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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 and 3325, 33/F., China Merchants Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong on Monday, 6 May 2013 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:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) the form and substance of the subscription agreement dated 21 January 2013 (as supplemented by a supplemental agreement dated 8 February 2013, collectively as the “**Subscription Agreement**”) and entered into between Yue Da Mining Limited (“**YDM**”) (being a wholly-owned subsidiary of the Company), New Aims Holdings Limited and Everwise Technology Limited (“**Everwise**”), in relation to the subscription of 60% of the issued share capital in Everwise as enlarged upon completion of the Subscription Agreement by YDM at US\$6 million (a copy of the Subscription Agreement has been produced to the meeting and marked “**A**” and initialed by the chairman of the meeting for identification purpose), as mentioned in the circular (the “**Circular**”) of the Company dated 17 April 2013 (a copy of which has been produced to the meeting marked “**B**” and signed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company (“**Directors**”) be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement and any of the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the each of such agreements) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

(2) “**THAT:**

- (a) the form and substance of the loan agreement dated 21 January 2013 (as supplemented by a supplemental agreement dated 8 February 2013, collectively as the “**Loan Agreement**”) and entered into between YDM as lender and Mineral Land Holdings Limited as borrower, in relation to the grant of a term loan facility up to US\$16 million (a copy of the Loan Agreement has been produced to the meeting and marked “C” and initialed by the chairman of the meeting for identification purpose), as mentioned in the Circular and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Loan Agreement and any of the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the each of such agreements) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 17 April 2013

Notes:

- (1) The register of members of the Company will be closed from 2 May 2013 to 6 May 2013, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to determine the identity of members who are entitled to attend and vote at the EGM to be held on 6 May 2013, all transfer of Shares accompanied by the relevant share certificates must lodged with 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 (“Branch Registrar”) not later than 4:00 p.m. on 30 April 2013. 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 this announcement, 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.