



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 convened at 10:00 a.m. on Monday, 6 May 2013 at office nos. 3321–3323 and 3325, 33/F., China Merchants Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong (or any adjournment thereof)

I/We (note a) _____ of

being the registered holder(s) of (note b) _____ shares of HK\$0.10 each in the capital of Yue Da Mining Holdings Limited (the “Company”), hereby appoint the Chairman of the extraordinary general meeting (the “Meeting”) of the Company or (note c) _____ (name) _____ of

(address) to act as my/our proxy to attend and vote for me/us at the Meeting to be convened at 10:00 a.m. on Monday, 6 May 2013 at office nos. 3321–3323 and 3325, 33/F., China Merchants Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong or at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the Meeting in the manner as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS (note j)		FOR (note d)	AGAINST (note d)
1.	To approve, ratify and confirm the Subscription Agreement and the transactions contemplated thereunder and to authorise the director(s) of the Company (“Directors”) to do all such acts and things as he/they consider necessary, desirable or expedient in connection with the Subscription Agreement and the transactions contemplated thereunder		
2.	To approve, ratify and confirm the Loan Agreement and the transactions contemplated thereunder and to authorise the Director(s) to do all such acts and things as he/they consider necessary, desirable or expedient in connection with the Loan Agreement and the transactions contemplated thereunder		

Date _____

Shareholder’s signature (notes e, f, g and h) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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).
- 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 (the “Meeting”) of the Company or” and insert the name and address of the person appointed as your proxy in the space provided.
- Please indicate with a “√” in the relevant box the way you wish your votes to be cast. If this form of proxy when 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 proposed resolution. A proxy will also be entitled to vote or abstain at his discretion on any amendment of a resolution put to the Meeting.
- In the case of joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- 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.
- To be valid, this form of proxy together with the 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 Hong Kong’s Company’s branch share registrar and transfer office, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- For the full text of the resolutions, please refer to the notice of Meeting as contained in the Company’s circular dated 17 April 2013.