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中國大冶有色金屬礦業有限公司

China Daye Non-Ferrous Metals Mining Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00661)

**VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION
CAPITAL CONTRIBUTION AGREEMENT
AND
RESUMPTION OF TRADING**

CAPITAL CONTRIBUTION AGREEMENT

The Board is pleased to announce that, on 28 August 2019, Daye Metal (a non-wholly owned subsidiary of the Company), China No. 15 Metallurgical, Huangshi Xingang and Huangshi State-owned Assets Management, entered into the Capital Contribution Agreement, pursuant to which Daye Metal has agreed to contribute RMB1.3 billion to the capital of the JV Company, representing 52% of the equity interests in the JV Company.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Capital Contribution Agreement and the transactions contemplated thereunder exceed 100%, the Capital Contribution Agreement and the transactions contemplated thereunder constitute a very substantial acquisition of the Company.

As at the date of this announcement, China Times directly holds 11,962,999,080 Shares, representing approximately 66.85% of the issued share capital of the Company, and is a wholly owned subsidiary of the Parent Company. Accordingly, the Parent Company is a controlling shareholder of the Company indirectly interested in approximately 66.85% of the issued share capital of the Company, and CNMC is the controlling shareholder of the Parent Company holding approximately 57.99% of the equity interest in the Parent Company. Therefore, each of China Times, the Parent Company and CNMC is a connected person of the Company. China No. 15 Metallurgical is a wholly owned subsidiary of CNMC and is therefore an associate of CNMC and a connected person of the Company. Therefore, the Capital Contribution Agreement and the transactions contemplated thereunder constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

Accordingly, the Capital Contribution Agreement and the transactions contemplated thereunder are subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14 and Chapter 14A of the Listing Rules.

SPECIAL GENERAL MEETING

The SGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Capital Contribution Agreement and the transactions contemplated thereunder. China Times, the Parent Company, CNMC and their respective close associates will abstain from voting on the resolution approving the Capital Contribution Agreement and the transactions contemplated thereunder.

A circular containing, among others, (i) further details of the Capital Contribution Agreement and the transactions contemplated thereunder; (ii) the letter of advice from the independent Financial Adviser; (iii) the letter of recommendation from the Independent Board Committee; (iv) the financial and other information on the Group; (v) the notice of the SGM; and (vi) other information as required under the Listing Rules, is expected to be despatched to the Shareholders on or before 30 September 2019, which is more than 15 business days after the publication of this announcement, as more time will be needed for the preparation of certain information to be included in the circular.

RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 28 August 2019 at the request of the Company pending the publication of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 1:00 p.m. on 30 August 2019.

The Board is pleased to announce that, on 28 August 2019, Daye Metal (a non-wholly owned subsidiary of the Company), China No. 15 Metallurgical, Huangshi Xingang and Huangshi State-owned Assets Management, entered into the Capital Contribution Agreement, pursuant to which Daye Metal has agreed to contribute RMB1.3 billion to the capital of the JV Company, representing 52% of the equity interests in the JV Company.

CAPITAL CONTRIBUTION AGREEMENT

The principal terms of the Capital Contribution Agreement are as follows:

Date: 28 August 2019

Parties:

- (1) Daye Metal
- (2) China No. 15 Metallurgical
- (3) Huangshi Xingang
- (4) Huangshi State-owned Assets Management

Subject matter: The parties agreed to establish the JV Company pursuant to the terms and conditions of the Capital Contribution Agreement. No separate shareholder agreement is entered into by the parties in respect of the JV Company.

Scope of business:

Subject to the final approval by the relevant industry and commerce authorities of the PRC, the scope of business of the JV Company shall consist of, among other things, smelting and processing of non-ferrous metals, processing of gold and silver products and trading of non-ferrous metals.

JV Company will construct and operate the Production Plant, being a high purity copper cathode production plant proposed to be located in Huangshi Xingang (Logistics) Industrial Park, Huangshi, Hubei, the PRC, with a production capacity of 400,000 tons per year and a total site area of approximately 1,500 mu. The JV Company will identify a suitable piece of land for construction in Huangshi Xingang (Logistics) Industrial Park for the construction and operation of the Production Plant and it is proposed that the JV Company will acquire the land use right of such land through public bidding and auction in Huangshi. The Production Plant is expected to commence construction in the second half of 2019, with expected completion of construction and commencement of production of copper cathode in the first half of 2021. As at the date of this announcement, construction work of the Production Plant has not commenced.

It is estimated that the total amount of investment to be made by the JV Company in connection with the construction and operation of the Production Plant will amount to approximately RMB5.7 billion, of which fixed asset investments will amount to approximately RMB4.4 billion and working capital requirements will amount to approximately RMB1.3 billion. It is currently proposed that the aforementioned capital requirements of the JV Company will be satisfied partly by the capital contributions by the parties in the aggregate amount of RMB2.5 billion, with the remaining amount of approximately RMB3.2 billion be satisfied by external bank borrowings of the JV Company.

Registered capital and capital contribution:

The registered capital of the JV Company is proposed to be RMB2.5 billion, of which:

- (a) Daye Metal shall contribute RMB1.3 billion, representing 52% of the registered capital of the JV Company;
- (b) China No. 15 Metallurgical shall contribute RMB600 million, representing 24% of the registered capital of the JV Company;
- (c) Huangshi Xingang shall contribute RMB400 million, representing 16% of the registered capital of the JV Company; and
- (d) Huangshi State-owned Assets Management shall contribute RMB200 million, representing 8% of the registered capital of the JV Company.

The capital contribution shall be made in cash by each of the parties in four instalments in the following manner:

	Daye Metal	China No. 15 Metallurgical	Huangshi Xingang	Huangshi State-owned Assets Management
Within 15 working days after the date of the establishment of the JV Company:	RMB130 million	RMB60 million	RMB40 million	RMB20 million
Within 15 working days after the expiry of three months after the date of the establishment of the JV Company:	RMB260 million	RMB120 million	RMB80 million	RMB40 million
Within 15 working days after the expiry of nine months after the date of the establishment of the JV Company:	RMB390 million	RMB180 million	RMB120 million	RMB60 million
Within 15 working days after the expiry of 12 months after the date of the establishment of the JV Company:	RMB520 million	RMB240 million	RMB160 million	RMB80 million

The amount of the capital contribution to be made by the parties was determined after arm's length negotiations between the parties with reference to, among other things, the expected capital requirements of the JV Company in connection with the construction and operation of the Production Plant.

The capital contribution to be made by Daye Metal will be funded by the internal resources and the external borrowings of the Group, of which it is currently expected that 60% of the aforementioned capital contribution, being approximately RMB780 million, will be funded by the internal resources of the Group and 40% of the aforementioned capital contribution, being approximately RMB520 million, will be funded by the external borrowings of the Group. As disclosed in the annual report of the Company for the year ended 31 December 2018, the cash and bank balances of the Group as at 31 December 2018 amounted to approximately RMB861.6 million. The Directors are of the opinion that the Group will have sufficient working capital for the next 12 months notwithstanding the payment of the capital contribution.

Future financing:

If, in the future, the JV Company requires the provision of guarantees by its shareholders in respect of its external bank borrowings and/or further financing by way of shareholders' loan, the shareholders of the JV Company shall provide the required guarantee and/or shareholder's loan in proportion to their equity interests in the JV Company, failing which, the relevant shareholder shall be liable for an amount equivalent to 3% of the shortfall between (i) the required amount of guarantee and/or shareholder's loan and (ii) the amount actually provided by that shareholder.

The Company shall comply with all the relevant requirements under the Listing Rules in respect of such provision of guarantees and/or provision of shareholder's loan as and when appropriate.

Composition of the board of directors and supervisory committee:

The board of directors of the JV Company shall comprise five directors, of which Daye Metal shall nominate three directors, China No. 15 Metallurgical shall nominate one director and Huangshi Xingang shall nominate one director. The board of directors of the JV Company shall have one chairman, who shall be nominated by Daye Metal and subject to election by the board of directors.

The supervisory committee of the JV Company shall comprise three supervisors, of which each of Daye Metal, China No. 15 Metallurgical and Huangshi State-owned Assets Management shall nominate one supervisor. The supervisory committee of the JV Company shall have one chairman, who shall be nominated by Daye Metal and subject to election by the supervisory committee.

Payment and transfer of dividends:

After the JV Company records a profit, the JV Company shall, subject to its operation conditions and the agreement of the shareholders, conduct dividend distribution. Taking into account the funding need for repayment of bank borrowings for fixed asset investments by the JV Company, the total dividend distribution to the shareholders for a given year shall not be more than 50% of the distributable profit of the JV Company in that given year.

In the event that the JV Company conducts dividend distributions, Huangshi Xingang and Huangshi State-owned Assets Management shall transfer the dividends to which they are entitled, up to the caps of RMB66.67 million and RMB33.33 million respectively, to Daye Metal for its contribution to the operation of the JV Company in Huangshi (being the assumption of a leading role in the management of the JV Company as well as the construction and operation of the Production Plant by the JV Company). The arrangement is reflective of the proposal that Daye Metal will take an active management role in the operation of the JV Company, where the other parties will only have minimal participation in the operation of the JV Company and China No. 15 Metallurgical, on the other hand, will provide engineering construction advice to the JV Company.

After the amount of dividends transferred to Daye Metal reaches the aforementioned caps (being the aggregated amount of RMB100 million), Huangshi Xingang and Huangshi State-owned Assets Management shall be entitled to receive dividends from the JV Company in accordance with their equity interests in the JV Company.

The abovementioned obligations of Huangshi Xingang (which is a non-wholly-owned subsidiary of Huangshi State-owned Assets Management) and Huangshi State-owned Assets Management (which is wholly owned by the State-owned Assets Supervision and Administration Commission of Huangshi Municipal People's Government) for transfer of dividends to Daye Metal represent the provision of investment incentives for encouraging investments in Huangshi by the Huangshi local government, where Huangshi Xingang and Huangshi State-owned Assets Management act as the representatives of the Huangshi local government in the establishment of the JV Company in Huangshi. The aforementioned caps in the aggregate amount of RMB100 million were determined by commercial negotiation between Daye Metal, Huangshi Xingang and Huangshi State-owned Assets Management on an arm's length basis with reference to similar investment incentive policies offered by other cities in the Hubei Province and the proposed investments by the JV Company in Huangshi.

Transfer of equity interests:

The Capital Contribution Agreement does not provide for any common pre-emption rights of the parties in respect of transfer of equity interests in the JV Company by the other parties, but the parties are entitled to the pre-emption right as a shareholder of the JV Company under the PRC Company Law.

China No. 15 Metallurgical agrees that in the event of a transfer of its equity interests in the JV Company, China No. 15 Metallurgical shall only transfer such equity interests to Daye Metal and shall not transfer to other parties. Each of Huangshi Xingang and Huangshi State-owned Assets Management shall waive its pre-emption right in respect of such transfer.

After (i) the expiry of six years commencing from the date on which the registered capital of the JV Company have been fully paid up or (ii) the repayment of 80% or more of the bank borrowings for fixed asset investments by the JV Company, China No. 15 Metallurgical may request Daye Metal to acquire its equity interests in the JV Company, and Daye Metal undertakes to acquire such equity interests in accordance with the relevant requirements for transfer of PRC state-owned assets and the requirements under the relevant laws and regulations (including but not limited to the approval by the Independent Shareholders in respect of such acquisition in accordance with the Listing Rules). In the event that the aforementioned approval of the Independent Shareholders is not obtained, Daye Metal will not proceed with the acquisition as requested by China No.15 Metallurgical and there will not be any consequences under the Capital Contribution Agreement. Daye Metal and China No.15 Metallurgical will further discuss and negotiate on the terms and conditions of any future acquisition of the equity interests. The aforementioned undertaking provided by Daye Metal does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. The future acquisition by Daye Metal of the equity interests in the JV Company held by China No. 15 Metallurgical whether or not pursuant to the aforementioned undertaking of Daye Metal, if materializes, may constitute a notifiable and connected transaction of the Company under Chapter 14 and 14A of the Listing Rules and the Company will comply with all the relevant requirements under the Listing Rules in respect of such acquisition accordingly.

In the event of the transfer of the equity interests in the JV Company by Huangshi Xingang and/or Huangshi State-owned Assets Management, unless the transferee(s) of the equity interests to be transferred agree to be subject to the abovementioned obligations for (i) transfer of dividends (applicable for such period until the amount of dividends transferred by Huangshi Xingang and Huangshi State-owned Assets Management to Daye Metal reaches the aforementioned caps in the aggregate amount of RMB100 million) and (ii) waiver of pre-emption rights (in respect of transfer of equity interests in the JV Company by China No. 15 Metallurgical to Daye Metal), neither Huangshi Xingang nor Huangshi State-owned Assets Management may transfer its equity interests in the JV Company.

If at the time of a proposed transfer of the equity interests in the JV Company by Huangshi Xingang and/or Huangshi State-owned Assets Management, the amount of dividends transferred by Huangshi Xingang and Huangshi State-owned Assets Management to Daye Metal has already reached the relevant caps, the condition in relation to transfer of dividends would no longer be applicable but the condition in relation to waiver of pre-emption rights (in respect of transfer of equity interests in the JV Company by China No. 15 Metallurgical to Daye Metal) would still be applicable for such proposed transfer.

**Effectiveness of
the Capital
Contribution
Agreement:**

The Capital Contribution Agreement shall become effective after (i) due execution by the parties; (ii) approval by the respective supervising departments of the parties (being the relevant governing bodies within their respective organisation structure and as at the date of this announcement, the approval of which has been obtained); and (iii) Daye Metal and the Company having obtained all necessary approval under relevant laws, regulations, the articles of association and the Listing Rules for the establishment of the JV Company under the Capital Contribution Agreement (including but not limited to the approval by the Independent Shareholders in accordance with the Listing Rules).

INFORMATION ON THE GROUP AND THE PARTIES

The Group

The Group is principally engaged in the exploitation of mineral resources, the mining and processing of mineral ores and the trading of metal products.

Daye Metal

Daye Metal is a limited liability company established in the PRC and principally engaged in mining and processing of mineral ores and trading of metal concentrates. It is indirectly held as to 95.35% by the Company and is a non-wholly owned subsidiary of the Company.

China No. 15 Metallurgical

China No. 15 Metallurgical is a limited liability company established in the PRC and is principally engaged in general contracting for engineering construction. China No. 15 Metallurgical is a wholly-owned subsidiary of CNMC.

CNMC is a PRC state-owned enterprise directly administered by the State-owned Assets Supervision and Administration Commission of the State Council and the controlling shareholder of the Parent Company. CNMC and its subsidiaries are principally engaged in the development of non-ferrous metal resources, construction and engineering, as well as related trade and services, both in the PRC and overseas.

The Parent Company is a state-owned conglomerate in China. The principal business of the Parent Company and its subsidiaries is copper mining and processing. The Parent Company and its subsidiaries have a fully integrated operation, which enables them to undertake the different stages of copper production from mining, processing, smelting and plating, research and development, design to sales and trading.

Huangshi Xingang

Huangshi Xingang is a limited liability company established in the PRC and is a state-owned investment and financing platform company. Huangshi Xingang is a non-wholly owned subsidiary of Huangshi State-owned Assets Management.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Huangshi Xingang and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Huangshi State-owned Assets Management

Huangshi State-owned Assets Management is a limited liability company established in the PRC and is principally engaged in the operation and management of state-owned assets and provision of related services for their equity transactions, financing and investments. Huangshi State-owned Assets Management is wholly owned by the State-owned Assets Supervision and Administration Commission of Huangshi Municipal People's Government.

As far as the Directors are aware, as at the date of this announcement, the Parent Company is held as to 0.69% by Huangshi State-owned Assets Management. Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Huangshi State-owned Assets Management and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE CAPITAL CONTRIBUTION AGREEMENT

The Group is principally engaged in the exploitation of mineral resources, the mining and processing of mineral ores and the trading of metal products.

The JV Company will be a non-wholly owned subsidiary of the Company upon its establishment and its financial results will be consolidated into the financial statements of the Group. The proposed construction and operation by the JV Company of the Production Plant is in line with the principal business of the Group. The Production Plant is expected to commence construction in the second half of 2019, with expected completion of construction and commencement of production of copper cathode in the first half of 2021. Upon completion, the Production Plant is expected to generate an annual revenue exceeding RMB20 billion for the JV Company.

Through the joint venture arrangement as contemplated under the Capital Contribution Agreement, the Group is able to leverage on the cooperation between Daye Metal and China No. 15 Metallurgical in the construction and future operation of the Production Plant, taking into account the expertise in engineering construction of China No. 15 Metallurgical. Further, the scale of production of copper cathode of the Group will also be significantly expanded following commencement of production of the Production Plant. It is expected that the establishment of the JV Company is conducive to enhancing the profitability and the overall competitiveness of the Group.

The Directors (other than the independent non-executive Directors, who will express their views after receiving advice from the Independent Financial Adviser) are of the view that the Capital Contribution Agreement was entered into on normal commercial terms, and is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Mr. Wang Yan and Mr. Long Zhong Sheng, who are executive Directors, is also a director of the Parent Company and a director of China Times, respectively. As such, each of Mr. Wang Yan and Mr. Long Zhong Sheng is deemed to have a material interest in, and they have abstained from voting on, the resolutions passed by the Board to approve the Capital Contribution Agreement and the transactions contemplated thereunder. Save as disclosed above, none of the Directors has any material interest in, or is required to abstain from voting on the resolutions passed by the Board to approve the Capital Contribution Agreement and the transactions contemplated thereunder.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Capital Contribution Agreement and the transactions contemplated thereunder exceed 100%, the Capital Contribution Agreement and the transactions contemplated thereunder constitute a very substantial acquisition of the Company.

As at the date of this announcement, China Times directly holds 11,962,999,080 Shares, representing approximately 66.85% of the issued share capital of the Company, and is a wholly owned subsidiary of the Parent Company. Accordingly, the Parent Company is a controlling shareholder of the Company indirectly interested in approximately 66.85% of the issued share capital of the Company, and CNMC is the controlling shareholder of the Parent Company holding approximately 57.99% of the equity interest in the Parent Company. Therefore, each of China Times, the Parent Company and CNMC is a connected person of the Company. China No. 15 Metallurgical is a wholly owned subsidiary of CNMC and is therefore an associate of CNMC and a connected person of the Company. Therefore, the Capital Contribution Agreement and the transactions contemplated thereunder constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

Accordingly, the Capital Contribution Agreement and the transactions contemplated thereunder are subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14 and Chapter 14A of the Listing Rules.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee (comprising all the independent non-executive Directors) has been formed in accordance with Chapter 14A of the Listing Rules to advise the Independent Shareholders on the Capital Contribution Agreement and the transactions contemplated thereunder.

In this connection, an Independent Financial Adviser will be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders on the Capital Contribution Agreement and the transactions contemplated thereunder.

SPECIAL GENERAL MEETING

The SGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Capital Contribution Agreement and the transactions contemplated thereunder. China Times, the Parent Company, CNMC and their respective close associates will abstain from voting on the resolution approving the Capital Contribution Agreement and the transactions contemplated thereunder.

Save as abovementioned, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder has a material interest in the Capital Contribution Agreement and the transactions contemplated thereunder and therefore, no other Shareholder is required to abstain from voting at the SGM for the relevant resolution.

A circular containing, among others, (i) further details of the Capital Contribution Agreement and the transactions contemplated thereunder; (ii) the letter of advice from the Independent Financial Adviser; (iii) the letter of recommendation from the Independent Board Committee; (iv) the financial and other information on the Group; (v) the notice of the SGM; and (vi) other information as required under the Listing Rules, is expected to be despatched to the Shareholders on or before 30 September 2019, which is more than 15 business days after the publication of this announcement, as more time will be needed for the preparation of certain information to be included in the circular.

RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 28 August 2019 at the request of the Company pending the publication of this announcement.

An application has been made to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 1:00 p.m. on 30 August 2019.

DEFINITIONS

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

“Board”	the board of Directors
“Capital Contribution Agreement”	the capital contribution agreement dated 28 August 2019 entered into by and among Daye Metal, China No. 15 Metallurgical, Huangshi Xingang and Huangshi State-owned Assets Management in relation to the establishment of the JV Company
“China No. 15 Metallurgical”	China No.15 Metallurgical Construction Group Co., Ltd.* (中國十五冶金建設集團有限公司), a limited liability company established in the PRC and a wholly-owned subsidiary of CNMC
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“China Times”	China Times Development Limited, a company incorporated in the British Virgin Islands with limited liability and the immediate controlling shareholder of the Company
“CNMC”	China Nonferrous Metal Mining (Group) Co., Ltd*(中國有色礦業集團有限公司), a limited liability company incorporated in the PRC and a controlling shareholder of the Company
“Company”	China Daye Non-Ferrous Metals Mining Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Daye Metal”	Daye Non-ferrous Metals Co., Ltd.* (大冶有色金屬有限責任公司), a limited liability company established in the PRC and a non-wholly owned subsidiary of the Company
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Huangshi State-owned Assets Management”	Huangshi State-owned Assets Management Co., Ltd.* (黃石市國有資產經營有限公司), a limited liability company established in the PRC
“Huangshi Xingang”	Huangshi Xingang Development Co., Ltd.* (黃石新港開發有限公司), a limited liability company established in the PRC
“Independent Board Committee”	the independent board committee of the Company comprising Mr. Wang Qihong, Mr. Wang Guoqi and Mr. Liu Jishun, being all the independent non-executive Directors, which is formed to advise the Independent Shareholders on the Capital Contribution Agreement and the transactions contemplated thereunder
“Independent Financial Adviser”	an independent financial adviser to be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Capital Contribution Agreement and the transactions contemplated thereunder
“Independent Shareholders”	the Shareholders other than China Times, the Parent Company, CNMC and their respective close associates
“JV Company”	Daye Non-ferrous (Xingang) Copper Co., Ltd.* (大冶有色(新港)銅業有限公司) (the name is subject to the final approval by the relevant industry and commerce authorities of the PRC), a limited liability company to be established under the laws of the PRC pursuant to the terms of the Capital Contribution Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“mu”	mu (畝), unit of measurement of land area in the PRC, equivalent to approximately 666.67 square meters
“Parent Company”	Daye Nonferrous Metals Group Holdings Company Limited* (大冶有色金屬集團控股有限公司), a limited liability company incorporated in the PRC and a controlling shareholder of the Company
“percentage ratio”	has the meaning ascribed to it under Chapter 14 of the Listing Rules
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administration of the People’s Republic of China and Taiwan
“Production Plant”	a high purity copper cathode production plant proposed to be located in Huangshi Xingang (Logistics) Industrial Park, Huangshi, Hubei, the PRC, with a production capacity of 400,000 tons per year and a total site area of approximately 1,500 mu
“RMB”	Renminbi, the lawful currency of the PRC

“SGM”	a special general meeting of the Company to be held to consider and if thought fit, approve the Capital Contribution Agreement and the transactions contemplated thereunder
“Share(s)”	the share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board
China Daye Non-Ferrous Metals Mining Limited
Wang Yan
Chairman

Hong Kong, 30 August 2019

As at the date of this announcement, the Board comprises four executive directors, namely Mr. Wang Yan, Mr. Long Zhong Sheng, Mr. Yu Liming and Mr. Chen Zhimiao; and three independent non-executive directors, namely Mr. Wang Qihong, Mr. Wang Guoqi and Mr. Liu Jishun.

* *For identification purpose only*