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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Yue Da Mining Holdings Limited (the “Company”) will 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 9 February 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (with or without modifications) which will be proposed as ordinary resolutions of the Company:

1. “**THAT** subject to (i) the resolution 2 below being passed and (ii) the Underwriting Agreement dated 15 December 2011 entered into between the Company and the Underwriter (a copy of the Underwriting Agreement marked “A” has been produced to this meeting and initialed by the Chairman of the meeting for the purpose of identification) becoming unconditional and not being terminated in accordance with its terms:
 - (a) the Open Offer on the terms and subject to the conditions set out in the Circular (a copy of the Circular has been produced at the meeting marked “B” and initialed by the Chairman of the meeting for the purpose of identification) be and is hereby approved; and
 - (b) any one or more Directors be and is/are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder.”

2. “**THAT** the application for a waiver to the Executive for waiving the obligation of YDHK (as defined in the Circular) and parties acting in concert with it to extend a general offer to acquire all issued Shares (excluding the Shares which are owned or agreed to be acquired by any of them) under Rule 26 of the Takeovers Code as a result of the Open Offer and the Underwriting Agreement be and is hereby approved and that any one or more Directors be and is/are hereby authorised to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give full effect to any matters relating to or in connection with the Whitewash Waiver.”

By Order of the Board
Yue Da Mining Holdings Limited
Chen Yunhua
Chairman

Hong Kong, 19 January 2012

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

***Head office and principal place of
business in Hong Kong:***

Office Nos. 3321–3323 & 3325
33/F, China Merchants Tower,
Shun Tak Centre,
No. 168–200 Connaught Road Central,
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the EGM may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company. A form of proxy for use at the EGM is enclosed.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Branch Registrar not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.

As at the date of hereof, the Board comprises the following members: (a) as executive Directors, Mr Dong Li Yong, Mr Liu Xiaoguang and Mr Hu Huaimin; (b) as non-executive Directors, Mr Chen Yunhua and Mr Qi Guang Ya; and (c) as independent non-executive Directors, Ms Leung Mei Han, Mr Cui Shu Ming, Mr Han Run Sheng and Dr Liu Yongping.

* *for identification purposes only*