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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 EXTRAORDINARY GENERAL MEETING HELD ON 23 DECEMBER 2016 AND (2) GRANT OF WHITEWASH WAIVER**

Reference is made to the circular (the “**Circular**”) issued by Yue Da Mining Holdings Limited (the “**Company**”) dated 7 December 2016 in relation to, among others, the Subscription and application for the Whitewash Waiver. Unless otherwise the context requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

### **RESULTS OF THE EGM**

The EGM was held on 23 December 2016 to consider the ordinary resolutions (the “**Resolutions**”) approving the Subscription Agreement and the transactions contemplated thereunder, the grant of Specific Mandate, and the Whitewash Waiver.

As at the date of the EGM, the total number of Shares in issue was 918,626,516. As stated in the Circular, (i) the Subscriber (holding in aggregate of 407,241,333 Shares, representing approximately 44.33% of the issued share capital of the Company as at the date of this announcement); and (ii) Mr. Hu Huaimin (holding in 1,130,666 Shares, representing 0.12% of the issued share capital of the Company as at the date of this announcement), were required to abstain from voting on the relevant Resolution(s) at the EGM. Mr. Qi Guangya and Mr. Bai Zhaoxiang do not hold any Shares as at the date of this announcement. Save as disclosed above, no other Shareholder has a material interest in the transactions contemplated under the Subscription Agreement, the Specific Mandate or the Whitewash Waiver and is required to abstain from voting on the relevant Resolution(s) at the EGM. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolutions at the EGM was 510,254,517.

The Board is pleased to announce that the Resolutions were duly passed by way of poll by Shareholders at the EGM. The poll results of the EGM are as follows:

<b>ORDINARY RESOLUTIONS</b> <i>(Note)</i>		<b>Number of votes (Approximately %)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the Subscription Agreement and the transaction contemplated thereunder and the Specific Mandate	46,013,892 (81.19%)	10,657,000 (18.81%)
2.	To approve the Whitewash Waiver	46,013,892 (81.19%)	10,657,000 (18.81%)

*Note: Please refer to the Notice of EGM for full version of the above Resolutions.*

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

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 EGM.

## CHANGES IN THE SHAREHOLDING OF THE COMPANY

Set out below is a table showing the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon Completion (assuming there will be no other change in the number of issued Shares between the date of this announcement and the date of Completion, save for the issue and allotment of the Subscription Shares) and (iii) immediately upon Completion (assuming there will be no other change in the number of issued Shares between the date of this announcement and the date of Completion, save for the issue and allotment of the Subscription Shares and full exercise of the Outstanding Options).

	As at the date of this announcement		Immediately upon Completion (assuming there will be no other change in the number of issued Shares between the date of this announcement and the date of Completion, save for the issue and allotment of the Subscription Shares)		Immediately upon Completion (assuming there will be no other change in the number of issued Shares between the date of this announcement and the date of Completion, save for the issue and allotment of the Subscription Shares and full exercise of the Outstanding Options)	
	No. of Shares	Approximately %	No. of Shares	Approximately %	No. of Shares	Approximately %
The Subscriber	407,241,333	44.33	657,241,333	56.24	657,241,333	54.40
Mr. Qi Guangya (“Mr. Qi”) (Note 1)	–	–	–	–	2,018,116	0.17
Sub-total of the Subscriber and its parties acting in concert	407,241,333	44.33	657,241,333	56.24	659,259,449	54.57
Mr. Hu Huaimin (“Mr. Hu”) (Note 2)	1,130,666	0.12	1,130,666	0.10	3,901,536	0.32
Mr. Bai Zhaoxiang (“Mr. Bai”) (Note 3)	–	–	–	–	2,213,281	0.18
Holder of Outstanding Options (Other than Mr. Qi, Mr. Hu and Mr. Bai)	–	–	–	–	32,463,792	2.69
Other public Shareholders	510,254,517	55.55	510,254,517	43.66	510,254,517	42.24
TOTAL	918,626,516	100.00	1,168,626,516	100.00	1,208,092,575	100.00

### Notes:

1. Mr. Qi is a non-executive Director and is also a director of Jiangsu Yue Da.
2. Mr. Hu is an executive Director.
3. Mr. Bai is an executive Director.

## GRANT OF WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver subject to (i) the approval of the issue of the Subscription Shares by a vote of the Independent Shareholders taken by way of poll at the EGM; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and parties acting in concert with it between the date of the Announcement, i.e. 11 November 2016, and the date of Completion. Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by the Subscriber as a result of the Subscription pursuant to the Subscription Agreement. As at the date of this announcement, the aforementioned condition (i) has been satisfied.

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

Hong Kong, 23 December 2016

*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 Guangya; (b) as executive Directors, Mr. Mao Naihe, Mr. Hu Huaimin and Mr. Bai Zhaoxiang; and (c) as independent non-executive Directors, Mr. Cui Shu Ming, Dr. Liu Yongping and Mr. Cheung Ting Kee.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable inquiries, that to the best of their knowledge, their opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*