pandemic situation in the PRC, the current market sentiment in the real estate industry in the PRC, and the substantial amount of investment required to complete the development of the property interests of the Target Group. In light of the aforesaid, there was no other more favourable offer made from such potential purchasers; (iii) the performance and financial conditions of the Target Group are deteriorating. The Group does not have sufficient working capital to finance the Target Group regarding the development of its property interests and the Target Group was unable to obtain any external financing itself. As a result of the lack of capital, the development of the property interests held by the Target Group experienced prolonged delay. Thus, the financial performance of the Target Company continue to deteriorate in terms of both revenue and net profit; and (iv) the prospect of the Target Group is highly uncertain given the deteriorating property market situation in Hunan Province and the current market sentiment in the real estate industry in the PRC.

**Conditions
precedent:**

Completion of the Equity Transfer Agreement shall be conditional upon the fulfillment of all of the following conditions:

- (1) the Equity Transfer Agreement having been executed;

LETTER FROM THE BOARD

- (2) all necessary authorisations, consents and approvals as may be required for the Vendor to complete the Equity Transfer Agreement and the Disposal having been obtained (including but not limited to the written shareholders' and directors' resolution made in accordance with Rule 14.44 of the Listing Rules) and having been delivered to the Purchaser;
- (3) all necessary authorisations, consents and approvals as may be required for the Purchaser to complete the Equity Transfer Agreement and the Disposal having been obtained; and
- (4) the Target Company having obtained the written consent from the Bank of Changsha Co., Ltd. agreeing to the Disposal and releasing Yida Development from the Guarantee.

If any party failed to fulfill the above Conditions within 60 days from the date of the Equity Transfer Agreement, unless the parties agreed in writing for extension, the non-defaulting party shall be entitled to terminate the Equity Transfer Agreement and none of the parties shall have any claim against the other in respect of the Equity Transfer Agreement.

Completion:

Completion shall take place on the date of completion of the transfer and registration procedures of the Sale Interests. Immediately upon Completion, the Company will cease to have any equity interest in the Target Company. The Target Company will then cease to be a subsidiary of the Company and the financial information of the Target Group will no longer be consolidated into the Group's consolidated financial statements.

As at the Latest Practicable Date, all Conditions have been fulfilled. Completion took place on 29 September 2022.

INFORMATION ON THE TARGET GROUP

The Target Company was established in the PRC and is owned as to 70% by the Vendor and 30% by the Purchaser as at the date of the Equity Transfer Agreement. The Target Company is principally engaged in property development (including commercial properties, residential properties and industrial properties) and smart factory services (which aim at introducing enterprises into industrial parks and providing them with supporting, policy, talents and other industrial services).

Set out below is the unaudited consolidated financial information of the Target Group for the two financial years ended 31 December 2021 and the six months ended 30 June 2022:

LETTER FROM THE BOARD

	For the financial year ended 31 December		For the six months ended30
	2020	2021	June 2022
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	963,185	325,068	76,870
Net profit before taxation	143,803	45,730	9,020
Net profit after taxation	106,005	29,730	6,600

Based on the unaudited consolidated financial information of the Target Group, the total assets value and net assets value of the Target Group were approximately RMB1,836 million and RMB191.7 million respectively as at 31 December 2021; and approximately RMB1,798.23 million and RMB198.31 million, respectively as at 30 June 2022.

A breakdown by nature of the Target Group's total assets as at 31 December 2021 and 30 June 2022 is as follows:

	As at 31 December 2021 <i>(RMB'000)</i>	As at 30 June 2022 <i>(RMB'000)</i>
Inventories	1,510,860	1,526,670
Trade and other receivables	200,730	198,290
Cash and cash equivalents	97,980	41,410
Prepaid land appreciation tax	14,870	16,810
Other assets	11,860	15,050
Total assets	<u>1,836,300</u>	<u>1,798,230</u>

A reconciliation between (a) the Target Group's total assets of RMB1,836 million and the Target Group's net assets of RMB191.7 million as at 31 December 2021; and (b) the Target Group's total assets of RMB1,798 million and net assets of RMB198.31 million as at 30 June 2022 is as follows:

	As at 31 December 2021 <i>(RMB'000)</i>	As at 30 June 2022 <i>(RMB'000)</i>
Total assets	1,836,300	1,798,230
Less: Short-term borrowings	584,490	525,240
Contract liabilities	283,510	367,800
Trade payable	451,570	379,300
Other payables	267,960	271,300
Tax payable	30,110	29,730
Deferred income	26,940	26,550
Net assets	<u>191,710</u>	<u>198,310</u>

LETTER FROM THE BOARD

As at the date of the Equity Transfer Agreement, the Target Company has obtained 5 land use right certificates in respect of 6 property interests (which constitute approximately 85% of the total assets of the Target Group as at 30 June 2022) in aggregate GFA of 1,111,574 sq.m., detailed as follows:

Property Interest	Purpose	GFA (sq.m.)	Development status	Property ownership certificate no.	Carrying value as at 30 June 2022 (RMB'000)	% of the Company's total assets as at 30 June 2022
1	Commercial	72,534	Under development	Xiang (2019) Wangcheng District Real Estate Property No. 0003088 (湘(2019)望城區不動產權第0003088號)	401,390	0.97%
2	Residential	130,908	Completed		406,740	0.98%
3	Residential	243,809	Completed	Xiang (2018) Wangcheng District Real Estate Certificate No. 0099423 (湘(2018)望城區不動產證明第0099423號)	40,710	0.10%
4	Type I Industrial	103,995	Completed	Xiang (2020) Wangcheng District Real Estate Property Rights Nos. 0001579, 1580, 1581 and 1582 (湘(2020)望城區不動產權第0001579、1580、1581、1582號)	191,790	0.46%
		309,861	Undeveloped land			
5	Residential	141,824	Under development	Xiang (2021) Wangcheng District Real Estate Property No. 0007545 (湘(2021)望城區不動產權第0007545號)	400,490	0.97%
6	Commercial	108,643	Undeveloped land	Xiang (2021) Wangcheng District Real Estate Property No. 0009849 (湘(2021)望城區不動產權第0009849號)	85,560	0.21%
	Total	<u>1,111,574</u>			<u>1,526,670</u>	<u>3.69%</u>

Save as disclosed in the table above, the Target Group did not hold any other property interests as at the Latest Practicable Date.

INFORMATION OF THE PARTIES

The Group

The Group is the largest business park developer and leading business park operator in China, the main business involves the development and operation of business parks, sales of business park supporting residential buildings, office buildings and independent houses, business park entrusted operation management, provision of construction, decoration and landscaping services.

LETTER FROM THE BOARD

The Purchaser

The Purchaser was established in the PRC and is principally engaged in urban infrastructure construction, industrial real estate development, high-tech industrial investment, real estate investment and development, etc. The Purchaser is ultimately owned by the Wangcheng Economic and Technological Development Zone Management Committee* (望城經濟技術開發區管委會, which is a government authority in the Wangcheng Economic and Technological Development Zone, Hunan Province, the PRC).

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Company has been facing liquidity pressures since 2019. To improve its liquidity and obtain financing to meet the financial needs of the Group, the Company has been actively seeking for potential purchasers in respect of its assets in the PRC on terms which are in the best interests of the Company and its Shareholders as a whole.

Despite the Company will record a loss on the Disposal, in the circumstances, the Disposal will enable the Group to realize the value of its investment in the Target Company and obtain immediate cash inflow to alleviate the Group's liquidity pressure. The Disposal will be conducive to optimizing the Group's resources allocation and reducing its asset liability ratio, thereby allowing the Group to lower its risks and achieve stable development.

Having made prudent assessments on the above and considered the prevailing market conditions, the Directors are of the view that it would be beneficial for the Company and its stakeholders (including its Shareholders) as a whole to pursue the Disposal and generate liquidity for the Group.

The terms of the Equity Transfer Agreement were determined after arm's length negotiations between the parties thereto and the Directors (including the independent non-executive Directors) are of the view that the terms of the Equity Transfer Agreement and the Disposal, although not in the ordinary course of business of the Company, are on normal commercial terms or better and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

FINANCIAL EFFECT AND USE OF PROCEEDS

The net proceeds from the Disposal will be used to repay the indebtedness of the Group. Based on the preliminary assessment, the Group will record a loss of approximately RMB57.1 million as a result of the Disposal, being the difference between the Consideration and the estimated net assets value of the Target Group as at the date of Completion, after deducting the estimated amount of relevant tax expenses and relevant expenses payable by the Vendor in respect of the Disposal. The actual gain or loss as a result of the Disposal to be recorded by the Group is subject to further true-up of the estimated net assets value of the Target Group as at the date of Completion.

Having taken into account the net proceeds from the Disposal of approximately RMB81 million and the estimated net assets value of the Target Group as at the date of Completion, it is estimated that upon completion of the Disposal, the total assets of the

LETTER FROM THE BOARD

Group will decrease by approximately RMB1,685 million while the total liabilities of the Group will decrease by approximately RMB1,570 million. It is estimated that the net assets of the Group will decrease by approximately RMB115 million.

LISTING RULES IMPLICATIONS

Chapter 14

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Disposal are more than 25% but all of which are less than 75%, the Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and are subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

Chapter 14A

The Purchaser is substantial shareholder of a subsidiary of the Company. Accordingly, it is a connected person of the Company at the subsidiary level under Chapter 14A of the Listing Rules. As (i) the Board has approved the Disposal; and (ii) the independent non-executive Directors have confirmed that the terms of the Disposal is on normal commercial terms and its terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole, the Disposal is subject to the reporting and announcement requirements, but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under Rule 14A.101 of the Listing Rules.

WRITTEN SHAREHOLDERS' APPROVAL

To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, no Shareholders or any of their respective associates have any material interest in the Disposal. As such, no Shareholders would be required to abstain from voting in favour of the resolution approving the Disposal.

As at the Latest Practicable Date, Jiayou owned 1,581,485,750 Shares, representing approximately 61.20% of the Shares in issue. However, due to the appointment of the Receivers on 11 May 2022, Jiayou no longer have any power or authority to deal with 516,764,000 Charged Shares (representing approximately 19.99% of the total issued Shares) or exercise any rights attached or in relation thereto. As such, Jiayou could only exercise the voting right attaching to 1,064,721,750 Shares, representing approximately 41.2% of the Shares in issue as at the Latest Practicable Date.

Accordingly, Jiayou, together with Right Won Management Limited (who owns 241,400,000 Shares, representing approximately 9.34% of the issued share capital of the Company), are entitled to exercise voting rights in 1,306,121,750 Shares, representing in aggregate approximately 50.54% of the entire issued capital of the Company as at the Latest Practicable Date. Accordingly, the Company has obtained a written shareholder's approval certificate from Jiayou and Right Won Management Limited (being a closely allied group of Shareholders who are parties acting in concert among themselves within the meaning of The

LETTER FROM THE BOARD

Hong Kong Code on Takeovers and Mergers) to approve the Equity Transfer Agreement and the Disposal pursuant to Rule 14.44 of the Listing Rules and no extraordinary general meeting will be convened and held by the Company to approve the Disposal.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the terms of the Equity Transfer Agreement and the Disposal are fair and reasonable and are in the interest of the Company and the Shareholders as a whole. If a general meeting were to be convened by the Company to consider and approve the Equity Transfer Agreement and the Disposal, the Board would recommend the Shareholders to vote in favour of the resolution to approve the Equity Transfer Agreement and the Disposal.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Yida China Holdings Limited
Jiang Xiuwen
Chairman and Chief Executive Officer

1. FINANCIAL INFORMATION OF THE GROUP FOR EACH OF THE THREE YEARS ENDED 31 DECEMBER 2019, 2020 AND 2021 AND THE SIX MONTHS ENDED 30 JUNE 2022

Details of the financial information of the Group for each of the three years ended 31 December 2019, 2020 and 2021 and the six months ended 30 June 2022 are disclosed in the following documents which have been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.yidachina.com.cn/html/index.php>) and can be accessed at the website addresses below:

For the annual report of the Company for the year ended 31 December 2019, please see: <https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0515/2020051502121.pdf> (pages 103 to 196)

For the annual report of the Company for the year ended 31 December 2020, please see: <https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0429/2021042900647.pdf> (pages 97 to 192)

For the annual report of the Company for the year ended 31 December 2021, please see: <https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0429/2022042903091.pdf> (pages 109 to 200)

For the interim report of the Company for the six months ended 30 June 2022, please see: <https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0927/2022092700301.pdf> (pages 32-72)

2. INDEBTEDNESS STATEMENT**Debts and borrowings**

As at 31 August 2022, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had outstanding (i) secured bank loans of approximately RMB4,680.1 million, (ii) secured corporate bond and other loans of approximately RMB6,022.0 million, (iii) unsecured corporate bond, senior notes and other loans of approximately RMB1,892.2 million, and (iv) lease liabilities of approximately RMB59.2 million.

The secured bank and other borrowings of the Group as at 31 August 2022 are secured by:

- (i) pledges over certain of the Group's buildings, properties under development, land held for development for sale, completed properties held for sale, and investment properties;
- (ii) pledges over certain of the Group's other receivables;
- (iii) pledges over the Group's equity interests in certain subsidiaries;
- (iv) guarantees given by the Company and/or its subsidiaries; and/or
- (v) pledges over certain of the Group's time deposits.

Financial guarantees

As at 31 August 2022, the contingent liabilities incurred by the Group for provision of guarantees to financial institutions in respect of the mortgage loans provided by such financial institutions to the property purchasers of the Group were approximately RMB960.6 million. Besides, the contingent liabilities incurred by the Group for provision of guarantees to bank loans granted to a joint venture were approximately RMB163.6 million.

Save as aforesaid and apart from intra-group liabilities, the Group did not, as at 31 August 2022, have any other outstanding debt securities, whether issued and outstanding, authorised or otherwise created but unissued, term loans, whether guaranteed, unguaranteed, secured (whether the security is provided by the Company or by third parties) or unsecured, other borrowings or indebtedness in the nature of borrowing including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, whether guaranteed, unguaranteed, secured or unsecured borrowings or debt, mortgages, charges, guarantees or other material contingent liabilities.

The Directors confirm that, save as disclosed above, there are no material changes in the indebtedness and contingent liabilities of the Group since 31 August 2022.

3. WORKING CAPITAL

As set out in the Company's interim condensed consolidated financial statements for the six months ended 30 June 2022, the Group's current liabilities exceeded its current assets by RMB8,100,856,000 as at 30 June 2022. At the same date, its current borrowings amounted to RMB12,707,257,000 while its cash and cash equivalents amounted to RMB221,482,000 only.

Up to 30 June 2022, the Group failed to pay principals, interests and consent fees of certain borrowings according to their scheduled payment dates (the "**Borrowings Overdue**"). Although the Group managed to settle some of these borrowings till 30 June 2022 after the due dates, borrowings with a total principal amount of RMB4,425,767,000 remained unsettled as at 30 June 2022.

On 18 January 2021, the Group failed to settle a payable with interest accrued thereon to the Aetos Parties according to the Final Award. On 4 March 2021, the Group and Aetos Parties entered into the Settlement Agreement which stipulates that the Group should settle the payables to Aetos Parties by instalments before 30 September 2021 in accordance with an agreed repayment schedule. However, the Group failed to fulfill the Settlement Agreement, and therefore Aetos Parties formally demanded the Group to settle the unpaid balance, among other actions, to Aetos Parties' satisfaction, or otherwise a winding-up petition may be presented to the court (the "**Aetos Parties Matter**"). On 12 May 2022, the Company received a letter regarding the appointment of the Receivers by Aetos Parties over the 516,764,000 Charged Shares on 11 May 2022, which stated that Jiayou shall no longer have any power or authority to deal with the Charged Shares nor exercise any rights attached to or in relation to the Charged Shares unless prior consent or authorisation is given

by the Receivers, pursuant to the terms of the Company Share Charge. As at 30 June 2022, the unpaid balance due to Aetos Parties amounted to RMB947,169,000. The Group has proposed settlement plans to and has been actively negotiating with Aetos Parties.

Since 2018, the financial conditions of the Group's controlling shareholder, China Minsheng, changed in such a way that triggered certain terms specified in the Group's borrowing agreements. In addition, the Company publicly announced on 20 February 2020 that Mr. Chen Donghui, a then executive Director who was subsequently removed since 15 June 2020, was detained by the relevant authorities in the PRC. These matters, together with the Borrowings Overdue and the Aetos Parties Matter, constituted events of default and resulted in certain other borrowings of the Group (other than the Borrowings Overdue) amounted to RMB5,562,550,000 in total as at 30 June 2022 becoming immediately repayable if requested by the lenders, of which RMB4,785,850,000 represented borrowings with scheduled repayment dates within one year, while RMB776,700,000 represented non-current borrowings with original contractual repayment dates beyond 30 June 2023 that were reclassified as current liabilities.

The above conditions indicate that material multiple uncertainties exist that may cast significant doubt on the Group's ability to continue as a going concern.

In preparing the working capital forecast for the Group for the 12 months from the date of this circular, the Group was unable to obtain (i) written agreement with relevant lenders in respect of certain loans and corporate bond that they will not exercise their rights to demand immediate repayment of the relevant loans and corporate bond prior to their scheduled contractual repayment dates, as triggered by changes in financial conditions of China Minsheng, the failure to repay certain borrowings together with accrued interests and consent fees under the corresponding agreements with lenders according to the respective scheduled repayment dates set out therein ("**Bank Loans Default**"), the failure of paying the consent fee according to the schedule payment date in the solicitation of consents for the senior notes due on 27 March 2022 ("**2022 Senior Notes Delay Payment Matter**") and the Aetos Parties Matter; (ii) confirmation on the renewal of existing loans which are yet due but will be due for repayment within 12 months from the date of this circular; and (iii) written confirmation of new loans which are yet to be negotiated with banks and financial institutions within 12 months from the date of this circular. As such, based on the existing confirmed facilities, the Group was unable to confirm that it would have sufficient working capital for its present requirements for at least the next 12 months from the date of this circular as required under paragraph 30 of Appendix 1B to the Listing Rules. The Group has the following plans to ensure that it would have sufficient working capital for at least the next 12 months from the date of this circular:

- i) The Group has proposed settlement plans and has been actively negotiating with Aetos Parties. Up to the Latest Practicable Date, Aetos Parties have not presented a winding-up petition to the court. The Directors are confident that the Group will reach a final settlement agreement with Aetos Parties in due course and Aetos Parties will not exercise their rights to present a winding-up petition to the court.

- ii) In respect of the Borrowings Overdue, the Group has been actively negotiating with all the lenders for renewal and extension for repayments of the Borrowings Overdue. While certain lenders preliminarily intended to renew or extend the certain Borrowings Overdue, no formal agreement has been reached yet as at the Latest Practicable Date. The Directors are confident that such lenders will not exercise their rights to demand the Group's immediate repayment of the borrowings and the Group will reach final agreements with such lenders in due course.
- iii) The Group has maintained active communication with other relevant lenders in respect of the Borrowings Overdue, the Aetos Parties Matter and other matters which triggered default or cross-default terms of their respective borrowing agreements. The Directors are confident to convince the relevant lenders not to exercise their rights to demand the Group's immediate repayment of the borrowings prior to their scheduled contractual repayment dates.
- iv) The Group has also been negotiating with various banks and financial institutions to secure new sources of financing. The Directors believe that, given the Group's long-term relationship with the banks and financial institutions and the availability of the Group's properties as collateral for the borrowings, the Group will be able to renew or extend existing borrowings and obtain new borrowings when needed.
- v) The Group will continue to implement measures to accelerate the pre-sales and sales of its properties under development and completed properties, and to speed up the collection of sales proceeds.
- vi) The Group will strive to maintain a continuing and normal business relationship with major constructors and suppliers to agree the payment arrangements with them and to complete the construction progress as scheduled. The Group will also continue to take active measures to control administrative costs and capital expenditures.
- vii) The Group will seek opportunities to dispose of certain assets and investments at reasonable prices to generate cash inflows and mitigate its liquidity pressure.

Taking into account the financial resources available to the Group, including the internally generated funds and the existing borrowings, and based on the assumptions that the relevant lenders of the existing borrowings and corporate bond will not exercise their rights to demand immediate payment of the relevant borrowings prior to their scheduled contractual repayment dates, as triggered by changes in financial conditions of China Minsheng, the Bank Loans Default, the 2022 Senior Notes Delay Payment Matter and the Aetos Parties Matter, in the absence of unforeseeable circumstances, the Directors are of the opinion that the Group has sufficient working capital for its present requirements for at least the next twelve months from the date of this circular.

The Company has obtained the relevant confirmation as required under Rule 14.66(12).

In the event that none of the above plans could be effectively implemented, the Company will consider and seek for other appropriate alternative plan(s), including but not limited to potential equity or debt fund raising exercise, in order to ensure that the Group will have sufficient working capital.

4. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Although as the largest business park developer and leading business park operator in the PRC, the outbreak of COVID-19 has had negative impacts on the Group's sales of properties business. The Disposal will enable the Group, by disposing a non-core asset, to quickly recover funds and repay some of the indebtedness. Under the clear market trend of growing industry concentration and declining asset expansion, the Group could control financial risk and speed up the cash inflows through optimizing asset allocation and deleveraging. Therefore, the Directors is convinced the Disposal will contribute the Group's stable development in the long term and the ability to take advantage of future market opportunities.

Despite facing multiple uncertainties, the Group remains committed to the direction of "strengthening the core competitiveness of business park operation", the implementation of the strategy of "developing asset-light and asset-heavy businesses simultaneously, leading the development of asset-light business to actuate asset-heavy business, supporting asset-light business with asset-heavy business", and refined the development model of "city-industry integration".

5. EFFECTS OF THE TRANSACTIONS ON THE EARNINGS AND ASSETS AND LIABILITIES OF THE GROUP

As at 31 December 2021, the audited consolidated total assets of the Group amounted to approximately RMB43,233 million and the audited consolidated total liabilities of the Group amounted to approximately RMB31,022 million.

As at 31 December 2021, the unaudited total assets and total liabilities of the Target Group, as extracted from its unaudited financial statements as at 31 December 2021 amounted to approximately RMB1,836 million and approximately RMB1,644 million, respectively. Upon Completion, the Target Company will cease to be a subsidiary of the Company and the financial information of the Target Group will no longer be consolidated into the Group's consolidated financial statements.

Based on the preliminary assessment, it is expected that the Group will record a loss of approximately RMB57.1 million as a result of the Disposal, being the difference between the Consideration and the estimated net assets value of the Target Group as at the date of Completion, after deducting the estimated amount of relevant tax expenses and relevant expenses payable by the Vendors in respect of the Disposal. The actual gain or loss as a result of the Disposal to be recorded by the Group is subject to further true-up of the estimated net assets value of the Target Group as at the date of Completion.

6. NO MATERIAL ADVERSE CHANGES

The Directors confirm that there are no material adverse changes in the financial or trading position of the Group since 31 December 2021 (being the date to which the latest published audited consolidated financial statements of the Company were made up).

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Directors' and chief executive's interests and short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations

(a) Long positions in the Shares and/or underlying Shares and/or debenture of the Company

Name of Director	Capacity/ Nature of interest	Number of Shares held ⁽¹⁾	Approximate percentage in the Company's issued share capital
Mr. Jiang Xiuwen	Interest of a controlled corporation	68,600,000(L) ⁽²⁾	2.65%
Mr. Wang Gang	Interest of a controlled corporation	69,200,000(L) ⁽³⁾	2.68%

Notes:

- (1) The letter "L" denotes the person's long position in such securities.
- (2) Mr. Jiang Xiuwen beneficially owns the entire issued share capital of Grace Excellence Limited, Everest Everlasting Limited and Wonderful High Limited, which, in total own 74.21% of the issued share capital of Keen High Keen Source Limited. Keen High Keen Source Limited owns 2.65% of the issued share capital of the Company. By virtue of the SFO, Mr. Jiang Xiuwen is deemed to be interested in the Shares held by Keen High Keen Source Limited.

- (3) Mr. Wang Gang beneficially owns the entire issued share capital of Mighty Equity Limited, which in turn owns the entire issued share capital of Grace Sky Harmony Limited. Grace Sky Harmony Limited owns 2.68% of the issued share capital of the Company. By virtue of the SFO, Mr. Wang Gang is deemed to be interested in the Shares held by Grace Sky Harmony Limited.

(b) Long positions in the shares and/or underlying shares of the Company's associated corporations

Name of Director	Name of associated corporation	Capacity	Number of Shares ⁽¹⁾	Percentage of the issued share capital of that associated corporation held
Mr. Jiang Xiuwen	Keen High Keen Source Limited	Interest of a controlled corporation	5,180(L) ⁽²⁾	74.21%

Notes:

- (1) The letter "L" denotes the person's long position in such securities.
- (2) These shares are held by Grace Excellence Limited with 3,000 shares, Everest Everlasting Limited with 180 shares and Wonderful High Limited with 2,000 shares, which are wholly-owned by Mr. Jiang Xiuwen.

As at the Latest Practicable Date, save as disclosed herein, none of the Directors or chief executive of the Company had any interests in the underlying shares in respect of physically settled, cash settled or other equity derivatives of the Company or any of its associated corporations.

Save as disclosed herein, as at the Latest Practicable Date, to the knowledge of the Company:

- (1) none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors and the chief executive of the Company were taken or deemed to have under such provisions of the SFO); or (b) which were required to be entered in the register kept by the Company under Section 352 of the SFO; or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code; and

- (2) none of the Directors and chief executive of the Company nor their spouses or minor children (natural or adopted) were granted or had exercised any rights to subscribe for any equity or debt securities of the Company or any of its associated corporations.

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors was a director or employee of a company which had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

So far as is known to the Directors or chief executive of the Company, as at the Latest Practicable Date, the persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Name of shareholder	Capacity/ Nature of interest	Number of shares held ⁽¹⁾	Approximate percentage in the Company's issued share capital
Jiayou ⁽²⁾⁽³⁾	Beneficial owner	1,581,485,750(L)	61.20%
Jiahuang (Holdings) Investment Limited ⁽²⁾	Interest of corporation controlled by the substantial shareholder	1,581,485,750(L)	61.20%
Shanghai Pinzui Enterprise Management Ltd. ⁽²⁾	Interest of corporation controlled by the substantial shareholder	1,581,485,750(L)	61.20%
China Minsheng Jiaye Investment Co., Ltd. ⁽²⁾	Interest of corporation controlled by the substantial shareholder	1,581,485,750(L)	61.20%
China Minsheng Investment Corp., Ltd. ⁽²⁾	Interest of corporation controlled by the substantial shareholder	1,581,485,750(L)	61.20%
Yeung Mei Lee ⁽³⁾	Joint and several receivers	516,764,000	19.99%
Chen Mingxiao ⁽³⁾	Joint and several receivers	516,764,000	19.99%
Sun Yinhan ⁽⁴⁾	Founder of a discretionary trust	241,400,000(L)	9.34%
TMF (Cayman) Ltd. ⁽⁴⁾	Trustee	241,400,000(L)	9.34%

Name of shareholder	Capacity/ Nature of interest	Number of shares held ⁽¹⁾	Approximate percentage in the Company's issued share capital
Right Ying Holdings Limited ⁽⁴⁾	Interest of controlled corporation	241,400,000(L)	9.34%
Right Won Management Limited ⁽⁴⁾	Beneficial owner	241,400,000(L)	9.34%

Notes:

- (1) The letter "L" denotes the person's long position in such securities.
- (2) China Minsheng owns 67.26% share equity of China Minsheng Jiaye Investment Co., Ltd ("CMIG Jiaye"). Shanghai Pinzui Enterprise Management Ltd. ("Pinzui") is beneficially wholly-owned by CMIG Jiaye. Jiahuang (Holdings) Investment Limited ("Jiahuang") is beneficially wholly-owned by Pinzui. Jiayou is beneficially wholly-owned by Jiahuang. By virtue of the SFO, China Minsheng, CMIG Jiaye, Pinzui and Jiahuang are deemed to hold equity in 1,581,485,750 shares held by Jiayou.
- (3) On 11 March 2021, Jiayou executed the Company Share Charge pursuant to which Jiayou agreed to charge 516,764,000 Shares in favour of the Aetos Parties. On 11 May 2022, Mr. Chen Mingxiao (Jason Chen) and Ms. Yeung Mei Lee (Kitty Yeung) were appointed as the joint and several receivers of the Charged Shares.
- (4) The entire issued share capital of Right Won Management Limited is held by TMF (Cayman) Ltd. (as the trustee of The Right Ying Trust) through Right Ying Holdings Limited. The entire issued share capital of Right Ying Holdings Limited is held by TMF Cayman Ltd. The Right Ying Trust is a discretionary trust established by Mr. Sun Yinhuan on 14 November 2018. The beneficiaries of The Right Ying Trust include Mr. Sun Yinhuan and certain of his family members.

Save as disclosed above, so far as is known to the Directors or the chief executive of the Company, as at the Latest Practicable Date, no other persons (not being a Director or chief executive of the Company) had, or were deemed to have, an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept under section 336 of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing and proposed service contract with any members of the Group other than contracts expiring or determinable by the relevant member of the Group within one year without payment of compensation (other than statutory compensation).

5. COMPETING INTERESTS OF DIRECTORS AND CLOSE ASSOCIATES

As at the Latest Practicable Date, none of the Directors and their respective close associates were considered to have interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group or have or may have any other conflicts of interest with the Group pursuant to the Listing Rules.

6. DIRECTORS' INTEREST IN CONTRACTS AND ASSETS OF THE GROUP AND OTHER INTERESTS

None of the Directors was materially interested in any contract or arrangement which was entered into by any member of the Group and subsisting at the Latest Practicable Date which was significant in relation to the business of the Group.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, none of the Directors had any direct or indirect interest in any asset which had been, since 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up, acquired or disposed of by, or leased to, any member of the Group or were proposed to be acquired or disposed of by, or leased to, any member of the Group.

7. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of the Group within the two years immediately preceding the date of this circular and which are, or may be, material to the Group:

- (a) the equity transfer agreement dated 4 March 2021 as supplemented by the supplemental agreement dated 4 March 2021 (collectively, the “**2021 Equity Transfer Agreement**”) was entered into among (i) Yida Development, Dalian Yida Service Consultancy Company Limited* (大連億達服務諮詢有限公司), Dalian Lanwan Real Estate Company Limited* (大連藍灣房地產有限公司) and TRUE TREASURE HOLDINGS LIMITED (誠悅控股有限公司) (all being wholly-owned subsidiaries of the Company and collectively, the “**2021 Vendors**”) as vendors; (ii) 龍湖嘉悅物業服務有限公司 (Longfor Jiayue Property Service Company Limited*) (the “**2021 Purchaser**”) as purchaser; and (iii) 億達物業服務集團有限公司 (Yida Property Service Company Limited*) (“**2021 Target Company**”) as target company, in respect of the disposal of the entire equity interests in 2021 Target Company for a consideration of RMB1,273 million;
- (b) the Settlement Agreement dated 4 March 2021 entered into by and among the Aetos Parties, the Obligors and the Yida Parties in relation to the settlement arrangement for the outstanding payments to be made by the Obligors under the Final Award which amounted to US\$208,793,407. Pursuant to the Settlement Agreement, it was agreed that the total payment obligation would be reduced to US\$175,000,000 ;

- (c) the third extension agreement dated 11 March 2021 (the “**Third Extension Agreement**”) was entered into between Dalian Shengyue Property Development Company Limited (大連聖躍房地產開發有限公司) (being a wholly-owned subsidiary of the Company) (the “**Borrower**”) and Shanghai Jiayu Medical Investment Management Co., Ltd. (上海嘉愈醫療投資管理有限公司) (the “**Lender**”) pursuant to which the loan of RMB230,000,000 was further extended to 31 October 2021 and the loan amount was revised to RMB251,558,851.54 by taking into account any unpaid interest prior to the original expiry of the respective portion of the loan, with other terms of the loan agreement dated 3 December 2019 (the “**Loan Agreement**”) entered into between the Borrower and the Lender remain unchanged;
- (d) the supplemental agreement to the Third Extension Agreement dated 31 March 2021 was entered into between the Borrower and the Lender to remove the deadline regarding the Stock Exchange’s clearance on the circular to be issued with respect to the Third Extension Agreement;
- (e) the equity transfer agreement dated 21 May 2021 was entered into among Dalian Software Park Company Limited* (大連軟件園股份有限公司) (a wholly-owned subsidiary of the Company) (as vendor), Ascendas (China) Pte Ltd (as purchaser) and DLSP-Ascendas Co., Ltd. (as target company) in relation to the disposal of 50% equity interest in DLSP-Ascendas Co., Ltd at a consideration of RMB501 million;
- (f) the fourth extension agreement dated 31 March 2022 (the “**Fourth Extension Agreement**”) was entered into between the Borrower and the Lender pursuant to which the revised loan amount of RMB251,558,852 was further extended to 30 June 2023 and the loan interest rate was revised from 8% to 6% per annum, with other terms of the Loan Agreement remain unchanged; and
- (g) the Equity Transfer Agreement.

8. LITIGATION

As at the Latest Practicable Date, so far as the Directors are aware, the Group was not engaged in any material litigation or arbitration proceedings nor was any material litigation or claim pending or threatened against it.

9. MISCELLANEOUS

- (a) The joint company secretaries of the Company are Mr. Sun Mingze and Ms. Kwong Yin Ping Yvonne (“**Ms. Kwong**”). Ms. Kwong is a fellow member of each of The Chartered Governance Institute and The Hong Kong Institute of Chartered Secretaries.
- (b) The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

- (c) The principal place of business of the Company in Hong Kong is situated at Room 2008, 20/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong.
- (d) The branch share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited, whose address is situated at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

10. DOCUMENTS ON DISPLAY

A copy of the Equity Transfer Agreement will be published on the Company's website (www.yidachina.com) and the HKEXnews website (www.hkexnews.hk) for a period of 14 days from the date of this circular.

11. LANGUAGE

In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.