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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)**

### **INSIDE INFORMATION: STRATEGIC COOPERATION AGREEMENT MADE BY THE CONTROLLING SHAREHOLDER OF THE COMPANY**

This announcement is made by Yue Da Mining Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The board (“**Board**”) of directors (“**Directors**”) of the Company was recently informed by Jiangsu Yue Da Group Limited\* (江蘇悅達集團有限公司) (“**Jiangsu YD**”) (being a controlling shareholder of the Company) that on 3 August 2013, Jiangsu YD entered into a strategic cooperation agreement (“**Strategic Agreement**”) with a State-owned enterprise (“**PRC Enterprise**”) established in the People’s Republic of China (the “**PRC**”).

PRC Enterprise is an independent third party who is not connected with (within the meaning of the Listing Rules) any director, chief executive or substantial shareholder of the Company and its subsidiaries or any of their respective associates. It is principally engaged in (among other activities) management and development of land resources reserves and mining resources reserves in the PRC.

Jiangsu YD is also a State-owned enterprise established in the PRC which is principally engaged in car assembly, textile, toll road construction and management, mining and property development in the PRC and its direct supervisory body is the People’s Government of Yancheng City, Jiangsu Province, the PRC\* (中國江蘇省鹽城市人民政府). As at the date of this announcement, Yue Da Group (H.K.) Co., Limited (“**YDHK**”) is beneficially interested in 389,241,333 shares in the Company, representing approximately 42.51% of the issued share capital of the Company. YDHK is wholly owned by Jiangsu YD and thus YDHK and Jiangsu YD are the controlling Shareholders pursuant to the Listing Rules.

Under the Strategic Agreement, Jiangsu YD and PRC Enterprise agree to explore the possibility of (among other activities) joint investment and participation in the development of the mining industry in the PRC. In connection with the Company, the parties to the Strategic Agreement also expressed interest to explore the possibility of cooperation in financing activities in the Hong Kong capital market, where PRC Enterprise shall have the first right to become the second largest Shareholder of the Company. The effective term of the Strategic Agreement shall be four years commencing from 3 August 2013.

So far as the Company is aware, the Strategic Agreement is only a framework agreement and no detailed terms have been formulated. The form and any pricing in connection with any investments by the parties to the Strategic Agreement are still in preliminary discussion.

**The Strategic Agreement may or may not lead to the entering into of any formal agreement(s). Even if any formal agreement(s) is made, completion of such agreement(s) may be subject to conditions precedent, which may or may not be satisfied ultimately.**

**Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 3 August 2013

*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.*

\* *for identification purpose only*