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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of China Daye Non-Ferrous Metals Mining Limited (the “**Company**”) will be held at Imperial Room III, Mezzanine Floor, Towers Wing, Royal Pacific Hotel, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 26 May 2021 at 10:00 a.m (or any adjournment thereof) for the following purposes:

AS ORDINARY BUSINESS

1. To consider and receive the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2020;
2. To re-elect Mr. Long Zhong Sheng as an executive director of the Company;
3. To re-elect Mr. Wang Guoqi as an independent non-executive director of the Company;
4. To re-elect Mr. Wang Qihong as an independent non-executive director of the Company;
5. To authorize the board of directors to fix the respective directors’ remuneration;
6. To appoint SHINEWING (HK) CPA Limited as the auditor of the Company and its subsidiaries to hold office until the conclusion of the next annual general meeting, and to authorize the board of directors to fix its remuneration;

AS SPECIAL BUSINESS

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to purchase its ordinary shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) of this resolution above shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the ordinary share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this resolution above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into ordinary shares of the Company;

(iii) the exercise of options under share option scheme(s) of the Company, if any; and

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of ordinary shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the aggregate number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and

“**Rights Issue**” means an offer of ordinary shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in numbered 7 and 8 in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution numbered 8 in the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number

of shares of the Company bought back by the Company pursuant to the general mandate referred to in the resolution numbered 7 in the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing of this resolution.”

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

Hong Kong, 26 April 2021

Notes:

1. The record date for determining shareholders' right to attend and vote at the meeting is Tuesday, 18 May 2021. 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration, no later than 4:30 p.m. on Tuesday, 18 May 2021.
2. Any member of the Company entitled to attend and vote at this meeting 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.
3. 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 Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting 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 meeting and, in such event, the form of proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES OF THE RISK OF COVID-19 FOR 2020 ANNUAL 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 Annual General Meeting, the Company will implement the following precautionary measures at the Annual 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 Annual 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 Annual 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 Annual 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 Annual General Meeting venue in order to ensure social distancing and therefore, where necessary, the Company may limit the number of attendees entering the Annual General Meeting venue.
- (4) All attendees must wear face masks at all times inside the Annual General Meeting venue or at the waiting area outside the Annual General Meeting venue. Any attendees who do not wear face masks may be requested to leave or denied entry into the Annual General Meeting venue.
- (5) All attendees must clean their hands with alcohol-based hand sanitizer before entering the Annual General Meeting venue.
- (6) Body temperature checks/screening will be conducted on all persons before they enter the waiting area outside the Annual 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 Annual General Meeting venue.
- (7) The Company reminds attendees that they should carefully consider their own health/personal circumstances before they decide to attend the Annual General Meeting in person. The Company would like to remind all Shareholders that physical attendance at the Annual 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 Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual 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. Wang Yan, Mr. Long Zhongsheng, Mr. Yu Liming and Mr. Chen Zhimiao; and three independent non-executive Directors, namely Mr. Wang Qihong, Mr. Wang Guoqi and Mr. Liu Jishun.