



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)

CONDITIONS

1. No Non-Qualifying Shareholder is permitted to apply for any Offer Shares and/or excess Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares and/or excess Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the form(s).
3. Completion of the Application Form and/or the Excess Application Form will constitute an instruction and authority by the applicant(s) to Hong Kong Registrars Limited or person nominated by them for the purpose, on behalf of the subscriber(s), to execute any registration of the Application Form and/or the Excess Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the subscriber(s) of the Offer Shares and/or excess Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The subscribers of the Offer Shares and/or excess Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares and/or excess Offer Shares which they have applied for subject to the memorandum and articles of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheques are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares and/or the excess Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares and/or excess Offer Shares which does/do not comply with the procedures set out herein.

Completion and return of the Application Form and/or the Excess Application Form by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such application have been duly complied with.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in the Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of the Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.5). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the subscriber(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of the Application Form, this number should be inserted in Box D of the Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

If you wish to apply for any number of Offer Shares which is more than your assured allotment set out in Box B of the Application Form, i.e. the excess Offer Shares, you should use the separate Excess Application Form and enter in the appropriate space provided in the Excess Application Form the number of excess Offer Shares for which you wish to apply and the total amount payable (calculated as number of excess Offer Shares applied for multiplied by HK\$0.5). You may apply for any number of excess Offer Shares as you wish. If the amount of the corresponding remittance received is less than that required for the number of excess Offer Share inserted, the subscriber(s) will be deemed to have applied for such lesser number of excess Offer Shares of which full payment has been received.

The Application Form and/or the Excess Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:00 p.m. on Wednesday, 7 March 2012. **All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a bank in Hong Kong, made payable to "Yue Da Mining Holdings Limited – Open Offer Account" for Offer Shares under assured allotment and made payable to "Yue Da Mining Holdings Limited – Excess Application Account" for excess Offer Shares and crossed "ACCOUNT PAYEE ONLY".** Unless the Application Form and/or the Excess Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of the Application Form and/or the appropriate remittance shown in the Excess Application Form has/have been received by 4:00 p.m. on Wednesday, 7 March 2012, your right to apply for the Offer Shares and/or excess Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

EFFECT OF BAD WEATHER

If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the latest date for acceptance of and payment for the Offer Shares (initially Wednesday, 7 March 2012), the Latest Acceptance Time will be extended to 5:00 p.m. on the same business day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of and payment for the Offer Shares (initially Wednesday, 7 March 2012), the Latest Acceptance Time will be postponed to 4:00 p.m. on the following business day, which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately following receipt and all interests earned on such monies will be retained for the benefit of the Company. Completion and lodgement of the Application Form together with a cheque or cashier's order in payment of the Offer Shares applied for will constitute a warranty that the cheque or cashier's order will be honoured upon first presentation. If any cheque or cashier's order is not honoured upon first presentation, the Application Form is liable to be rejected and in that event your assured entitlement thereunder will be deemed to have been declined and will be cancelled, at the discretion of the Company. In the event of overpaid application, a refund cheque will be made out to you only if the overpaid amount is HK\$100 or above.

CERTIFICATES FOR THE OFFER SHARES AND REFUND CHEQUES

Share certificate(s) is/are expected to be posted by ordinary post to you on or before Friday, 16 March 2012 at your own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Offer Shares are also expected to be posted on or before 16 March 2012 at their own risk.

GENERAL

Lodgement of the Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

The terms and conditions relating to application for the Offer Shares as contained in the Prospectus shall apply.

The application form and any application for the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.