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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)

ISSUE OF CORPORATE BONDS

AND

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

INTRODUCTION

This is an announcement made by the board (the “**Board**”) of directors (the “**Directors**”) of Yue Da Mining Holdings Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) in relation to the issue of 6% coupon unlisted corporate bonds by the Company in the aggregate maximum principal amount of up to HK\$300,000,000 (the “**Corporate Bonds**”). The principal purpose of this issuance is to strengthen the financial position of the Group.

ISSUE OF CORPORATE BONDS

The Board is pleased to announce that on 11 March 2015, the Company entered into the subscription agreement with an independent third party (the “**Subscriber**”) pursuant to which the Subscriber has agreed to subscribe and the Company has agreed to issue the Corporate Bonds in the aggregate maximum principal amount of HK\$300,000,000, bearing interest rate at 6% per annum and with maturity date of forty-eighth months from the date of issue (the “**Subscription**”).

The principal terms of the Corporate Bonds are as follows:

(A) Series 1 Bonds

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| (i) Issuer: | The Company |
| (ii) Aggregate maximum principal amount: | HK\$78,000,000 |
| (iii) Maturity date: | The date falling on the expiry day of the forty-eighth month of the date of issuing the Series 1 Bonds |
| (iv) Interest: | 6% per annum on the principal amount of the Series 1 Bonds outstanding, payable on semi-anniversary of the date of issuing the Series 1 Bonds and the maturity date |
| (v) Issue price: | Principal amount of the Series 1 Bonds |

(vi) Redemption: The Series 1 Bonds will be redeemed in full upon the maturity of the relevant Corporate Bonds

(B) Series 2 Bonds

(i) Issuer: The Company

(ii) Aggregate maximum principal amount: HK\$222,000,000

(iii) Maturity date: The date falling on the expiry day of the forty-eighth month of the date of issuing the Series 2 Bonds

(iv) Interest: 6% per annum on the principal amount of the Series 2 Bonds outstanding, payable on semi-anniversary of the date of issuing the Series 2 Bonds and the maturity date

(v) Issue price: Principal amount of the Series 2 Bonds

(vi) Redemption: The Series 2 Bonds will be redeemed in full upon the maturity of the relevant Corporate Bonds

Jiangsu Yue Da Group Company Limited (“**Jiangsu Yue Da**”), a substantial shareholder of the Company undertakes to, inter alia, directly or indirectly own and hold not less than 30% of the entire issued share capital of the Company.

At the date of the announcement, Jiangsu Yue Da is interested in approximately 42.51% of the issued share capital of the Company for the purpose of Part XV of the Securities and Futures Ordinance (Cap. 571).

To the best of the Director’s knowledge, information and belief having made all reasonable enquiries, the Subscriber is a third party independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

The Board is of the view that the terms of the Subscription Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable, and are in the interest of the Company and its shareholders as a whole. The net proceeds from the Subscription will be utilized for possible future business development and general working capital purposes.

By order of the Board
Yue Da Mining Holdings Limited
Hu Huaimin
Executive Director

Hong Kong, 11 March 2015

As at the date of this announcement, the Board comprises the following members: (a) as non-executive Directors, Mr. Wang Lian Chun and Mr. Qi Guang Ya; (b) as executive Directors, Mr. Liu Xiaoguang, Mr. Hu Huaimin and Mr. Bai Zhaoxiang; and (c) as independent non-executive Directors, Ms. Leung Mei Han, Mr. Cui Shu Ming and Dr. Liu Yongping.