
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yue Da Mining Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- 1. PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES**
- 2. RE-ELECTION OF DIRECTORS**
- 3. NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to 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 Friday, 29 May 2015 at 10:00 a.m. is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at office nos. 3321–3325, 33/F., China Merchants Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong on Friday, 29 May 2015 at 10:00 a.m., the notice of which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company
“associates”	has the meaning ascribed to it under the Listing Rules
“Auditors”	the auditors of the Company
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Yue Da Mining Holdings Limited 悅達礦業控股有限公司, a company incorporated in the Cayman Islands and the issued Shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the refreshed Repurchase Mandate
“Group”	collectively, the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting for the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company as at the date of the Annual General Meeting

DEFINITIONS

“Latest Practicable Date”	24 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to enable the Directors to repurchase the Shares on the Stock Exchange the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital in issue as at the date of the Annual General Meeting
“SFO”	Securities & Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 9 June 2011 as amended from time to time
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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)

Non-executive Directors:

Mr. Wang Lianchun

Mr. Qi Guangya

Executive Directors:

Mr. Bai Zhaoxiang

Mr. Hu Huaimin

Independent non-executive Directors:

Ms. Leung Mei Han

Mr. Cui Shuming

Dr. Liu Yongping

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business in Hong Kong:

Office nos. 3321–3325

33/F, China Merchants Tower

Shun Tak Centre

No. 168–200 Connaught Road Central

Hong Kong

29 April 2015

To the Shareholders

Dear Sir or Madam

**1. PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES**

2. RE-ELECTION OF DIRECTORS

3. NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions relating to the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

LETTER FROM THE BOARD

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Issue Mandate be granted for the Directors to allot, issue and deal with new Shares up to 20% of the aggregate nominal share capital of the Company in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 915,691,876 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 183,138,375 Shares.

REPURCHASE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Repurchase Mandate be granted for the Directors to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the nominal share capital of the Company in issue as at the date of passing of the relevant resolution.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate (if the grant of which is approved by the Shareholders at the Annual General Meeting) by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate (if the grant of which is approved by the Shareholders at the Annual General Meeting).

Subject to the approval of the above proposals by the Shareholders at the Annual General Meeting, the Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the proposed grant of the Repurchase Mandate and the Extension Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 108(A) of the Articles, Mr. Qi Guang Ya, Mr. Cui Shu Ming and Ms. Leung Mei Han will retire as Directors by rotation and, being eligible, offer themselves (except for Ms. Leung who will not offer herself for re-election) for re-election as Directors at the Annual General Meeting.

LETTER FROM THE BOARD

Further, in accordance with Article 112 of the Company's Articles of Association, Mr. Wang Lianchun and Mr. Bai Zhaoxiang shall hold office only until the first general meeting after his appointment i.e. the forthcoming annual general meeting, being eligible, will offer themselves for re-election at the forthcoming annual general meeting, being eligible will offer themselves for re-election at the forthcoming annual general meeting of the Company.

Brief biographical details of Mr. Wang Lianchun, Mr. Bai Zhaoxiang, Mr. Qi Guangya and Mr. Cui Shu Ming are set out in Appendix II to this circular.

THE ANNUAL GENERAL MEETING

Resolutions to be proposed at the Annual General Meeting include ordinary resolutions relating to the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution at the Annual General Meeting.

Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll, except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands where permitted by the Articles. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

After the conclusion of the Annual General Meeting, the poll results will be published on the respective websites of the Stock Exchange and the Company.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 27 May 2015 to 29 May 2015, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to determine the identity of the shareholders of the Company who are entitled to attend and vote at the Annual General Meeting, all transfer of shares in the Company accompanied by the relevant share certificates must be lodged with the Company's branch shares registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 26 May 2015.

ACTIONS TO BE TAKEN

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, Repurchase Mandate and the Extension Mandate.

LETTER FROM THE BOARD

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate are beneficial to the Company and the Shareholders as a whole.

The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that repurchases of Shares will benefit the Company and the Shareholders.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company compared with that as at 31 December 2014, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing of the Company.

Accordingly, the Directors recommend Shareholders to vote in favour of the ordinary resolutions for approving the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the Directors at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular or this circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

LETTER FROM THE BOARD

MISCELLANEOUS

In the event of inconsistency, the English texts of this circular and the enclosed form of proxy shall prevail over the Chinese texts.

Yours faithfully
For and on behalf of the Board of
Yue Da Mining Holdings Limited
Wang Lianchun
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at Latest Practicable Date, there were a total of 915,691,876 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under Repurchase Mandate to repurchase a maximum of 91,569,187 Shares.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing the Company's securities, the Company may only apply funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2014, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2014	0.4	0.33
May 2014	0.39	0.35
June 2014	0.42	0.35
July 2014	0.445	0.35
August 2014	0.485	0.38
September 2014	0.46	0.38
October 2014	0.425	0.365
November 2014	0.405	0.36
December 2014	0.42	0.295
January 2015	0.395	0.305
February 2015	0.39	0.29
March 2015	0.34	0.315
April 2015 (<i>Note</i>)	0.485	0.33

Note: up to the Latest Practicable Date.

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate (if approved to be granted by Shareholders at the Annual General Meeting), such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the Annual General Meeting (and assuming that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting) is shown under the column "After repurchase".

	Before repurchase	After repurchase
Yue Da Group (H.K.) Co., Limited (<i>Note</i>)	42.51%	47.23%
Jiangsu Yue Da Group Company Limited (<i>Note</i>)	42.51%	47.23%

The above are calculated based on issued Shares of 915,691,876 as at the Latest Practicable Date.

Note:

These Shares are registered in the name of Yue Da Group (H.K.) Co., Limited (“**YDHK**”). Jiangsu Yue Da Group Company Limited (“**Jiangsu YD**”) holds the entire issued share capital of YDHK.

On the basis of the shareholding held by the shareholders named above, an exercise of the Repurchase Mandate in full will result in YDHK becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in YDHK becoming obliged to make such a mandatory offer.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the Shares being held by the public. In any event, the Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than 25%.

7. SHARE REPURCHASE MADE BY THE COMPANY

In the six months immediately preceding the Latest Practicable Date, the Company had not repurchased its Shares.

8. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

The brief biographical details of the Directors eligible for re-election at the Annual General Meeting are set out below:

MR. WANG LIANCHUN (“MR. WANG”)

Mr. Wang, aged 44, joined the group in January 2015, and is the chairman of the Board of the Company. Mr. Wang is also the chairman, the executive director of Jiangsu Yue Da Group Company Limited, a substantial shareholder of the Company, and Jiangsu Yueda Investment Co. Ltd (江蘇悅達投資股份有限公司) (Stock Code: SHA600805), a company listed on the Shanghai Stock Exchange. Mr. Wang obtained a graduate diploma from Jiangsu Provincial Committee Party School. He started working in August 1988. He was the deputy party secretary of Yifeng town, suburb of Yancheng city; the deputy party secretary, mayor and party secretary of Louwang town, Yandu county; a member of the Standing Committee of the City Committee; the head of the Publicity Department and executive vice mayor of Dafeng city; the deputy secretary, acting chief and chief of Funing county; the deputy secretary-general of the Yancheng municipal government; the director of the Management Committee and the deputy secretary of the Working Committee of Yancheng Economic and Development Zone; the director of the Management Committee and the deputy secretary of the Working Committee of Yancheng Economic, Technology and Development Zone; and the secretary of the Working Committee of the Party of Yancheng Integrated Free Trade Zone. He has been a member of the sixth City Committee of Yancheng and the deputy to the 12th People’s Congress of Jiangsu province. Save as disclosed, as at the Latest Practicable Date, Mr. Wang did not hold any other major appointments or professional qualifications and had not hold any directorship in any other listed public companies during the last three years immediately preceding the Latest Practicable Date.

Save as disclosed, Mr. Wang does not have any relationships with any Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Interests in the Shares

As at the Latest Practicable Date, Mr. Wang did not have any interest in the Shares or any underlying Shares of the Company within the meaning of Part XV of the SFO.

Remuneration

No service agreement has been entered with Mr. Wang. Mr. Wang is subject to retirement from office by rotation in accordance with the Articles. Mr. Wang is not entitled to any director’s fee.

MR. BAI ZHAOXIANG (“MR. BAI”)

Mr. Bai Zhaoxiang, aged 52, joined the Group in August 2008. Mr. Bai is a college graduate majoring in industrial accounting and a senior accountant in the PRC. Mr. Bai is the head of Finance Department of the Company responsible for all accounting and financial matters of the Group. Mr. Bai has over 30 years’ of experience in accounting. Prior to his joining of the Company, Mr. Bai worked as a financial controller of a foreign-invested enterprise in the PRC for about 13 years and has been working as the finance manager in Yue Da Group (HK) Company Limited, a substantial shareholder of the Company, since 2008. Mr. Bai is a director of each of Yue Da Mining Limited, Yue Da Infrastructure Limited and sixteen other subsidiaries of the Group. Save as disclosed, as at Latest Practicable Date, Mr. Bai does not hold any other major appointments or professional qualifications and has not held any directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

Save as disclosed above as finance manager of Yue Da Group (HK) Company Limited, a substantial shareholder of the Company, Mr. Bai does not have any relationship with any other directors, senior management and substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in the Shares

As at the Latest Practicable Date, Mr. Bai has personal interests in 2,213,281 underlying Shares within the meaning of Part XV of the SFO.

The 2,213,281 underlying Shares represent Shares which would be allotted and issued upon the exercise in full of the options granted to Mr. Bai on 27 May 2009 and 30 January 2012 under the shares option schemes of the Company with an exercise price of HK\$0.854 per Share and HK\$0.5503 per Share respectively.

Remuneration

No service agreement has been entered with Mr. Bai. Mr. Bai is subject to retirement from office by rotation in accordance with the Articles. Mr. Bai is entitled to an annual director’s fee and an annual salary of HK\$300,000 and RMB546,000 respectively and free accommodation, which was determined by the Board with reference to his performance and contribution to the Group.

MR. QI GUANGYA (“MR. QI”)

Mr. Qi Guangya, aged 45, joined the Group as a non-executive Director since January 2007. Mr. Qi is an executive director of Jiangsu Yueda Investment Co. Ltd. (江蘇悅達投資股份有限公司) (Stock Code: SHA 600805), a company listed on the Shanghai Stock Exchange. He is a senior accountant and a certified public accountant in the PRC and a senior international finance manager certified by International Finance Management Association (國際財務管理協會). He graduated from Jiangsu

Provincial Party Committee School (江蘇省委黨校) with a postgraduate degree. He has over 20 years experience in financial management. In 1991, Mr. Qi joined a subsidiary of Jiangsu Yue Da, and has been a director, chief accountant and deputy general manager of Jiangsu Yue Da. Save as disclosed, as at the Latest Practicable Date, Mr. Qi did not hold any other major appointments or professional qualifications and had not hold any directorship in any other listed public companies during the last three years immediately preceding the Latest Practicable Date.

Save as disclosed, Mr. Qi does not have any relationships with any Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Interests in the Shares

As at the Latest Practicable Date, Mr. Qi had personal interests in 2,018,116 underlying Shares of the Company within the meaning of Part XV of the SFO.

The 2,018,116 underlying Shares represent Shares which would be allotted and issued upon the exercise in full of the options granted to Mr. Qi on 27 May 2009 and 30 January 2012 under the Share Option Scheme with an exercise price of HK\$0.854 per Share and HK\$0.5503 per Share respectively.

Remuneration

No service agreement has been entered with Mr. Qi. Mr. Qi is subject to retirement from office by rotation in accordance with the Articles. Mr. Qi is not entitled to any director's fee.

MR. CUI SHUMING (“MR. CUI”)

Mr. CUI Shuming, aged 77, has been appointed as an independent non-executive Director of the Company since January 2007. He is a senior economist in the PRC and graduated from the People's University of China. He has over 40 years' experience in international finance and corporate planning and management. Mr. Cui was deputy head of the Bank of China, Jiangsu Branch, and managing director of the National Commercial Bank Ltd. (浙江興業銀行) and the general manager of its Hong Kong branch. Mr. Cui was a director and deputy chief executive officer of CITIC International Financial Holdings Limited, an independent non-executive director of Burwill Holdings Limited and China LotSynergy Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange. Save as disclosed, as at the Latest Practicable Date, Mr. Cui did not hold any other major appointments or professional qualifications and had not hold any directorship in any other listed public companies during the last three years immediately preceding the Latest Practicable Date.

Save as disclosed, Mr. Cui does not have any relationships with any Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Interests in the Shares

As at the Latest Practicable Date, Mr. Cui did not have any interest in the Shares or any underlying Shares of the Company within the meaning of Part XV of the SFO.

Remuneration

No service agreement has been entered with Mr. Cui. Mr. Cui is subject to retirement from office by rotation in accordance with the Articles. Mr. Cui is entitled to an annual director's fee of HK\$250,000, which was determined by the Board with reference to his performance and contribution to the Group.

GENERAL

Save as disclosed above and in the section headed "Market Misconduct Tribunal case", there are no other matters that need to be brought to the attention of the Shareholders nor other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein), in relation to the proposed re-election of Mr. Wang, Mr. Bai, Mr. Qi and Mr. Cui.

The Market Misconduct Tribunal ("MMT") case

On 3 April 2012 or thereabout, the Company received (and was also by a former director of the Company of his receipt) of a notice that the MMT was directed to conduct proceedings ("Proceedings") and determine (a) whether any market misconduct (in the nature of false trading, price rigging and/or stock market manipulation) has taken place arising out of dealings in the securities of the Company during the period between 12 November 2007 and 12 September 2008 (the "Period"); (b) the identity of the person(s) who has engaged in the alleged market misconduct; and (c) the amount of any profit gained or loss avoided, if any, as a result of the alleged market misconduct. The persons specified in the above notice are: (i) Yue Da Group (HK) Company Limited ("YDHK"), a substantial shareholder of the Company; (ii) a former director of YDHK; (iii) a former employee of the Company; (iv) the Company, and (v) a former director of the Company.

On 9th May, 2014, the MMT released its Part 1 report. According to the Part 1 report, the MMT has determined that (among others) (i) the identity of the persons who engaged in market misconduct in the relevant period as specified in the report are YDHK, the former director of YDHK, the former employee of the Company and the Company; and (ii) the former director of the Company is not found culpable of market misconduct.

The full report is available at the following link:

http://www.mmt.gov.hk/eng/reports/Yue_Da_Mining_Holdings_Limited_Report_Part_I_e.pdf.

On 21 April 2015, the MMT handed down its Part 2 report dated 20 April 2015. According to the Part 2 report, the MMT has determined that (among others) the Company shall bear costs and expenses in relation to the Proceedings of the Government and the Securities and Futures Commission in an amount of approximately HK\$1 million, in aggregate, subject to any taxation or appeal applications made by parties involved in the Proceedings. According to the Part 2 report, no other penalty has been imposed on the Company save for the aforesaid costs and expenses.

The full report is available at the following link:

http://www.mmt.gov.hk/eng/reports/Yue_Da_Mining_Holdings_Limited_Report_Part_II_e.pdf

During this Period, Mr. Qi and Mr. Cui were a non-executive director and an independent non-executive director, respectively of the Company. None of Mr. Qi or Mr. Cui was a defendant in the MMT matter.



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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Annual General Meeting**”) of Yue Da Mining Holdings Limited (“**Company**”) will be held at office nos. 3321–3325, 33/F., China Merchants Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong on Friday, 29 May 2015 at 10:00 a.m. to consider and, if thought fit, transact the following business:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (“**Directors**”) and the Company’s auditors for the year ended 31 December 2014;
2. The re-election of the retiring Directors and the other matters set out in this resolution to be considered and (if considered appropriate by shareholders) passed as a separate resolution to re-elect the retiring Directors (namely, Mr. Wang Lianchun, Mr. Bai Zhaoxiang, Mr. Qi Guangya and Mr. Cui Shu Ming), to fix the maximum number of Directors for the time being at 20, and to authorise the board of the Directors (“**Board**”) to fill vacancies on the Board, to fix the Directors’ remuneration and to fix the remuneration of any committee of the Board;
3. To re-appoint the Company’s independent auditors and to authorise the Board to fix their remuneration;

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with the unissued shares

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(each, a “**Share**”) of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of associations of the Company (“**Articles**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
 - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable law of the Cayman Islands to be held; or

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- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all powers of the Company to purchase Shares (each, a Share) of HK\$0.10 each in the capital of the Company on The Stock Exchange of the Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law (“**Companies Law**”), Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable law of the Cayman Islands to be held; or

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(iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the Issue Mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the aggregate nominal amount of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such Issue Mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

For and on behalf of the Board of
Yue Da Mining Holdings Limited
Wang Lianchun
Chairman

Hong Kong, 29 April 2015

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Office nos. 3321–3325
33/F, China Merchants Tower
Shun Tak Centre
No. 168–200 Connaught Road Central
Hong Kong

Notes:

- 1 The register of members of the Company will be closed from 27 May 2015 to 29 May 2015, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to determine the identity of the members of the Company who are entitled to attend and vote at the Annual General Meeting, all transfer of shares in the Company accompanied by the relevant share certificates must be lodged with the Company’s branch shares registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 26 May 2015. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Articles, vote in his stead. A proxy need not be a member of the Company.

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- 2 To be valid, the form of proxy together with a 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 Company's Hong Kong branch share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof.
- 3 In relation to proposed resolution no. 2, Mr. Wang Lianchun, Mr. Bai Zhaoxiang, Mr. Qi Guangya and Mr. Cui Shu Ming will retire from their office as Directors at the Annual General Meeting pursuant to the Articles and, being eligible, (except for Ms. Leung Mei Han), offer themselves for re-election.
- 4 In relation to proposed resolution numbered 4 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares under such general issue mandate to be sought at the Annual General Meeting other than Shares which may fall to be issued under the Share Option Scheme or any scrip dividend scheme which may be approved by shareholders of the Company.
- 5 In relation to proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of which this notice of the Annual General Meeting forms part.
- 6 Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Annual General Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 7 In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this announcement, the Board comprises the following members: (a) as non-executive Directors, Mr. Wang Lianchun and Mr. Qi Guangya; (b) as executive Directors, 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.