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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON SATURDAY, 23 DECEMBER 2017

I/We *(Name)*_____

(Block capitals, please) of *(Address)*_____

being the holder(s) of _____*(see Note 1)* shares of US$0.01 each

of Yida China Holdings Limited (the "Company") hereby appoint *(Name)*_____

of *(Address)*_____

or failing him/her *(Name)*_____

of *(Address)*_____

or failing him/her, the chairman of the meeting *(see Note 2)* as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Business Centre Executive Boardroom, Level 7, Island Shangri-La, Pacific Place, Supreme Court Road, Central Hong Kong on Saturday, 23 December 2017 at 9:30 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated *(see Note 3)* in respect of the undermentioned resolutions:

Ordinary Resolutions			FOR*(see note 3)*	AGAINST*(see note 3)*
1.	(a)	To approve, confirm and ratify the Acquisition Agreements; and		
	(b)	To authorise any director of the Company to do such acts and things, which he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition Agreements.		

Dated this _____day of_____, 2017 Signature(s) _____*(see Note 5)*

Notes:

1. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
3. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
4. If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, 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.
6. To be valid, this form of proxy must be completed, signed and deposited at 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 for holding the meeting. 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.
7. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a shareholder of the Company.