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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 29 MAY 2015;**
- (2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHAIRMAN OF AUDIT COMMITTEE AND MEMBER
OF NOMINATION COMMITTEE;
AND**
- (3) NON-COMPLIANCE WITH RULES 3.10 AND 3.21**

Reference is made to the circular (the “**Circular**”) dated 29 April 2015 and the notice of annual general meeting (the “**Notice of AGM**”) dated 29 April 2015 issued by Yue Da Mining Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board of directors (the “**Board**”) of the Company is pleased to announce that all the proposed ordinary resolutions (the “**Ordinary Resolutions**”) set out in the Notice of AGM were duly passed by the shareholders (the “**Shareholders**”) by way of poll at the annual general meeting (the “**AGM**”).

As at the date of the AGM, there were 915,691,876 shares (the “**Shares**”) in issue, which was also the total number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolutions set out in the AGM Notice. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules, nor to attend and vote only against the

Resolutions proposed at the AGM. No Shareholders were required to abstain from voting on the Resolutions at the AGM. No Shareholders have stated their intention in the Circular to vote against the Resolutions or to abstain from voting at the Resolutions. The poll results of the Ordinary Resolutions were as follows:

Ordinary Resolutions (Note)		Number of votes (%)	
		For	Against
1	To receive and consider the audited consolidated financial statements, Directors' reports and independent auditor's report of the Company for the year ended 31 December 2014.	374,076,807 Shares (100%)	0 Share (0%)
2(i)	To re-elect Mr. Wang Lianchun as a non-executive director of the Company.	374,076,807 Shares (100%)	0 Share (0%)
2(ii)	To re-elect Mr. Bai Zhaoxiang as an executive director of the Company.	374,076,807 Shares (100%)	0 Share (0%)
2(iii)	To re-elect Mr. Qi Guangya as a non-executive director of the Company.	374,076,807 Shares (100%)	0 Share (0%)
2(iv)	To re-elect Mr. Cui Shu Ming as an independent non-executive director of the Company.	374,076,807 Shares (100%)	0 Share (0%)
2(v)	To authorize the Board to fix the maximum number of Directors for the time being at 20 to fill vacancies of the Board and to fix the Directors' remuneration and to fix the remuneration of any committee of the Board.	374,076,807 Shares (100%)	0 Share (0%)
3	To re-appoint the Company's auditor and authorise the Directors to fix its remuneration.	374,076,807 Shares (100%)	0 Share (0%)
4	To give a general mandate to the Directors to issue additional shares.	374,076,807 Shares (100%)	0 Share (0%)
5	To approve the repurchase by the Company of its own shares.	374,076,807 Shares (100%)	0 Share (0%)
6	To extend the general mandate in Ordinary Resolution No 4.	374,076,807 Shares (100%)	0 Share (0%)

Note: Please refer to the Notice of AGM contained in the Circular for the full version of the Ordinary Resolutions.

As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions, all Ordinary Resolutions were duly passed by the Shareholders by way of poll at the AGM.

Hong Kong Registrars Limited, the branch share registrar and transfer office of the Company, was appointed to act as the scrutineer for the vote-taking at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF AUDIT COMMITTEE AND MEMBER OF NOMINATION COMMITTEE

As disclosed in the Circular, Ms. Leung Mei Han (“**Ms. Leung**”) did not offer herself for re-election at the AGM and she retired as Director at the AGM. Upon her retirement, Ms. Leung also ceased to be the Chairman of the audit committee of the Company and the member of the nomination committee of the Company.

Ms. Leung has confirmed that she has no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange in relation to her retirement. The Board would like to take this opportunity to express its appreciation for Ms. Leung's valuable contributions to the Group during her tenure of office.

NON-COMPLIANCE WITH RULES 3.10 AND 3.21

Pursuant to Rule 3.10 of the Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors and where at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise. The audit committee of a listed issuer must comprise a minimum of three members under Rule 3.21 of the Listing Rules.

Upon the resignation of Ms. Leung as an independent non-executive Director, the Board comprises six members with two executive Directors, two non-executive Directors and two independent non-executive Directors. As a result, the number of independent non-executive Directors of the Board will be reduced to two which is below the minimum number, the Board lacks an independent non-executive director with the appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The chairman of the audit committee of the Company will fall vacant under Rule 3.21 of the Listing Rules and the number of members of the audit committee of the Company will be reduced to two which is below the minimum number prescribed under Rule 3.21 of the Listing Rules.

In order to comply with Rule 3.10 and Rule 3.21 of the Listing Rules, the Company is endeavoring to identify a suitable candidate to fill up the above mentioned vacancies as soon as practicable and in any event within three months from 29 May 2015, and will make further announcement(s) as and when appropriate.

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

Hong Kong, 29 May 2015

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, Mr. Cui Shu Ming and Dr. Liu Yongping.