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YUE DA INTERNATIONAL HOLDINGS LIMITED

悅達國際控股有限公司

(formerly known as Yue Da Mining Holdings Limited 悅達礦業控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 629)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a extraordinary general meeting (“**Meeting**”) of Yue Da International Holdings Limited (the “**Company**”) will 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 at 10:30 a.m. on Monday, 20 May 2019 for the purpose of considering and, if thought fit, passing the following resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (i) the share disposal agreement dated 20 March 2019 entered into between the Company and Yue Da Group (H.K.) Co., Limited (the “**Disposal Agreement**”) in relation to the disposal of the entire equity interest in Yue Da Mining Limited (the “**Disposal**”) be and is hereby approved, confirmed and ratified;
- (ii) the Disposal be and is hereby approved, ratified and confirmed; and
- (iii) any one or more of the directors of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, sign, initial, ratify and/or execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the Disposal Agreement and the Disposal.”

On behalf of the Board

Yue Da International Holdings Limited

Hu Huaimin

Executive Director and Chief Executive

Hong Kong, 12 April 2019

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 in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17 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.
6. Where there are joint holders of any share of the Company, 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 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 Mr. Liu Debing, Mr. Hu Huaimin, Mr. Cai Baoxiang and Mr. Bai Zhaoxiang, the non-executive Directors are Mr. Tang Rujun and Mr. Li Biao, and the independent non-executive Directors are Mr. Cui Shuming, Dr. Liu Yongping and Mr. Cheung Ting Kee.

As at the date of this notice, the Board comprises the following members: (a) as non-executive Directors, Mr. Tang Rujun and Mr. Li Biao; (b) as executive Directors, Mr. Liu Debing, Mr. Hu Huaimin, Mr. Cai Baoxiang and Mr. Bai Zhaoxiang; and (c) as independent non-executive Directors, Mr. Cui Shuming, Dr. Liu Yongping and Mr. Cheung Ting Kee.

If there is any inconsistency in this notice between the Chinese and English versions, the English version shall prevail.