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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“**Meeting**”) of Yida China Holdings Limited (the “**Company**”) will 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. for the purpose of considering and, if thought fit, passing with or without modifying the following resolution which will be proposed as an ordinary resolution of the Company:

### **ORDINARY RESOLUTIONS**

**“THAT:**

- (a) (i) the acquisition agreement dated 14 November 2017 (a copy of which has been produced to the meeting and marked “**A**” and initialled by the chairman of the meeting for the purpose of identification) and entered into between Many Gain International Limited as the purchaser, the Company as the guarantor of the purchaser, Innovate Zone Group Limited as the vendor and Shui On Development (Holding) Limited as the guarantor of the vendor; and
- (ii) the acquisition agreement dated 14 November 2017 (a copy of which has been produced to the meeting and marked “**B**” and initialled by the chairman of the meeting for the purpose of identification) and entered into between Many Gain International Limited as the purchaser, the Company as the guarantor of the purchaser, Main Zone Group Limited as the vendor and SOCAM Development Limited as the guarantor of the vendor (collectively, the “**Acquisition Agreements**”) in respect of acquisition of equity interests in and loans related to Richcoast Group Limited (the “**Acquisitions**”), the Acquisitions, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any director of the Company be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any director of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisitions, the Acquisition Agreements or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, supplementation, amendments or waivers of any of the matters relating thereto or in connection therewith, and any action taken by any director of the Company prior to the date of these resolutions in connection with the foregoing be ratified, approved and confirmed in all respects.”

By Order of the Board  
**Yida China Holdings Limited**  
**Zhang Zhichao**  
*Chairman*

Hong Kong, 8 December 2017

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting convened by the this notice is entitled to appoint one or, if he/she/it is the holder of two or more Shares, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company, but must be present in person at the Meeting to represent the member.
2. In the case of joint holders of Shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members of the Company.
3. In order to be valid, the form of proxy of the Company together with original or certified copy of the power of attorney or other authority (if any) under which it is signed must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.

*As at the date of this announcement, the executive directors of the Company are Mr. Zhang Zhichao, Mr. Jiang Xiuwen, Mr. Chen Donghui, Ms. Ma Lan and Mr. Yu Shiping, the non-executive directors of the Company are Mr. Zhao Xiaodong and Mr. Chen Chao and Mr. Gao Wei, and the independent non-executive directors of the Company are Mr. Yip Wai Ming, Mr. Guo Shaomu, Mr. Wang Yinping and Mr. Han Gensheng.*