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YUE DA MINING HOLDINGS LIMITED

悦達礦業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 629)

CONTINUING CONNECTED TRANSACTIONS: TENANCY AGREEMENTS FOR OFFICE PREMISES AND STAFF QUARTERS

Reference is made to the Company's announcements dated 16 December 2015 and 19 May 2017 in relation to the entering into by the Company of the 2016 STC Tenancy Agreement, the 2016 Dragon Tenancy Agreement, the 2016 Paterson Tenancy Agreement and the 2017 Pearl Tenancy Agreement which constituted continuing connected transactions for the Company.

On 20 November 2018, the Company, as the tenant, entered into the 2019 STC Tenancy Agreement, the 2019 Paterson Tenancy Agreement, the 2019 Dragon Tenancy Agreement and the 2019 Pearl Tenancy Agreement with Yue Da HK, as the landlord of the STC Office, and with Yue Da Enterprise, as the landlord of the Paterson Property, the Dragon Property and the Pearl Property, for a term of one year commencing from 1 January 2019.

The Company is owned as to 17.88% by Yue Da HK. Accordingly, Yue Da HK is a substantial shareholder of the Company and thus a connected person of the Company. As both Yue Da HK and Yue Da Enterprise are wholly owned by Jiangsu Yue Da, Yue Da Enterprise is an associate of the Company and thus a connected person of the Company.

Pursuant to Rule 14A.82(1) of the Listing Rules, the transactions contemplated under the 2019 Tenancy Agreements have to be aggregated and treated as if they were one transaction. Upon such aggregation, the relevant applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) for the financial year ending 31 December 2019, on an annual basis, do not exceed 5%. Accordingly, the transactions contemplated under the 2019 Tenancy Agreements (after such aggregation) is only subject to announcement and reporting requirements and is exempt from the independent shareholders' approval under Chapter 14A of the Listing Rules.

INTRODUCTION

Reference is made to the Company's announcements dated 16 December 2015 and 19 May 2017 in relation to the entering into by the Company of the 2016 STC Tenancy Agreement, the 2016 Dragon Tenancy Agreement, the 2016 Paterson Tenancy Agreement and the 2017 Pearl Tenancy Agreement which constituted continuing connected transactions for the Company.

On 20 November 2018, the Company, as the tenant, entered into the 2019 STC Tenancy Agreement, the 2019 Paterson Tenancy Agreement, the 2019 Dragon Tenancy Agreement and the 2019 Pearl Tenancy Agreement with Yue Da HK, as the landlord of the STC Office, and with Yue Da Enterprise, as the landlord of the Paterson Property, the Dragon Property and the Pearl Property, for a term of one year commencing from 1 January 2019.

THE 2019 TENANCY AGREEMENTS

The 2019 STC Tenancy Agreement

Date:	20 November 2018
Parties:	(1) Yue Da HK as landlord; and (2) the Company as tenant
Property:	The STC Office, the gross floor area of which is approximately 504 square metres
Term:	Commencing from 1 January 2019 and up to 31 December 2019 (both dates inclusive)
Rental and payment terms:	HK\$260,000 per month (excluding rates, management fees and utility charges), i.e. an annual rental of HK\$3,120,000. The rental shall be paid on a monthly basis and is payable on the first day of each and every month without any deduction.
Other terms:	If the Company has throughout the term of the 2019 STC Tenancy Agreement observed and performed all the terms and covenants on its part, it shall have an option to renew for another year by serving a written notice to Yue Da HK not less than two months before the expiry of the said term. The tenancy agreement so renewed shall have the same terms as contained in the 2019 STC Tenancy Agreement save and except such option to renew and that the rental shall be revised to the then market rent. Yue Da HK agrees to pay the government rent, property tax and all expenses of a capital or non-recurrent nature in respect of the STC Office.

The 2019 Paterson Tenancy Agreement

Date: 20 November 2018

Parties: (1) Yue Da Enterprise as landlord; and
(2) the Company as tenant

Property: The Paterson Property, the gross floor area of which is approximately 150 square metres

Term: Commencing from 1 January 2019 and up to 31 December 2019 (both dates inclusive)

Rental and payment terms: HK\$20,000 per month (excluding rates, management fees and utility charges), i.e. an annual rental of HK\$240,000.

The rental shall be paid on a monthly basis and is payable on the first day of each and every month without any deduction.

Other terms: If the Company has throughout the term of the 2019 Paterson Tenancy Agreement observed and performed all the terms and covenants on its part, it shall have an option to renew for another year by serving a written notice to Yue Da Enterprise not less than two months before the expiry of the said term. The tenancy agreement so renewed shall have the same terms as contained in the 2019 Paterson Tenancy Agreement save and except such option to renew and that the rental shall be revised to the then market rent.

Yue Da Enterprise agrees to pay the government rent, property tax and all expenses of a capital or non-recurrent nature in respect of the Paterson Property.

The 2019 Dragon Tenancy Agreement

- Date: 20 November 2018
- Parties: (1) Yue Da Enterprise as landlord; and
(2) the Company as tenant
- Property: The Dragon Property, the gross floor area of which is approximately 47 square metres
- Term: Commencing from 1 January 2019 and up to 31 December 2019 (both dates inclusive)
- Rental and payment terms: HK\$15,000 per month (excluding rates, management fees and utility charges), i.e. an annual rental of HK\$180,000.
- The rental shall be paid on a monthly basis and is payable on the first day of each and every month without any deduction.
- Other terms: If the Company has throughout the term of the 2019 Dragon Tenancy Agreement observed and performed all the terms and covenants on its part, it shall have an option to renew for another year by serving a written notice to Yue Da Enterprise not less than two months before the expiry of the said term. The tenancy agreement so renewed shall have the same terms as contained in the 2019 Dragon Tenancy Agreement save and except such option to renew and that the rental shall be revised to the then market rent.
- Yue Da Enterprise agrees to pay the government rent, property tax and all expenses of a capital or non-recurrent nature in respect of the Dragon Property.

The 2019 Pearl Tenancy Agreement

- Date: 20 November 2018
- Parties: (1) Yue Da Enterprise as landlord; and
(2) the Company as tenant
- Property: The Pearl Property, the gross floor area of which is approximately 65 square metres
- Term: Commencing from 1 January 2019 and up to 31 December 2019 (both dates inclusive)

Rental and payment terms: HK\$18,000 per month (excluding rates, management fees and utility charges), i.e. an annual rental of HK\$216,000.

The rental shall be paid on a monthly basis and is payable on the first day of each and every month without any deduction.

Other terms: If the Company has throughout the term of the 2019 Pearl Tenancy Agreement observed and performed all the terms and covenants on its part, it shall have an option to renew for another year by serving a written notice to Yue Da Enterprise not less than two months before the expiry of the said term. The tenancy agreement so renewed shall have the same terms as contained in the 2019 Pearl Tenancy Agreement save and except such option to renew and that the rental shall be revised to the then market rent.

Yue Da Enterprise agrees to pay the government rent, property tax and all expenses of a capital or non-recurrent nature in respect of the Pearl Property.

AGGREGATE ANNUAL CAP FOR THE RENTALS PAYABLE UNDER THE 2019 TENANCY AGREEMENTS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2019

The following table sets out (i) the aggregate annual rentals payable by the Company to Yue Da HK and Yue Da Enterprise (as the case may be) under the 2019 Tenancy Agreements for the financial year ending 31 December 2019 and (ii) the expected aggregate annual cap in respect of such rentals:

	Year ending 31 December 2019 (HK\$)
Rentals payable under the 2019 STC Tenancy Agreement	3,120,000
Rentals payable under the 2019 Paterson Tenancy Agreement	240,000
Rentals payable under the 2019 Dragon Tenancy Agreement	180,000
Rentals payable under the 2019 Pearl Tenancy Agreement	216,000
Aggregate annual rentals payable	<u>3,756,000</u>
Aggregate Annual Cap	<u><u>3,756,000</u></u>

The above Aggregate Annual Cap are determined in accordance with the rentals payable to Yue Da HK and Yue Da Enterprise under the 2019 Tenancy Agreements, which were arrived at after arm's length negotiation between the parties and determined with reference to (i) the previous rentals under the 2016 and 2017 Tenancy Agreements; and (ii) the current market rent payable for a property similar to the subject property and of comparable utility. The Directors, including the independent non-executive Directors, are of the view that the above rentals are fair, reasonable and in line with the market level, hence the Aggregate Annual Cap are fair and reasonable.

REASONS FOR ENTERING INTO THE 2019 TENANCY AGREEMENTS

The Paterson Property, the Dragon Property and the Pearl Property (the “**Staff Quarter Properties**”) have been used by the Company as its staff quarters for long time. The Directors intend to continue using the Staff Quarter Properties as the Company's staff quarters.

Since 1 September 2007, the STC Office has been used by the Company as its principal place of business in Hong Kong. Having regard to the prime location of the STC Office, the rentals of comparable office premises, and renovation and associated costs which the Company may incur if it moves out of the STC Office, the Directors consider that it is desirable and in the interests of the Company and the Shareholders as a whole to continue using the STC Office as the principal place of business of the Company in Hong Kong.

The Directors, including the independent non-executive Directors, are of the view that

- (a) the terms of the 2019 Tenancy Agreements are negotiated between the parties on an arm's length basis and are on normal commercial terms that are fair and reasonable;
- (b) the transactions contemplated under the 2019 Tenancy Agreements were and will be conducted in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole; and
- (c) the terms of the 2019 Tenancy Agreements are no less favourable to the Company than terms available from independent third parties.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Company is owned as to 17.88% by Yue Da HK. Accordingly, Yue Da HK is a substantial shareholder of the Company and thus a connected person of the Company under Rule 14A.07(1) of the Listing Rules.

Both Yue Da HK and Yue Da Enterprise are wholly owned by Jiangsu Yue Da. Accordingly, Yue Da Enterprise is an associate of the Company, hence a connected person of the Company under Rule 14A.07(4) of the Listing Rules.

For such reasons, the respective transactions contemplated under each of the 2019 Tenancy Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.82(1) of the Listing Rules, the transactions contemplated under the 2019 Tenancy Agreements have to be aggregated and treated as if they were one transaction. Upon such aggregation, the relevant applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) for the financial year ending 31 December 2019, on an annual basis, do not exceed 5%. Accordingly, the transactions contemplated under the 2019 Tenancy Agreements (after such aggregation) is only subject to announcement and reporting requirements and is exempt from the independent shareholders' approval under Chapter 14A of the Listing Rules.

Mr. Wong Lian Chun (the chairman of the board of Jiangsu Yue Da), Mr. Mao Naihe (the vice chairman of the board of Yue Da HK) and Mr. Qi Guangya (a non-executive Director and a director of Jiangsu Yue Da) abstained from voting on the relevant board resolution(s) approving the 2019 Tenancy Agreements and the Aggregate Annual Cap.

GENERAL

The principal activities of the Group are exploration, mining, processing and sale of metal minerals in the PRC and factoring related business.

Yue Da HK is a substantial shareholder of the Company and is ultimately wholly owned by Jiangsu Yue Da, a State-owned enterprise established in the PRC. The principal businesses of Yue Da HK include investment holding and trading of marketable securities. Yue Da HK is the registered owner of the STC Office.

The principal businesses of Yue Da Enterprise include investment holding and property investment. Yue Da Enterprise is the registered owner of the Paterson Property, the Dragon Property and the Pearl Property.

DEFINITIONS

“2016 and 2017 Tenancy Agreements”	collectively, the 2016 Dragon Tenancy Agreement, the 2016 Paterson Tenancy Agreement, the 2016 STC Tenancy Agreement and the 2017 Pearl Tenancy Agreement
“2016 Dragon Tenancy Agreement”	the agreement dated 16 December 2015 entered into between Yue Da Enterprise as landlord and the Company as tenant in relation to the leasing of the Dragon Property for a term of three years commencing from 1 January 2016 and up to 31 December 2018
“2016 Paterson Tenancy Agreement”	the agreement dated 16 December 2015 entered into between Yue Da Enterprise as landlord and the Company as tenant in relation to the leasing of the Paterson Property for a term of three years commencing from 1 January 2016 and up to 31 December 2018

“2016 STC Tenancy Agreement”	the agreement dated 16 December 2015 entered into between Yue Da HK as landlord and the Company as tenant in relation to the leasing of the STC Office for a term of three years commencing from 1 January 2016 and up to 31 December 2018
“2017 Pearl Tenancy Agreement”	the agreement dated 19 May 2017 entered into between Yue Da Enterprise as landlord and the Company as tenant in relation to the leasing of the Pearl Property for a term of nineteen months commencing from 1 June 2017 and up to 31 December 2018
“2019 Dragon Tenancy Agreement”	the agreement dated 20 November 2018 entered into between Yue Da Enterprise as landlord and the Company as tenant in relation to the leasing of the Dragon Property for a term of one year commencing from 1 January 2019 and up to 31 December 2019
“2019 Paterson Tenancy Agreement”	the agreement dated 20 November 2018 entered into between Yue Da Enterprise as landlord and the Company as tenant in relation to the leasing of the Paterson Property for a term of one year commencing from 1 January 2019 and up to 31 December 2019
“2019 Pearl Tenancy Agreement”	the agreement dated 20 November 2018 entered into between Yue Da Enterprise as landlord and the Company as tenant in relation to the leasing of the Pearl Property for a term of one year commencing from 1 January 2019 and up to 31 December 2019
“2019 STC Tenancy Agreement”	the agreement dated 20 November 2018 entered into between Yue Da HK as landlord and the Company as tenant in relation to the leasing of the STC Office for a term of one year commencing from 1 January 2019 and up to 31 December 2019
“2019 Tenancy Agreements”	collectively, the 2019 Paterson Tenancy Agreement, the 2019 STC Tenancy Agreement, the 2019 Dragon Tenancy Agreement and the 2019 Pearl Tenancy Agreement
“Aggregate Annual Cap”	the aggregate expected maximum amount of the transactions contemplated under the 2019 Tenancy Agreements for the financial year ending 31 December 2019 as set out in the paragraph headed “Aggregate Annual Cap for the rentals payable under the 2019 Tenancy Agreements for the financial year ending 31 December 2019” in this announcement

“associate(s)”	having the meaning ascribed to it under the Listing Rules
“Board”	the board of the Directors
“Company”	Yue Da Mining Holdings Limited (悦達礦業控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	having the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Dragon Property”	Flat A on 14/F of Dragon Centre, 9-11 Pennington Street, Causeway Bay, Hong Kong
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong for the time being
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jiangsu Yue Da”	Jiangsu Yue Da Group Company Limited (江蘇悦達集團有限公司), a State-owned enterprise established in the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Paterson Property”	Flat C2 on 9th Floor of Paterson Building, Block C and D, No. 37 Paterson Street, Hong Kong
“Pearl Property”	Flat C2 on 8th Floor of Pearl City Mansion, No. 22/36 Paterson Street, Hong Kong
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“STC Office”	Office nos. 3321, 3322, 3323 and 3325 on 33rd Floor, China Merchants Tower, Shun Tak Centre, Nos. 168-200 Connaught Road Central, Hong Kong

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Yue Da Enterprise”	Yue Da Enterprise Group (H.K.) Company Limited (悦達實業集團(香港)有限公司), a company incorporated under the laws of Hong Kong and an associate of the Company
“Yue Da HK”	Yue Da Group (H.K.) Co., Limited (悦達集團(香港)有限公司), a company incorporated under the laws of Hong Kong and a substantial shareholder of the Company

By Order of the Board of
Yue Da Mining Holdings Limited
Hu Huaimin
Executive Director and Chief Executive

Hong Kong, 20 November 2018

As at the date of this announcement, the Board comprises the following members: (a) as non-executive Directors, Mr. Wang Lian Chun and Mr. Qi Guang Ya; (b) as executive Directors, Mr. Wen Songmao, Mr. Mao Naihe, Mr. Hu Huaimin and Mr. Cai Baoxiang; and (c) as independent non-executive Directors, Mr. Cui Shu Ming, Dr. Liu Yongping and Mr. Cheung Ting Kee.