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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any shares of the Company.

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***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)

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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 notice convening the EGM to be held at Boardroom, Level 10, Yida Square, No. 93 Dongbei Road, Shahekou District, Dalian, Liaoning Province, PRC on Monday, 25 March 2024 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.yidachina.com).

Whether or not you intend to attend the EGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same 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 appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and any adjournment thereof (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

All times and dates specified herein refers to Hong Kong local times and dates.

7 March 2024

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DEFINITIONS

The following expressions in this circular have the meanings set out below unless the content requires otherwise:

“Announcement”	the announcement of the Company dated 23 February 2024
“Articles of Association”	the amended and restated articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“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)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary 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 Monday, 25 March 2024 at 10:00 a.m., or any adjournment thereof, for the purpose of, approving the Proposed Appointment, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 March 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China

DEFINITIONS

“Proposed Appointment”	the proposed appointment of RSM Hong Kong as the new auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, upon the approval of the Shareholders by an ordinary resolution at the EGM
“PwC”	PricewaterhouseCoopers
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

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

7 March 2024

To the Shareholders,

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolution to be proposed at the EGM and to give the Shareholders notice of the EGM and other information in accordance with the requirements of the Listing Rules. The resolution to be proposed at the EGM will be for the purpose of approving the appointment of RSM Hong Kong as the auditor of the Company.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the Announcement whereby the Board resolved not to re-appoint PwC as the auditor of the Company with effect from 31 August 2023 as the Company was unable to reach a consensus with PwC on the auditor's remuneration for the financial year ended 31 December 2023, and proposed to appoint RSM Hong Kong as the new auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval of the Shareholders at the EGM pursuant to Article 152(1) of the Articles of Association.

The Board and the Audit Committee in proposing the appointment of RSM Hong Kong as the new auditor of the Company have considered:

- (i) the draft engagement letter in respect of the appointment of RSM Hong Kong as the auditor of the Company;
- (ii) the audit fee for the financial year ended 31 December 2023 proposed by RSM Hong Kong; and
- (iii) the background, credentials, qualification, experience and resources of RSM Hong Kong.

The Board and the Audit Committee confirm that save as disclosed in the Announcement, there are no matters in respect of the change of auditor that need to be brought to the attention of the Shareholders and creditors of the Company.

THE EGM

The EGM will be convened and held at Boardroom, Level 10, Yida Square, No. 93 Dongbei Road, Shahekou District, Dalian, Liaoning Province, PRC on Monday, 25 March 2024 at 10:00 a.m., during which an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Proposed Appointment by way of poll, the results of which will be announced after the EGM. Set out on pages EGM-1 to EGM-2 of this circular is a notice convening the EGM. A form of proxy for use at the EGM is published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.yidachina.com). Whether or not the Shareholders intend to attend the EGM, the Shareholders are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same 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 appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM and any adjournment thereof (as the case may be) should the Shareholders so wish and in such event, the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

Pursuant to 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Shareholders are required to abstain from voting on the resolution proposed to be approved at the EGM.

RECOMMENDATION

Having considered the circumstances as set out above, the Board is of the view that the Proposed Appointment is in the best interests of the Company and the Shareholders as a whole. As such, the Board recommends that the Shareholders vote in favour of the ordinary resolution set out in the notice of the EGM.

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.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) 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 Monday, 25 March 2024 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifying the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“To approve and confirm the appointment of RSM Hong Kong as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be and are hereby authorised to fix its remuneration.”

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

Hong Kong, 7 March 2024

Notes:

- (i) A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the memorandum of association and articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (ii) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than

NOTICE OF EXTRAORDINARY GENERAL MEETING

48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof, should he/she so wish.

- (iii) Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members will be closed from Thursday, 21 March 2024 to Monday, 25 March 2024, 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 Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 20 March 2024.
- (v) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of poll.

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, the independent non-executive Directors are Mr. Yip Wai Ming, Mr. Guo Shaomu and Mr. Han Gensheng.