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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 ADJOURNED EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of China Daye Non-Ferrous Metals Mining Limited (the “**Company**”) adjourned on 16 January 2012 will be reconvened and held at 10:00 a.m. on Monday, 5 March 2012 at 7/F Hennessy Room, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong (the “**Meeting**”) for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company, with or without amendments. Capitalized terms defined in the circular dated 29 December 2011 issued by the Company (the “**First Circular**”) shall have the same meanings when used in this notice unless otherwise specified.

Resolution in relation to the Acquisition Agreement, the First Supplemental Agreement and the Second Supplemental Agreement

1. (1) “**THAT** the Acquisition Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”
- (2) “**THAT** the First Supplemental Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”
- (3) “**THAT** the Second Supplemental Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”
- (4) “**THAT** the Directors be and are hereby authorized to do all such acts or things and to sign or execute, or affix the common seal of the Company to, all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with paragraphs (1) to (3) of this resolution no. 1.”

Resolution in relation to the Whitewash Waiver

2. “**THAT**, subject to the passing of resolution no. 1, and the Executive granting to China Times and persons acting in concert with it the Whitewash Waiver and the satisfaction of any condition attached to the Whitewash Waiver imposed by the Executive, the waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code in respect of the obligation on China Times and persons acting in concert with it to make a mandatory general offer for all the issued shares of the Company not already owned or agreed to be acquired by China Times and persons acting in concert with it pursuant to the Acquisition Agreement which could arise under Rule 26.1 of the Takeovers Code as a result of the allotment and issue of the China Times Consideration Shares be and is hereby approved.”

Resolution in relation to the grant of specific mandate for the allotment and issue of the China Times Consideration Shares, Cinda Consideration Shares, China Times Convertible Notes and Conversion Shares

3. “**THAT**, subject to the passing of resolutions nos. 1 and 2, the grant of a specific mandate for the allotment and issue of the China Times Consideration Shares, Cinda Consideration Shares, China Times Convertible Notes and Conversion Shares in accordance with the terms of the Acquisition Agreement be and is hereby approved, and the Directors be and are hereby authorized to do all such acts or things and to sign or execute, or affix the common seal of the Company to, all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with this resolution no. 3.”

Resolution in relation to the Non-Exempt Continuing Connected Transaction Agreements and the Annual Caps

4. “**THAT**, subject to the passing of resolution no. 1, each of the Non-Exempt Continuing Connected Transaction Agreements and the Annual Caps be and are hereby approved and the Directors be and are hereby authorized to do all such acts or things and to sign or execute, or affix the common seal of the Company to, all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with this resolution no. 4.”

By order of the Board
China Daye Non-Ferrous Metals Mining Limited
Wan Bi Qi
Chairman

Hong Kong, 17 February 2012

Notes:

- (a) Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. 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.
- (b) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and 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.

- (c) **Please note that if you have completed and returned a form of proxy for the purposes of the EGM enclosed with the First Circular (the “Original Proxy Form”) in accordance with the instructions printed thereon and you remain entitled to attend and vote at the Meeting with respect to the number of Ordinary Shares specified in the Original Proxy Form, then the appointment of the proxy/proxies to attend the meeting and vote on your behalf under the Original Proxy Form will remain valid for the purposes of the Meeting without the need to complete and return the new form of proxy for the purposes of the Meeting enclosed with the supplemental circular dated 17 February 2012 issued by the Company (the “New Proxy Form”). If, however, you choose to complete and return the New Proxy Form in accordance with the instructions printed thereon, the New Proxy Form so completed and returned by you will supersede the Original Proxy Form and the proxy/proxies appointed by you under a validly completed and returned New Proxy Form will be entitled to attend and vote at the Meeting in accordance with the instructions given in the New Proxy Form. If you choose to complete and return the New Proxy Form, please exercise due care to ensure that it is completed and returned in accordance with the instructions printed thereon, as otherwise any incorrectly completed or returned New Proxy Form will be treated as invalid which will also revoke the Original Proxy Form and the proxy/proxies purported to be appointed by you, whether under the New Proxy Form or the Original Proxy Form, will not be entitled to attend and vote at the Meeting.**
- (d) **Completion and return of the Original Proxy Form or the New Proxy Form will not preclude you from attending and voting in person at the Meeting should you so wish.**

As at the date of this announcement, the board of directors of the Company comprises three executive directors, namely Mr. Wan Bi Qi (Chairman of the board of directors), Mr. Chen Xiang and Ms. Yuan Ping; and three independent non-executive directors, namely Mr. Wang Qihong, Mr. Wang Guoqi and Mr. Qiu Guanzhou.