



# 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)

### PROXY FORM

**Form of proxy for use by shareholders at the annual general meeting to be held at Office Nos. 3321–3323 & 3325, 33/F., China Merchants Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong on Wednesday, 26 May 2010 at 10:00 a.m., Hong Kong.**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares of HK\$0.10 each  
of Yue Da Mining Holdings Limited (the “Company”) hereby appoint the Chairman of the annual general meeting (the “Meeting”) of the  
Company or \_\_\_\_\_  
of \_\_\_\_\_ to act as  
my/our proxy <sup>(note c)</sup> at the Meeting to be held at Office Nos. 3321–3323 & 3325, 33/F., China Merchants Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong on Wednesday, 26 May 2010 at 10:00 a.m., Hong Kong and at any adjournment thereof  
and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(note d)</sup>.

		FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements and the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2009		
2.1	To re-elect the retiring director Mr Cui Shuming		
2.2	To re-elect the retiring director Mr Chen Yunhua		
2.3	To authorise the board of directors of the Company to fix the maximum number of directors for the time being at 20, to fill vacancies on the board of directors and to fix the directors’ remuneration and to fix the remuneration of any committee of the board of directors		
3.	To re-appoint the Company’s independent auditor and to authorise the board of directors to fix their remuneration		
4.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with Company’s shares		
5.	To grant a general mandate to the directors of the Company to purchase the Company’s shares		
6.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 4		
7.	To approve the renewal of the 10% general limit on the number of shares which may be allotted and issued upon exercise of the options to be granted under the Company’s share option scheme		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2010 Shareholder’s signature <sup>(notes e, f, g and h)</sup> \_\_\_\_\_

**Notes:**

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b 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).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting (“Meeting”) of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick (“√”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“√”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- h Any alteration made to this form should be initialled by the person who signs the form.