



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 extraordinary general meeting to be held at 10:00 a.m. on Friday, 11 February 2011 at Office Nos. 3321–3323 & 3325, 33/F, China Merchants Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Sheung Wan, Hong Kong.

I/We^(note a) _____
of _____
being the holder(s) of _____^(note b) shares of HK\$0.10 each
of Yue Da Mining Holdings Limited (“Company”) hereby appoint the Chairman of the extraordinary general meeting (“Meeting”) of the Company or _____
of _____
to act as my/our proxy^(note c) at the Meeting to be held at 10:00 a.m. on Friday, 11 February 2011 at Office Nos. 3321–3323 & 3325, 33/F, China Merchants Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Sheung Wan, 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^(note d).

ORDINARY RESOLUTION	FOR	AGAINST
To approve the ordinary resolution as set out in the notice of the Meeting in connection with the transactions for the two years ending 31 December 2012 contemplated under the Agreement, and the Annual Caps as disclosed in the circular of the Company dated 20 January 2011.		

Dated the _____ day of, _____ 2011 Shareholder’s signature^(notes e, f, g and h) _____

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 extraordinary 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 the resolution set out above, please tick (“√”) the box marked “For”. If you wish to vote against the resolution, please tick (“√”) the box marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. 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 at 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.