
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 a stockbroker, a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yida China Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities 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)

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND TO
BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Yida China Holdings Limited to be held at Boardroom, Level 10, Yida Square, No. 93 Dongbei Road, Shahekou District, Dalian, Liaoning Province, PRC on Friday, 30 June 2023 at 10:00 a.m. is set out on pages 16 to 19 of this circular.

A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of the Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.yidachina.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the Annual General Meeting if you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

8 June 2023

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Explanatory Statement on the Share Buy-back Mandate	8
Appendix II – Details of the Directors Proposed to be Re-elected at the Annual General Meeting	11
Notice of Annual General Meeting	16

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Boardroom, Level 10, Yida Square, No. 93 Dongbei Road, Shahekou District, Dalian, Liaoning Province, PRC on Friday, 30 June 2023 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 16 to 19 of this circular
“Articles of Association”	the amended and restated articles of association of the Company, as amended from time to time
“Board”	the board of the Directors
“Cayman Companies Act”	the Companies Act (As Revised), Cap. 22 of the Cayman Islands
“China” or “PRC”	the People’s Republic of China
“Company”	Yida China Holdings Limited (億達中國控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 26 November 2007, with its Shares listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and/or deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	5 June 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of US\$0.01 each of the Company
“Share Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

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 Directors:

Mr. Jiang Xiuwen
(Chairman and Chief Executive Officer)
Mr. Yuan Wensheng

Non-executive Directors:

Mr. Lu Jianhua *(Vice Chairman)*
Mr. Wang Gang
Ms. Jiang Qian
Mr. Weng Xiaoquan

Independent Non-executive Directors:

Mr. Yip Wai Ming
Mr. Guo Shaomu
Mr. Han Gensheng

Registered Office:

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

Headquarter 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

8 June 2023

To the Shareholders

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND TO
BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and the information in respect of the resolutions to be proposed at the Annual General Meeting including (i) the renewal of the General Mandate and the Share Buy-back Mandate; (ii) the extension of the General Mandate to include the Shares bought back pursuant to the Share Buy-back Mandate; and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES

At the annual general meeting of the Company convened and held on 21 June 2022, resolutions were passed giving general mandates to the Directors (i) to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue immediately on the date of passing of the resolution regarding the grant of the General Mandate; (ii) to buy back Shares not exceeding 10% of the total number of Shares in issue on the date of the passing of the resolution regarding the grant of the Share Buy-back Mandate; and (iii) to extend the general mandate of (i) above to include Shares bought back pursuant to the general mandate of (ii) above. Such general mandates will expire at the conclusion of the forthcoming Annual General Meeting.

At the Annual General Meeting, the following ordinary resolutions will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the resolution. The General Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 2,583,970,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or bought back prior to the date of the Annual General Meeting, the Directors will be authorised to issue up to 516,794,000 Shares under the General Mandate;
- (b) to grant the Share Buy-back Mandate to the Directors to exercise all powers of the Company to buy back issued Shares subject to the criteria set out in this circular. Under such Share Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue was 2,583,970,000 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Share Buy-back Mandate and assuming no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 258,397,000 Shares, being 10% of the total number of Shares in issue as at the date of passing of the resolution in relation thereto. The Share Buy-back Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and

LETTER FROM THE BOARD

- (c) subject to the passing of the aforesaid ordinary resolutions granting the General Mandate and the Share Buy-back Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares bought back under the Share Buy-back Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution to renew the grant of the Share Buy-back Mandate at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 83(3) and 84(1)(2) of the Articles of Association, Mr. Yuan Wensheng, an executive Director, Mr. Weng Xiaoquan and Ms. Jiang Qian, each a non-executive Director, and Mr. Yip Wai Ming and Mr. Guo Shaomu, each an independent non-executive Director, shall retire and being eligible, have offered themselves for re-election at the Annual General Meeting.

The Nomination Committee considered that in view of their diverse and different educational backgrounds and professional knowledge and experience as set out in Appendix II to this circular, Mr. Yuan Wensheng as an executive Director, Mr. Weng Xiaoquan and Ms. Jiang Qian as non-executive Directors, and Mr. Yip Wai Ming and Mr. Guo Shaomu as independent non-executive Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity (in particular in terms of skills) of the Board appropriate to the requirements of the Company's business.

Pursuant to the code provision B.2.3 in part 2 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, where an independent non-executive Director serves an issuer for more than nine years, any further appointment of such an independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. As each of Mr. Yip Wai Ming and Mr. Guo Shaomu has served as an independent non-executive Director for more than nine years since their respective appointment in June 2014, separate resolutions will be proposed at the Annual General Meeting to further appoint each of Mr. Yip Wai Ming and Mr. Guo Shaomu as an independent non-executive Director.

In assessing the re-election of each of Mr. Yip Wai Ming and Mr. Guo Shaomu as an independent non-executive Director, the Nomination Committee and the Board have considered their respective contribution and service to the Company, and reviewed their respective expertise and professional qualifications to determine whether each of Mr. Yip Wai Ming and Mr. Guo Shaomu satisfies the selection criteria under the nomination policy of the Company and the diversity standards (including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge) as set out in the board diversity policy of the Company. The Nomination Committee and the Board had also taken into account their respective contributions to the Board, including Mr. Yip Wai Ming's experience in accounting, capital markets and corporate finance and Mr. Guo

LETTER FROM THE BOARD

Shaomu's experience in investment banking in Hong Kong, and their commitments to their roles. The Nomination Committee and the Board consider that each of Mr. Yip Wai Ming and Mr. Guo Shaomu has the required character and integrity to act as a Director of the Company, and possesses broad and extensive experience and professional knowledge to bring objective and independent judgement to the Board.

The Nomination Committee has received the annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules from each of Mr. Yip Wai Ming and Mr. Guo Shaomu. In assessing the independence of each of Mr. Yip Wai Ming and Mr. Guo Shaomu, the Nomination Committee and the Board have assessed and reviewed such annual written confirmation and it is also noted that each of Mr. Yip Wai Ming and Mr. Guo Shaomu (i) does not have any relationship with any Directors, senior management or substantial Shareholders or controlling Shareholders of the Company; (ii) is not involved in any relationships or circumstances which would interfere with the exercise of their respective independent judgement as an independent non-executive Director; and (iii) has been providing objective and independent views to the Company during their respective tenure of office. Based on the above, the Nomination Committee and the Board consider that each of Mr. Yip Wai Ming and Mr. Guo Shaomu remains independent despite their respective years of service with the Company.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Yuan Wensheng as an executive Director, Mr. Weng Xiaoquan and Ms. Jiang Qian as non-executive Directors, and Mr. Yip Wai Ming and Mr. Guo Shaomu as independent non-executive Directors.

The biographical details of the above-named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

ANNUAL GENERAL MEETING

Set out on pages 16 to 19 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve (i) the renewal of the grant the General Mandate and the Share Buy-back Mandate to the Directors; (ii) the extension of the General Mandate to include Shares bought back pursuant to the Share Buy-back Mandate; and (iii) the re-election of the retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yidachina.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

LETTER FROM THE BOARD

All resolutions will be put to vote by way of poll at the Annual General Meeting pursuant to Rule 13.39(4) of the Listing Rules. An announcement on the poll results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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 Group. 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.

RECOMMENDATION

The Directors consider that (i) the renewal of the grant of the General Mandate and the Share Buy-back Mandate to the Directors to issue and buy back Shares; (ii) the extension of the General Mandate to include Shares bought back pursuant to the Share Buy-back Mandate; and (iii) the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

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

This is an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide you with all the information reasonably necessary to enable all Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting approving the Share Buy-back Mandate.

1. SHARES IN ISSUE

As at the Latest Practicable Date, there was a total of 2,583,970,000 Shares in issue. Subject to the passing of the resolution granting the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back during the period from the Latest Practicable Date to the date of the Annual General Meeting, the Company will be allowed under the Share Buy-back Mandate to buy back a maximum of 258,397,000 Shares, being 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution at the Annual General Meeting.

2. REASONS FOR SHARE BUY BACK

The Directors have no present intention to buy back any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as a whole as such buy back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earning per Share and will only be made when the Directors believe that such a buy back will benefit the Company and the Shareholders as a whole. In the circumstances, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

3. FUNDING OF BUY BACK

The Company is empowered by its Articles of Association to buy back its Shares. In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and laws of the Cayman Islands and any other applicable laws. The laws of the Cayman Islands provide that payment for a share buy-back may only be made out of profits, share premium account or the proceeds of a new issue of Shares made for such purpose. The amount of premium payable on buy back of Shares may only be paid out of either or both of the profits or the share premium account of the Company. Subject to the Cayman Companies Act, a share buy-back may also be paid out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

4. EFFECT OF EXERCISING THE SHARE BUY-BACK MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders. No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy backs pursuant to the Share Buy-back Mandate and in accordance with the Listing Rules, the Articles of Association and the laws of the Cayman Islands.

7. EFFECT OF TAKEOVERS CODE

A buy back of Shares by the Company may result in an increase in the proportionate interests of a substantial Shareholder in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, China Minsheng Jiaye Investment Co., Ltd., the controlling shareholder of the Company, was beneficially interested in 1,581,485,750 Shares, representing approximately 61.20% of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back the Shares which is proposed to be granted pursuant to the Share Buy-back Mandate, the shareholding of China Minsheng Jiaye Investment Co., Ltd. would be increased to approximately 68.00% of the then total number of Shares in issue. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of

any buy-back of shares pursuant to the Share Buy-back Mandate. The Company has no intention to exercise the Share Buy-back Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25% of the issued share capital of the Company.

8. SHARE BUY BACK BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. SHARE PRICES

For each of the twelve months preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
June*	–	–
July*	–	–
August	0.120	0.120
September*	–	–
October*	–	–
November	7.010	0.495
December	1.280	0.660
2023		
January	0.730	0.335
February	0.500	0.275
March	0.600	0.275
April	0.475	0.275
May	0.330	0.166
June (up to the Latest Practicable Date)	0.237	0.237

* There were no trading of Shares in those months and therefore no highest and lowest traded prices

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The biographical details of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting are set out below:

EXECUTIVE DIRECTOR

Mr. Yuan Wensheng (袁文勝), aged 53, was appointed as an executive Director of the Company on 31 March 2023. Mr. Yuan obtained a bachelor's degree in industrial electrical automation from Shandong University of Science and Technology in 1993, a bachelor's degree in international trading from Nanjing University in 1995 and a master's degree in business management from Beijing University in 2009. From July 1995 to January 2001, Mr. Yuan worked at the international business department and trading and financing department of China Construction Bank (Shandong branch). From February 2001 to January 2002, he worked as the trading and financing manager of the international business department of China Merchants Bank (Jinan branch). From February 2002 to November 2006, he worked as the general manager of the international business department and marketing department of Shenzhen Development Bank (Jinan branch). From December 2006 to July 2013, Mr. Yuan joined China Minsheng Bank as a senior risk management specialist (deputy general manager of head office department). He was in charge of the policy and portfolio management center, industry research center, product risk management center and operational risk management center. From August 2013 to June 2017, Mr. Yuan worked as the general manager of the strategic planning department at the head office of Ping An Bank. From September 2018 to January 2023, Mr. Yuan joined China Minsheng Investment Corp., Ltd. ("**China Minsheng**" and together with its subsidiaries, the "**China Minsheng Group**"), a controlling shareholder of the Company, and successively served as the deputy director of the new business research centre, executive director of the investment management team and deputy general manager of the assets and operations centre. Mr. Yuan is a qualified lawyer and senior economist in the People's Republic of China.

As at the Latest Practicable Date, Mr. Yuan does not have any interests in the Shares, underlying shares or debentures which are required to be disclosed under Part XV of the SFO. Save as disclosed above, Mr. Yuan does not have relationships with other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Yuan entered into a service contract with the Company on 31 March 2023 for a term of three years commencing from 31 March 2023, which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Yuan is entitled to an emolument of HK\$60,000 per annum in the Company as determined by the Board with reference to his job responsibility and prevailing market rate. Mr. Yuan shall also be entitled to discretionary bonus, share options under the share option scheme of the Company and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. He is subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Yuan and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

NON-EXECUTIVE DIRECTORS

Mr. Weng Xiaoquan (翁小權), aged 41, was appointed as a non-executive Director of the Company on 31 March 2023. Mr. Weng obtained a bachelor's degree in foreign languages and literatures from Beijing Normal University in 2004 and a master's degree in accounting from University of International Business and Economics in 2007. From July 2007 to April 2010, Mr. Weng worked as a senior auditor at PricewaterhouseCoopers Zhong Tian LLP. From April 2010 to December 2014, he worked as the deputy general manager of the finance department of CGN Solar Energy Development Co., Ltd.* (中廣核太陽能開發有限公司). From December 2014 to February 2017, Mr. Weng worked as the general manager of the finance department at the headquarters of China Minsheng New Energy Investment Group Co., Ltd.* (中民新能投資集團有限公司) ("CMIG New Energy"), a member of the China Minsheng Group. From February 2017 to August 2018, he worked as the finance director of the general manager department of China Minsheng New Energy Holdings Company Limited* (中民能控有限公司). In August 2018, Mr. Weng re-joined CMIG New Energy and successively worked as the general manager of the investment management department, assistant to president, general manager of the enterprise development department, and is currently serving as the deputy president of the general manager department. Since September 2022, Mr. Weng has been serving as the deputy general manager of the finance management centre at the headquarters of China Minsheng. Mr. Weng is a qualified intermediate accountant in the PRC.

As at the Latest Practicable Date, Mr. Weng does not have any interests in the Shares, underlying shares or debentures which are required to be disclosed under Part XV of the SFO. Mr. Weng does not have relationships with other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Weng entered into a letter of appointment with the Company on 31 March 2023 for a term of three years commencing from 31 March 2023, which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Weng is entitled to an emolument of HK\$60,000 per annum in the Company as determined by the Board with reference to his job responsibility and prevailing market rate. Mr. Weng shall also be entitled to discretionary bonus, share options under the share option scheme of the Company and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. He is subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Weng and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Ms. Jiang Qian (蔣倩), aged 34, was appointed as a non-executive director of the Company on 11 February 2022. Ms. Jiang obtained a bachelor's degree in economics from Xi'an University of Finance and Economics in 2009 and a master's degree in finance from Fudan University in 2012. From 2012 to 2015, Ms. Jiang served as the senior project manager of the second trust and investment banking department of Hwabao Trust Co., Ltd. In 2015, Ms. Jiang joined Zhongmin Investment Management Co., Ltd., a wholly-owned subsidiary of China Minsheng Investment Corp., Ltd. (the controlling shareholder of the Company), and is currently acting as the deputy general manager of the alternative investment department. Ms. Jiang is a Chartered Financial Analyst.

As at the Latest Practicable Date, Ms. Jiang does not have any interests in the Shares, underlying shares or debentures which are required to be disclosed under Part XV of the SFO. Save as disclosed above, Ms. Jiang does not have relationships with other directors, senior management or substantial or controlling shareholders of the Company.

Ms. Jiang entered into a letter of appointment with the Company on 11 February 2022 for a term of three years commencing from 11 February 2022, which may be terminated by not less than one month's notice in writing served by either party on the other. Ms. Jiang is entitled to an emolument of HK\$60,000 per annum as determined by the Board with reference to her job responsibility and prevailing market rate. Ms. Jiang shall also be entitled to discretionary bonus, share options under the share option scheme of the Company and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. She is subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Ms. Jiang and there are no other matters that need to be brought to the attention of the Shareholders in relation to her re-election.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yip Wai Ming (葉偉明), aged 58, was appointed as an independent non-executive Director of the Company on 1 June 2014. He is also the chairman of the audit committee and a member of the nomination committee of the Company. Mr. Yip has over 20 years of experience in accounting, capital markets and corporate finance. From 1987 to 1996, Mr. Yip worked at Ernst & Young. From 1996 to 1998, Mr. Yip served as an associate director of ING Bank N.V., where he was principally engaged in corporate finance. Currently, Mr. Yip has been an independent non-executive director in a number of companies listed on the Stock Exchange of Hong Kong: PAX Global Technology Limited (stock code: 0327), Ju Teng International Holdings Limited (stock code: 3336), Far East Horizon Limited (stock code: 3360), New Huo Technology Holdings Limited (stock code: 1611) and Peijia Medical Limited (stock code: 9996). Mr. Yip holds a bachelor's degree in social sciences from the University of Hong Kong and a bachelor's degree in laws from the University of London.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Yip is a fellow of the Association of Chartered Certified Accountants, an associate of the Hong Kong Institute of Certified Public Accountants and a member of the Chinese Institute of Certified Public Accountants.

As at the Latest Practicable Date, Mr. Yip does not have any interests in the Shares of the Company which are required to be disclosed under Part XV of the SFO. Mr. Yip does not have relationships with other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Yip entered into a letter of appointment with the Company on 27 June 2020 for a term of three years commencing from 27 June 2020, which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Yip is entitled to a director's fee of RMB300,000 per annum as determined by the Board with reference to his job responsibility and prevailing market rate. Mr. Yip shall also be entitled to discretionary bonus, share options under the share option scheme of the Company and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. He is subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Yip and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Guo Shaomu (郭少牧), aged 57, was appointed as an independent non-executive Director of the Company on 1 June 2014. He is also the chairman of the remuneration committee and a member of the audit committee of the Company. Mr. Guo has over 13 years of experience in investment banking in Hong Kong. From February 2000 to February 2001, Mr. Guo served as a manager of corporate finance department of Salomon Smith Barney, an investment bank principally engaged in providing financial services (an investment banking arm of Citigroup Inc.), where he was primarily responsible for supporting the marketing and execution efforts of the China team. From March 2001 to September 2005, Mr. Guo served as a manager and an associate director of global investment banking of HSBC Investment Banking, an investment bank principally engaged in providing financial services, where he was primarily responsible for the execution of China-related projects. From October 2005 to April 2007, Mr. Guo served as a vice president and a director of the real estate team of J.P. Morgan Investment Banking Asia, an investment bank principally engaged in providing financial services, where he was primarily responsible for marketing efforts covering the real estate sector in China. From April 2007 to April 2013, Mr. Guo served as a director and a managing director of the real estate team of Morgan Stanley Investment Banking Asia, an investment bank principally engaged in providing financial services, where he was one of the key members responsible for the business in the real estate sector in the Greater China region. Currently, Mr. Guo serves as an independent non-executive director in a number of companies listed on the Stock Exchange of Hong Kong: Fantasia Holdings Group Co., Limited (stock code: 1777), Sunkwan Properties Group Limited (stock code: 6900), Ganglong China Property Group

**APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Limited (stock code: 6968) and Shanghai HeartCare Medical Technology Corporation Limited (stock code: 6609). Mr. Guo received his bachelor's degree in electrical engineering from Zhejiang University in July 1989, a master's degree in computer engineering from the University of Southern California in May 1993 and a master's degree in business administration from the School of Management of Yale University in May 1998.

As at the Latest Practicable Date, Mr. Guo does not have any interests in the Shares which are required to be disclosed under Part XV of the SFO. Mr. Guo does not have relationships with other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Guo entered into a letter of appointment with the Company on 27 June 2020 for a term of three years commencing from 27 June 2020, which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Guo is entitled to a director's fee of RMB300,000 per annum as determined by the Board with reference to his job responsibility and prevailing market rate. Mr. Guo shall also be entitled to discretionary bonus, share options under the share option scheme of the Company and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. He is subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Guo and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Yida China Holdings Limited (the “**Company**”) will be convened and held at Boardroom, Level 10, Yida Square, No. 93 Dongbei Road, Shahekou District, Dalian, Liaoning Province, PRC on Friday, 30 June 2023 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2022.
2. To re-elect the following persons as Directors:
 - (a) Mr. Yuan Wensheng (as executive Director);
 - (b) Mr. Weng Xiaoquan (as non-executive Director);
 - (c) Ms. Jiang Qian (as non-executive Director);
 - (d) Mr. Yip Wai Ming (as independent non-executive Director (he has served as an independent non-executive Director for over nine years)); and
 - (e) Mr. Guo Shaomu (as independent non-executive Director (he has served as an independent non-executive Director for over nine years)).
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

4. **“That:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the **“Shares”**) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options and rights of exchange or conversion which may require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. “**That:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares, subject to and in accordance with all applicable laws, including The Hong Kong Code on Share Buy-backs and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its shares at a price determined by the Directors;
- (c) the total number of Shares which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**That** conditional upon the passing of resolutions no. 4 and 5 above, the general mandate to the Directors pursuant to resolution no. 4 be and is hereby extended by the addition thereto of an amount representing the number of Shares bought back by the Company under the authority granted pursuant to the resolution no. 5, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By order of the Board
Yida China Holdings Limited
Jiang Xiuwen
Chairman and Chief Executive Officer

Hong Kong, 8 June 2023

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members will be closed from Wednesday, 28 June 2023 to Friday, 30 June 2023, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 27 June 2023.
- (v) In respect of ordinary resolution no. 2 above, Mr. Yuan Wensheng, an executive Director, Mr. Weng Xiaoquan and Ms. Jiang Qian, each a non-executive Director, and Mr. Yip Wai Ming and Mr. Guo Shaomu, each an independent non-executive Director, shall retire and being eligible, shall offer themselves for re-election at the above meeting. Details of the above directors are set out in Appendix II to the Circular.

As at the date of this circular, the executive Directors are Mr. Jiang Xiuwen and Mr. Yuan Wensheng; the non-executive Directors are Mr. Lu Jianhua, Mr. Wang Gang, Ms. Jiang Qian and Mr. Weng Xiaoquan; and the independent non-executive Directors are Mr. Yip Wai Ming, Mr. Guo Shaomu and Mr. Han Gensheng.