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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 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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RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF THE 2024 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 Monday, 2 June 2025 at 10:00 a.m. is set out on pages 9 to 10 of this circular.

A form of proxy for use at the Annual General Meeting is 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.

9 May 2025

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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 2024 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 Monday, 2 June 2025 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 9 to 10 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
“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
“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”	9 May 2025, 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, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company

DEFINITIONS

“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
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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

Independent Non-executive Directors:

Mr. Guo Shaomu

Mr. Chen Yi Chuan

Mr. Tong Wing Chi

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:

Room 2008, 20/F

Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

9 May 2025

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF THE 2024 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 in relation to, among others, the re-election of retiring Directors.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr. Jiang Xiuwen, an executive Director, Mr. Lu Jianhua and Mr. Wang Gang, each a 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 the Appendix to this circular, Mr. Jiang Xiuwen as an executive Director, Mr. Lu Jianhua and Mr. Wang Gang as 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.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Jiang Xiuwen as an executive Director, Mr. Lu Jianhua and Mr. Wang Gang as 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 to this circular in accordance with the relevant requirements of the Listing Rules.

ANNUAL GENERAL MEETING

Set out on pages 9 to 10 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 the re-election of the retiring Directors.

A 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.

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.

LETTER FROM THE BOARD

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 the re-election of the retiring Directors is 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

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. Jiang Xiuwen (姜修文), aged 48, was appointed as an executive Director on 16 December 2013 and the Chairman of the Board on 22 June 2018. He is the chief executive officer of the Group and also the chairman of the Nomination Committee and a member of the Remuneration Committee, responsible for the comprehensive operating management of the Group and material matters authorized by the Board. Mr. Jiang joined the Group in July 2000 and received his bachelor's degree in thermal treatment of metal from Dalian Jiaotong University (大連交通大學) in July 2000 and an executive master's degree in advanced business administration from Dalian University of Technology (大連理工大學) in July 2011. Mr. Jiang is a vice president of China Real Estate Association (中國房地產業協會), President of Dalian Chamber of Commerce in Shanghai (上海大連商會), Executive Vice President of Liaoning Real Estate Industry Association (遼寧省房地產業協會), and President of Dalian Green Building Council (大連市綠色建築協會). 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.

As at the Latest Practicable Date, Mr. Jiang was interested and deemed to be interested in 68,600,000 Shares under 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 are 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 entered into a service contract with the Company in June 2023 for a term of three years commencing from 1 June 2023. Mr. Jiang is entitled to an emolument of RMB700,000 per annum in the Company 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 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. Jiang 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. Lu Jianhua (盧劍華), aged 57, was appointed as a non-executive Director and vice chairman of the Board on 29 September 2021. Since July 2021, Mr. Lu has been the vice president of China Minsheng Jiaye Investment Co., Ltd. (being the controlling shareholder of the Company) and a non-executive director of SRE Group Limited. He was vice chairman and vice principal of Xianda College of Economics and Humanities Shanghai International Studies University from 2020 to 2021. From 2004 to 2020, he successively worked as vice president, secretary of the disciplinary committee and deputy secretary of the party committee at CITIC Pacific (China) Investment Co., Ltd. He worked as manager of No.2 Engineering Department and deputy general manager of the subsidiary, Jiuchuang Ltd., responsible for managing general work at the construction supervisory department of the Shanghai Maglev Project* (上海磁懸浮工程) from 2000 to 2004. He successively served as deputy director in various offices and in the engineering department responsible for managing general work at the construction supervisory department of Shanghai Pudong International Airport from 1995 to 2000. From 1994 to 1995, he worked as general manager at the Shanghai Housing System Reform Office* (上海市住房制度改革辦公室). He worked at the secretariat and the administration office of the General Office of Shanghai Municipal People's Government from 1984 to 1994. Mr. Lu graduated from Shanghai Polytechnic University in computer applications profession in 1993, graduated from East China Normal University in real estate operation and management profession in 1997 and graduated from Party School of The Central Committee of Communist Party of China* (中共中央黨校函授學院) in economics and management profession (onjob postgraduate study) in 2003. Mr. Lu has extensive management experience in construction and real estate industries.

As at the Latest Practicable Date, Mr. Lu Jianhua, a non-executive Director, is also a director and the chairman of the board of directors of CMIG Jiaye. Mr. Lu does not have relationships with other Directors or senior management of the Company.

Mr. Lu Jianhua has entered into a letter of appointment with the Company on 24 September 2024 for a term of three years commencing from 29 September 2024, which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Lu is entitled to receive emoluments of HK\$60,000 per annum as determined by the Board with reference to his job responsibility and prevailing market rate. Mr. Lu Jianhua 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 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. Lu and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Wang Gang (王剛), aged 50, was appointed as a non-executive Director on 26 March 2018. He has been an executive president of Yida Holdings Ltd. (億達控股有限公司) and the chairman of Beijing Yida Investment Co., Ltd. (北京億達投資有限公司) since 2016. From 2015 to 2016, Mr. Wang worked at China Fortune Land Development Co., Ltd. (華夏幸福基業股份有限公司) (Shanghai stock code: 600340) as the general manager of its investment management center. From 2006 to 2015, Mr. Wang worked at the Group as the general manager of investment department. From 2002 to 2006, Mr. Wang worked at Dalian Merro Pharmaceutical Co., Ltd. (大連美羅藥業股份有限公司) (the then Shanghai stock code: 600297) as the manager of securities department and the securities representative of its board. From 1997 to 2002, Mr. Wang worked at Liaoning Machinery Import & Export Co., Ltd. (遼寧機械進出口股份有限公司) as the manager of securities department. Mr. Wang obtained his bachelor's degree in currency and banking and master's degree in business administration from Dongbei University of Finance and Economics (東北財經大學) in 1997 and 2009, respectively. Mr. Wang obtained the qualification certificate of the training for the secretary to the board of directors issued by Shanghai Stock Exchange and the securities industry qualification in Mainland China, and he was also granted the title of economist in Mainland China.

As at the Latest Practicable Date, Mr. Wang was interested and deemed to be interested in 69,200,000 Shares under Part XV of the SFO. As at the Latest Practicable Date, save as disclosed above, Mr. Wang does not have any interests in the Shares which are required to be disclosed under Part XV of the SFO. Save as disclosed above, Mr. Wang does not have relationships with other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Wang Gang has entered into a letter of appointment with the Company for a fixed term of three years commencing from 26 March 2024 and entitles to receive an emoluments of HK\$60,000 per annum for his services as a director of the Company as determined by the Board with reference to his job responsibility and prevailing market rate. Mr. Wang Gang 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 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. Wang 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 THE 2024 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 Monday, 2 June 2025 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 for the year ended 31 December 2023 and the reports of the board of directors (the “**Directors**”) and the auditors of the Company.
2. To re-elect the following persons as Directors:
 - (a) Mr. Jiang Xiuwen (as executive Director);
 - (b) Mr. Lu Jianhua (as non-executive Director);
 - (c) Mr. Wang Gang (as non-executive Director);
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.

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

Hong Kong, 9 May 2025

NOTICE OF ANNUAL GENERAL MEETING

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 May 2025 to Monday, 2 June 2025, 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 May 2025.
- (v) In respect of ordinary resolution no. 2 above, Mr. Jiang Xiuwen, an executive Director, Mr. Lu Jianhua and Mr. Wang Gang, each a 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 the Appendix to the Circular.

As at the date of this notice, the executive Directors are Mr. Jiang Xiuwen and Mr. Yuan Wensheng; the non-executive Directors are Mr. Lu Jianhua, Mr. Wang Gang and Ms. Jiang Qian; and the independent non-executive Directors are Mr. Guo Shaomu, Mr. Chen Yi Chuan and Mr. Tong Wing Chi.