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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 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.

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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)

**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 Suites 2903–05, 29th floor, AIA Central, 1 Connaught Road, Central, Hong Kong on Friday, 17 June 2016 at 10:00 a.m. is set out on pages 13 to 17 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 meeting, the authority of your proxy will be revoked.

29 April 2016

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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 held at Suites 2903–05, 29th floor, AIA Central, 1 Connaught Road, Central, Hong Kong on Friday, 17 June 2016 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 13 to 17 of this circular
“Articles of Association”	the articles of association of the Company, adopted on 1 June 2014 and effective from 27 June 2014 and as amended from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“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”	25 April 2016, 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, as amended from time to time
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“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

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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. Sun Yinhuan (*Chairman*)
Mr. Sun Yinfeng (*Vice Chairman*)
Mr. Sun Yansheng (*Chief Executive Officer*)
Mr. Jiang Xiuwen
Mr. Gao Wei
Mr. Wen Hongyu

Independent Non-executive Directors:

Mr. Ip Yuk Chi Eddie
Mr. Yip Wai Ming
Mr. Guo Shaomu

Registered Office

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

Headquarter in the PRC

Block 4, Yida Plaza
93 Northeast Road
Shahekou District
Dalian, Liaoning Province
PRC

Principal place of business in

Hong Kong
Suites 2903-05
29th Floor
AIA Central
1 Connaught Road
Central
Hong Kong

Hong Kong, 29 April 2016

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 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 held on 10 June 2015, 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 following 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 following the date of the passing of the resolution regarding the grant of the 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 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
- (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.

LETTER FROM THE BOARD

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 84 of the Articles of Association, Mr. Sun Yinfeng and Mr. Jiang Xiuwen, the executive Directors, and Mr. Ip Yuk Chi Eddie, the independent non-executive Directors, shall retire and being eligible, have offered themselves for re-election at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Sun Yinfeng and Mr. Jiang Xiuwen as executive Directors, and Mr. Ip Yuk Chi Eddie 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 13 to 17 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 to the Directors the General Mandate and the Share Buy-back Mandate; (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 website 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 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
Sun Yinhuan
Chairman

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.

As compared with the financial position of the Company as at 31 December 2015 (as disclosed in its latest audited financial statements for the year ended 31 December 2015), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy back were to be carried out in full during the proposed buy back period. 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 or subject to the Cayman Companies Law, out of capital of the Company. 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 or subject to the Cayman Companies Law, 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 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 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, Mr. Sun Yinhuan, the chairman and executive Director of the Company, together with Right Won Management Limited a company wholly owned by Mr. Sun Yinhuan, was beneficially interested in 1,611,400,000 Shares representing approximately 62.36% 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 Mr. Sun Yinhuan and Right Won Management Limited would be increased to approximately 69.29% 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 Repurchase 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 BACKS 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2015		
April	3.31	2.72
May	3.29	2.95
June	3.18	2.85
July	3.12	2.59
August	2.92	2.61
September	2.89	2.52
October	2.91	2.64
November	2.76	2.58
December	2.92	2.59
2016		
January	2.92	2.67
February	2.93	2.70
March	2.98	2.72
April (up to the Latest Practicable Date)	2.94	2.47

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 Directors

Mr. Sun Yinfeng (孫蔭峰), aged 59, was appointed as an executive Director on 16 December 2013. Mr. Sun is the co-founder and the vice chairman of the Group. He is responsible for the planning and design of business parks of the Group and product research and development of various projects. Mr. Sun has over 27 years of experience in the PRC real estate development. Mr. Sun received his professional certificate in economics management from the Dalian Management College (大連管理幹部學院) in January 1999, now known as Dalian Vocational and Technical College (大連職業技術學院). Mr. Sun also won the “National May 1st Labor Medal” (全國五一勞動獎章) from the All China Federation of Trade Unions. Mr. Sun is the brother of Mr. Sun Yinhuan and the uncle of Mr. Jiang Xiuwen.

As at the Latest Practicable Date, Mr. Sun was interested and deemed to be interested in 93,400,000 Shares pursuant to Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Sun does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO. Save as disclosed above, Mr. Sun does not have relationships with other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Sun Yinfeng has entered into a service contract with the Company on 1 June 2014 for a term of three years commencing from 27 June 2014, which may be terminated by not less than one month’s notice in writing served by either party on the other. Mr. Sun is entitled to receive emoluments of RMB900,000 per annum as determined by the Board with reference to his job responsibility and prevailing market rate. Mr. Sun 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. The total amount of directors remuneration of Mr. Sun for the year ended 31 December 2015 was RMB3,096,000. He is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

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. Sun and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Jiang Xiuwen (姜修文), aged 39 was appointed as an executive Director on 16 December 2013. He is primarily co-working with the chief executive officer in the overall operations management of the Group, and is responsible for the operations management of sales and marketing, construction, human resources and branding. Mr. Jiang joined the Group in July 2000 as an employee of the marketing department of Dalian Yida Property Company Limited (大連億達房地產股份有限公司), a wholly owned subsidiary of the Group. Mr. Jiang received his bachelor's degree in thermal treatment of metal from the Dalian Jiaotong University (大連交通大學) in July 2000 and an executive master's degree in advanced business administration from the Dalian University of Technology (大連理工大學) in July 2011. Mr. Jiang also won several awards, namely the "Liaoning May 1st Labour Medal" (遼寧五一勞動獎章) of the General Labor Union of Liaoning Province in 2010 and the "Model Worker" (勞動模範) by the People's Government of Liaoning Province in 2012. Mr. Jiang Xiuwen is the nephew of Mr. Sun Yinhuan and Mr. Sun Yinfeng.

As at the Latest Practicable Date, Mr. Jiang was interested and deemed to be interested in 68,600,000 Shares pursuant to Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Jiang does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO. Save as disclosed above, Mr. Jiang does not have relationships with other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Jiang Xiuwen has entered into a service contract with the Company on 1 June 2014 for a term of three years commencing from 27 June 2014, which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Jiang is entitled to receive emoluments of RMB700,000 per annum as determined by the Board with reference to his job responsibility and prevailing market rate. Mr. 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. The total amount of directors remuneration of Mr. Jiang for the year ended 31 December 2015 was RMB2,777,000. He is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

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. Jiang and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Independent Non-executive Directors

Mr. Ip Yuk Chi Eddie (葉毓池), aged 65, was appointed as an independent non-executive Director on 1 June 2014. Mr. Ip has 32 years of experience working at a number of multinational banks in Hong Kong. His areas of expertise include corporate banking, emerging market debt trading and distressed asset trading and investment. From 1989 to 1998, Mr. Ip served as the manager of asset trading and head of corporation banking group at ING Bank, a bank principally engaged in providing banking services, where he was primarily responsible for asset trading and corporate banking services. From 1998 to 2003, Mr. Ip served as the managing director of distressed asset trading and investment at Bank of America, a bank principally engaged in providing banking services, where he was primarily responsible for management of corporate non-performing assets and investment. From 2004 to 2008, Mr. Ip served as the regional director of Spinnaker Capital Group, a global emerging market investment group, where he was primarily responsible for special situation investment in China. Mr. Ip received his bachelor's degree in applied mathematics and computer science from Washington University in St Louis, Missouri in May 1973 and a master's degree in business administration from the University of California, Los Angeles in December 1975.

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

Mr. Ip Yuk Chi Eddie has entered into a letter of appointment with the Company on 1 June 2014 for a term of three years commencing from 27 June 2014, which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Ip is entitled to receive a basic remuneration of RMB300,000 per annum as determined by the Board with reference to his experience in the field of investment management. Mr. Ip 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. The total amount of directors remuneration of Mr. Ip for the year ended 31 December 2015 was RMB300,000. He is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

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. Ip and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.



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 held at Suites 2903–05, 29th floor, AIA Central, 1 Connaught Road, Central, Hong Kong on Friday, 17 June 2016 at 10:00 a.m. for the following purposes:

As Ordinary Business

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 (the “**Auditors**”) for the year ended 31 December 2015.
2. To declare a final dividend of RMB5.1 cents per share of the Company (the “**Shares**”) for the year ended 31 December 2015.
3. To re-elect the following persons as Directors:
 - (a) Mr. Sun Yinfeng as executive Director;
 - (b) Mr. Jiang Xiuwen as executive Director; and
 - (c) Mr. Ip Yuk Chi Eddie as independent non-executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
5. To re-appoint Ernst & Young as Auditors and authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As Special Business

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

“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).”

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

“**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; and

NOTICE OF ANNUAL GENERAL MEETING

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

“**That** conditional upon the passing of resolutions nos. 6 and 7 above, the general mandate to the Directors pursuant to resolution no. 6 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. 7, 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
Sun Yinhuan
Chairman

Dalian, Liaoning Province, PRC, 29 April 2016

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, 15 June 2016 to Friday, 17 June 2016, 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, 14 June 2016.

For determining the entitlement to the proposed final dividend for the year ended 31 December 2015, the transfer books and register of members will be closed from Thursday, 23 June 2016 to Monday, 27 June 2016, both days inclusive, during which period no share transfers can be registered. In order to be qualify for entitlement to the proposed final dividend upon passing of ordinary resolution no. 2, 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 Wednesday, 22 June 2016.

NOTICE OF ANNUAL GENERAL MEETING

- (v) In respect of ordinary resolution numbered 3 above, Mr. Sun Yinfeng, Mr. Jiang Xiuwen and Mr. Ip Yuk Chi Eddie 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 accompanied circular dated 29 April 2016.

As at the date of this notice, the executive directors of the Company are Mr. Sun Yinhuan, Mr. Sun Yinfeng, Mr. Sun Yansheng, Mr. Jiang Xiuwen, Mr. Gao Wei and Mr. Wen Hongyu and the independent non-executive directors of the Company are Mr. Ip Yuk Chi Eddie, Mr. Yip Wai Ming and Mr. Guo Shaomu.