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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of China Daye Non-Ferrous Metals Mining Limited (the “**Company**”) will be held at Function Room 4 & 6, 3/F, The Mira Hong Kong, Mira Place, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 11 January 2023 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 23 December 2022.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the CNMC Financial Services Framework Agreement dated 22 November 2022 entered into between the Company and CNMC be and is hereby approved, confirmed and ratified; and
- (b) the Proposed Annual Caps for the deposit services to be provided by the CNMC Group to the Group under the CNMC Financial Services Framework Agreement in the amounts of RMB2,697,750,000, RMB2,827,221,000 and RMB2,929,468,000 for each of the three years ending 31 December 2023, 2024 and 2025, respectively, and the transactions contemplated thereunder be and are hereby approved; and
- (c) the Proposed Annual Caps for the bills acceptance and settlement and foreign exchange settlement and sales services to be provided by the CNMC Group to the Group under the CNMC Financial Services Framework Agreement in the amounts of RMB8,286,025,000, RMB8,288,625,000 and RMB8,288,625,000 for each of the three years ending 31 December 2023, 2024 and 2025, respectively, and the transactions contemplated thereunder be and are hereby approved; and

- (d) any one Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to take all steps necessary and expedient to implement and/or give effect to the CNMC Financial Services Framework Agreement.”

2. **“THAT:**

- (a) the Parent Group Sales Framework Agreement dated 22 November 2022 entered into between the Company and the Parent Company be and is hereby approved, confirmed and ratified; and
- (b) the Proposed Annual Caps for the Parent Group Sales Framework Agreement in the amounts of RMB14,849,212,000, RMB22,793,246,000 and RMB23,515,155,000 for each of the three years ending 31 December 2023, 2024 and 2025, respectively, and the transactions contemplated thereunder be and are hereby approved; and
- (c) any one Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to take all steps necessary and expedient to implement and/or give effect to the Parent Group Sales Framework Agreement.”

3. **“THAT:**

- (a) the Yangxin Hongsheng Sales Framework Agreement dated 22 November 2022 entered into between the Company and Yangxin Hongsheng be and is hereby approved, confirmed and ratified; and
- (b) the Proposed Annual Caps for the Yangxin Hongsheng Sales Framework Agreement in the amounts of RMB2,336,214,000, RMB2,704,630,000 and RMB3,110,003,000 for each of the three years ending 31 December 2023, 2024 and 2025, respectively, and the transactions contemplated thereunder be and are hereby approved; and
- (c) any one Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to take all steps necessary and expedient to implement and/or give effect to the Yangxin Hongsheng Sales Framework Agreement.”

4. **“THAT:**

- (a) the Parent Group Purchase and Production Services Framework Agreement dated 22 November 2022 entered into between the Company and the Parent Company be and is hereby approved, confirmed and ratified; and

- (b) the Proposed Annual Caps for the Parent Group Purchase and Production Services Framework Agreement in the amounts of RMB3,009,009,000, RMB3,520,887,000 and RMB4,116,336,000 for each of the three years ending 31 December 2023, 2024 and 2025, respectively, and the transactions contemplated thereunder be and are hereby approved; and
- (c) any one Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to take all steps necessary and expedient to implement and/or give effect to the Parent Group Purchase and Production Services Framework Agreement.”

5. **“THAT:**

- (a) the CNMC Group Purchase and Production Services Framework Agreement dated 22 November 2022 entered into between the Company and CNMC be and is hereby approved, confirmed and ratified; and
- (b) the Proposed Annual Caps for the CNMC Group Purchase and Production Services Framework Agreement in the amounts of RMB6,355,823,000, RMB6,663,945,000 and RMB7,462,154,000 for each of the three years ending 31 December 2023, 2024 and 2025, respectively, and the transactions contemplated thereunder be and are hereby approved; and
- (c) any one Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to take all steps necessary and expedient to implement and/or give effect to the CNMC Group Purchase and Production Services Framework Agreement.”

6. **“THAT:**

- (a) the Yangxin Hongsheng Purchase Framework Agreement dated 22 November 2022 entered into between the Company and Yangxin Hongsheng be and is hereby approved, confirmed and ratified; and
- (b) the Proposed Annual Caps for the Yangxin Hongsheng Purchase Framework Agreement in the amounts of RMB6,361,261,000, RMB5,648,630,000 and RMB6,054,003,000 for each of the three years ending 31 December 2023, 2024 and 2025, respectively, and the transactions contemplated thereunder be and are hereby approved; and
- (c) any one Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to take all steps necessary and expedient to implement and/or give effect to the Yangxin Hongsheng Purchase Framework Agreement.”

7. “**THAT:**

- (a) the Parent Group Combined Ancillary Services Framework Agreement dated 22 November 2022 entered into between the Company and the Parent Company be and is hereby approved, confirmed and ratified; and
- (b) the Proposed Annual Caps for the Parent Group Combined Ancillary Services Framework Agreement in the amounts of RMB357,799,000, RMB430,072,000 and RMB400,607,000 for each of the three years ending 31 December 2023, 2024 and 2025, respectively, and the transactions contemplated thereunder be and are hereby approved; and
- (c) any one Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to take all steps necessary and expedient to implement and/or give effect to the Parent Group Combined Ancillary Services Framework Agreement.”

By order of the Board of
China Daye Non-Ferrous Metals Mining Limited
Xiao Shuxin
Chairman

Hong Kong, 23 December 2022

Notes:

- 1. For more information relating to the abovementioned resolutions, please refer to announcement of the Company dated 22 November 2022 and the circular of the Company dated 23 December 2022.
- 2. The resolutions at the SGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- 3. The record date for determining Shareholders’ right to attend and vote at the SGM is Thursday, 5 January 2023. In order to qualify for attending and voting at the said meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration, no later than 4:30 p.m. on Thursday, 5 January 2023.
- 4. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more ordinary shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- 5. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the SGM and, in such event, the form of proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES OF THE RISK OF COVID-19 FOR SPECIAL GENERAL MEETING

In consideration of the continuing risk posed by the 2019 coronavirus disease (COVID-19) and to manage the potential health risks of persons attending the Special General Meeting, the Company will implement the following precautionary measures at the Special General Meeting:–

- (1) Attendees may need to confirm that (i) he/she has not travelled outside of Hong Kong within 21 days immediately before the Special General Meeting (“**Recent Travel History**”); (ii) he/she is not subject to any HKSAR Government prescribed quarantine requirement; (iii) to his/her knowledge, he/she has not, within 21 days immediately before the Special General Meeting, had close contact with any person under quarantine or with Recent Travel History; and (iv) he/she has no flu-like symptoms. Any person who fails to provide the required confirmation, or if he/she has shown flu-like symptoms, may be requested to leave or denied entry into the Special General Meeting venue.
- (2) No food and beverage service will be provided and there will be no handing out of gift coupons or souvenirs.
- (3) Only a limited number of seats will be available, with no standing arrangement, in the Special General Meeting venue in order to ensure social distancing and therefore, where necessary, the Company may limit the number of attendees entering the Special General Meeting venue.
- (4) All attendees must wear face masks at all times inside the Special General Meeting venue or at the waiting area outside the Special General Meeting venue. Any attendees who do not wear face masks may be requested to leave or denied entry into the Special General Meeting venue.
- (5) All attendees must clean their hands with alcohol-based hand sanitizer before entering the Special General Meeting venue.
- (6) Body temperature checks/screening will be conducted on all persons before they enter the waiting area outside the Special General Meeting venue. Any person with a body temperature of over 37.2 degrees Celsius may be requested to leave or denied entry into the Special General Meeting venue.
- (7) The Company reminds attendees that they should carefully consider their own health/personal circumstances before they decide to attend the Special General Meeting in person. The Company would like to remind all Shareholders that physical attendance at the Special General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the Special General

Meeting as their proxy to vote on the relevant resolutions at the Special General Meeting instead of attending the Special General Meeting in person. Completion and return of the proxy forms will not preclude the Shareholders from attending and voting in person at the meeting or any adjournment thereof should they subsequently so wish, and in such case, the proxy forms previously submitted shall be deemed to be revoked.

- (8) The Company will continue to monitor how the COVID-19 outbreak develops and may adopt additional measures.

As at the date of this notice, the Board comprises four executive directors, namely Mr. Xiao Shuxin, Mr. Long Zhong Sheng, Mr. Chen Zhimiao and Mr. Zhang Guangming; and three independent non-executive directors, namely Mr. Wang Qihong, Mr. Wang Guoqi and Mr. Liu Jishun.