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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)

**(I) CHANGE OF COMPANY NAME;
(II) APPOINTMENT OF DIRECTOR; AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Terms used in this cover shall have the same meanings as defined in this circular.

A notice convening the EGM to be held at office nos.3321-3325, 33/F., China Merchants Tower, Shun Tak Centre, No.168-200 Connaught Road Central, Hong Kong at 10:00 a.m. on Tuesday, 20 November 2018 is set out on pages 7 to 9 of this circular. A form of proxy for the special general meeting is enclosed herein. Whether or not you are able to attend the meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjournment thereof if you so wish and in such event, the proxy shall be deemed to be revoked.

5 November 2018

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DEFINITIONS

In this circular, unless the context otherwise required, the following terms and expressions shall have the following meanings when used herein:

“Appointment”	the appointment of Mr. Wen as an executive director of the Company;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Change of Company Name”	the proposed change of English name of the Company from “Yue Da Mining Holdings Limited” to “Yue Da International Holdings Limited”, and the proposed change of the dual foreign name in Chinese of the Company from “悦達礦業控股有限公司” to “悦達國際控股有限公司”;
“Company”	Yue Da Mining Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened and held for the shareholders for the purpose of considering and, if thought fit, approving the Change of Company Name and the Appointment;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Third Party(ies)”	a party who is not a connected person (within the meaning of the Listing Rules) of the Company and associates (within the meaning of the Listing Rules) of such connected persons;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiaries”	has the meaning ascribed to it under the Listing Rules; and
“%”	per cent.

LETTER FROM THE BOARD



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 Lian Chun

Mr. Qi Guangya

Executive Directors:

Mr. Wen Songmao

Mr. Mao Naihe

Mr. Hu Huaimin

Mr. Cai Baoxiang

Independent non-executive Directors:

Mr. Cui Shuming

Dr. Liu Yongping

Mr. Cheung Ting Kee

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

5 November 2018

To the Shareholders,

Dear Sir or Madam,

**(I) CHANGE OF COMPANY NAME;
(II) APPOINTMENT OF DIRECTOR; AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the following resolutions to be proposed at the EGM relating to:

- a) The Change of Company Name; and
- b) The appointment of Mr. Wen as an executive Director.

LETTER FROM THE BOARD

CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 22 October 2018 in relation to the Change of Company Name.

The Board considers that the Change of Company Name will better reflect the current status of the Company, its new business plans and direction of its future business development. The Board believes that the proposed new name of the Company will provide the Company with a new corporate image which will enable the Group to better identify itself and capture potential business opportunities for its future development. Accordingly, the Board is of the view that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

The Change of Company Name is subject to the following conditions:

- i. the passing of the necessary special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- ii. the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Once the special resolution on the Change of Company Name has been passed, the Company will file a certified copy of the said resolution with the Registrar of Companies in the Cayman Islands to effect the change. The Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

Upon the Change of Company Name taking effect, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong. The Change of Company Name, once approved and after becoming effective, will not, in any way affect any of the rights of the Shareholders.

All existing share certificates of the Company in issue bearing the existing name of the Company shall continue to be evidence of title to the shares of the Company and will be valid for trading, settlement, registration and delivery purposes. As such, no arrangement will be made for the exchange of share certificates of the Company as a result of the Change of Company Name.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective.

LETTER FROM THE BOARD

The Company will make further announcement(s) on the Change of Company Name and the effective dates of the Change of Company Name and the new stock short name of the Company under which the shares of the Company will be traded on the Stock Exchange.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Company proposes to enter into a service agreement with Mr. Wen Songmao (“**Mr. Wen**”) in compliance with the Listing Rules with no fixed terms, subject to the Articles of Association and the applicable laws, rules and regulations. He shall be subject to retirement by rotation and re-election at the Company’s first general meeting after his appointment pursuant to the bye-laws of the Company.

It is proposed that Mr. Wen will not receive any director’s fee as an executive Director.

The biological details of Mr. Wen is set forth below:

Mr. Wen, aged 47, Mr. Wen graduated with a bachelor’s degree in computer information management from Nanjing Agricultural University in July 2001, and a bachelor’s degree in accounting from the Renmin University of China in July 2006.

Upon graduation, Mr. Wen worked as an accountant at various companies in the PRC for approximately 7 years, and was the chief financial officer of Yancheng Haisen Materials Company Limited and Jiangsu Yueda Special Vehicle Company Limited from May 1998 to September 2002 and March 2006 to August 2011, respectively. Mr. Wen joined Yueda Capital Company Limited since September 2011, which owns 100% of issued share capital of Yueda Capital (HK) Limited and Yueda Capital (HK) Limited owns 51.34% issued share capital of the Company. Mr. Wen is currently the general manager of Yueda Capital Company Limited and a director of Yueda Capital (HK) Limited.

Save as disclosed above, as at the date of this circular, Mr. Wen (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) did not hold any other directorships in the last three years up to the date of this circular in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Resolutions will be put forward at the EGM to authorize the Board to enter into a service agreement with and to fix the remuneration of Mr. Wen.

LETTER FROM THE BOARD

EGM

The EGM will be convened by the Company at office nos. 3321-3325, 33/F., China Merchants Tower, Shun Tak Centre, No. 168-200 Connaught Road Central, Hong Kong on 20 November 2018, at 10:00 a.m. at which resolutions will be proposed to consider and, if thought fit, approve the Change of Company Name and Appointment. Notice convening the EGM has been despatched to the Shareholders on 5 November 2018, a copy of which is set out on pages 7 to 9 of this circular.

The proxy form for use at the EGM is enclosed with the notice of the EGM despatched to the Shareholders on 5 November 2018. Whether or not you are able to attend (if you are so entitled to) the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return them as soon as possible to the Company's Hong Kong branch share registrar and transfer office of the Company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, and save as disclosed above, no Shareholder has a material interest in the Change of Company Name or the Appointment, and accordingly no Shareholder is required to abstain from voting on the resolution(s) to be proposed at the EGM or any adjournment thereof (as the case may be).

RECOMMENDATION

The Directors consider that the proposed resolutions referred to in this circular are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions set out in the notice of the EGM.

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 Group. 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By Order of the Board
Yue Da Mining Holdings Limited
Hu Huaimin
Executive Director and Chief Executive

NOTICE OF EGM



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 IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Yue Da Mining Holdings Limited (the “**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 at 10:00 a.m. on Tuesday, 20 November 2018 for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) To consider and, if thought fit, to approve the appointment of Mr. Wen Songmao as an executive director of the Company; and
- (b) To consider and, if thought fit, to authorize the Board to enter a service agreement with the director of the Company appointed at the EGM with terms and conditions which it, in its absolute discretion, may deem appropriate, and to do or authorize doing all such acts, matters and things as it may in its absolute discretion consider necessary, expedient or desirable in connection with the appointment of directors of the Company at the EGM.”

SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, (i) the English name of the Company be changed from “Yue Da Mining Holdings Limited” to “Yue Da International Holdings Limited”; and (ii) the dual foreign name in Chinese of the Company be changed from “悦達礦業控股有限公司” to “悦達國際控股有限公司” (the “**Change of Company Name**”), and that any one of the directors or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such

NOTICE OF EGM

documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

On behalf of the Board
Yue Da Mining Holdings Limited
Hu Huaimin
Executive Director and Chief Executive

Hong Kong, 5 November 2018

Registered Office:

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

*Head office and 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. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the above Meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.

NOTICE OF EGM

6. Where there are joint registered holders of any share of the Company, any one of such joint registered holders may vote, either in person or by proxy, in respect of such share as if he/she/they were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. As at the date of this notice, the executive Directors are Wen Songmao, Mr. Mao Naihe, Mr. Hu Huaimin and Mr. Cai Baoxiang, the non-executive Directors are Mr. Wang Lian Chun and Mr. Qi Guangya, and the independent non-executive Directors are Mr. Cui Shuming, Dr. Liu Yongping and Mr. Cheung Ting Kee.