**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Daye Non-Ferrous Metals Mining Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**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)**

# (1) PROPOSED GENERAL MANDATES TO ISSUE AND TO BUY-BACK SHARES
# (2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND
# (3) NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of China Daye Non-Ferrous Metals Mining Limited to 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 Tuesday, 26 May 2026 at 10:00 a.m. is set out on pages 18 to 21 of this circular. A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.hk661.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, 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 Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish and in such event, the proxy form shall be deemed to be revoked.

29 April 2026

# CONTENTS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

| | |
|---|---|
| "Annual General Meeting" | an annual general meeting of the Company to 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 Tuesday, 26 May 2026 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 21 of this circular, or any adjournment thereof; |
| "Board" | the board of Directors; |
| "Buy-back Mandate" | the proposed general mandate to be granted to the Directors to permit the buy-back of fully paid up Shares of up to 10% of the aggregate number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate; |
| "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; |
| "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; |
| "Current Bye-laws" | the bye-laws of the Company currently in force; |
| "Daye Metal" | Daye Non-ferrous Metals Co., Ltd.* (大冶有色金屬有限責任公司), a limited liability company incorporated in the PRC and a non-wholly owned subsidiary of the Company; |
| "Director(s)" | the director(s) of the Company; |
| "Group" | the Company and its subsidiaries from time to time; |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong; |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC; |

| | |
|---|---|
| "Issue Mandate" | the proposed general mandate to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate; |
| "Latest Practicable Date" | 27 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular; |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange; |
| "Nomination Committee" | the nomination committee of the Company; |
| "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; |
| "PRC" | the People's Republic of China; |
| "RMB" | Renminbi, the lawful currency of the PRC; |
| "SFO" | Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong; |
| "Share(s)" | ordinary share(s) of HK$0.05 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary share capital of the Company; |
| "Shareholder(s)" or "Member(s)" | holder(s) of Share(s); |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited; |
| "Takeovers Code" | the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong; |
| "%" | per cent. |

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)**

*Executive Directors:*
Mr. Xiao Shuxin *(Chairman)*
Mr. Li Haibo *(Chief Executive Officer)*

*Independent Non-executive Directors:*
Ms. Liu Fang
Mr. Wang Qihong
Mr. Hong Hua

*Registered Office:*
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place of Business:*
Rm 910-C, 9/F
Tower 1, Cheung Sha Wan Plaza
833 Cheung Sha Wan Road
Cheung Sha Wan
Kowloon
Hong Kong

29 April 2026

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND TO BUY-BACK SHARES**
**(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**
**AND**
**(3) NOTICE OF THE ANNUAL GENERAL MEETING**

## INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting regarding: (i) the granting of the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate; and (ii) the proposed re-election of the retiring Directors; and to give you notice of the Annual General Meeting.

## GENERAL MANDATES TO ISSUE AND TO BUY-BACK SHARES

At the previous annual general meeting of the Company held on 23 May 2025, the Shareholders passed the ordinary resolutions granting the Directors general mandates to allot and issue new Shares and to buy-back Shares. Such mandates will expire and lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew such mandates by granting the Issue Mandate and the Buy-back Mandate at the Annual General Meeting.

**Issue Mandate**

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Issue Mandate which will enable the Directors to exercise the power of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate number of Shares in issue on the date of passing such resolution. In addition, an ordinary resolution will also be proposed to the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares bought back under the Buy-back Mandate, if granted.

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 17,895,579,706 Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date to the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 3,579,115,941 Shares.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in ordinary resolutions numbered 9 and 10 in the notice of the Annual General Meeting.

**Buy-back Mandate**

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Buy-back Mandate which will enable the Directors to exercise the power of the Company to buy-back Shares up to 10% of the aggregate number of Shares in issue as at the date of passing of such resolution. The Company's authority is restricted to buy-back Shares in the market in accordance with the Listing Rules.

Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date to the date of passing the resolution approving the Buy-back Mandate, the maximum number of Shares which may be bought back pursuant to the Buy-back Mandate will be 1,789,557,970 Shares.

Pursuant to the Listing Rules, an explanatory statement containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Buy-back Mandate is set out in Appendix I to this circular.

Details of the Buy-back Mandate are set out in ordinary resolution numbered 8 in the notice of the Annual General Meeting.

Both the Issue Mandate and the Buy-back Mandate will expire upon the earlier of:

(a) the conclusion of the next annual general meeting of the Company; or

(b) the revocation or variation of such authority by an ordinary resolution of the Shareholders in a general meeting.

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

Pursuant to bye-law 83(2) of the Current Bye-Laws, any Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the first general meeting of the Company after his or her appointment and shall then be eligible for re-election at that meeting (but shall not be taken into account in determining which particular Director or the number of Directors who are to retire by rotation). Accordingly, Mr. Li Haibo, being the executive Director and Mr. Kong Hua, being the independent non-executive Director appointed by the Board after the preceding general meeting of the Company, shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to bye-law 84(2) of the Current Bye-laws, Mr. Xiao Shuxin and Mr. Wang Qihong shall retire by rotation at the Annual General Meeting. All of the above two Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above four retiring Directors are set out in Appendix II to this circular.

The Board has noted that the re-election of Mr. Wang Qihong, who had been serving as independent non-executive Director since 2006 for more than 9 years, will be subject to separate resolutions to be approved by the Shareholders at the Annual General Meeting in accordance with paragraph A.4.3 of the Corporate Governance Code in Appendix 14 to the Listing Rules. Throughout his tenure of office, Mr. Wang Qihong has fulfilled the criteria for independence pursuant to Rule 3.13 of the Listing Rules.

Mr. Wang Qihong provides a wide range of expertise and experience which can meet the requirement of Group's business and his participation in the Board brings independent judgment on issues relating to the Group's strategy, performance, conflicts of interest and management process to ensure that the interest of the Shareholders have been duly considered. Mr. Wang Qihong attended the Board meetings and contributed his overall guidance towards the matters discussed at the Board meetings based on his knowledge and experience, particularly in investment and corporate governance matters. The Company believes that Mr. Wang Qihong is able to exercise his professional judgment and draw upon his extensive knowledge in corporate governance matters for the benefit of the Company and its shareholders as a whole, in particular, the independent Shareholders. He has been providing objective and independent views to the Company over the years, and remain committed to his independent roles. To the best knowledge of the Directors of the Company, Mr. Wang Qihong is independent from other Directors and the management of the Company, and is free from any business or other relationships or circumstances which could interfere with the exercise of his respective independent and professional judgement. The Board is of the view that the long service of Mr. Wang Qihong would not affect his exercise of independent judgement and satisfied that he has the required character, integrity and experience to continue to fulfill the role of independent non-executive Director.

The Nomination Committee had assessed and reviewed the written confirmation of independence of Mr. Wang Qihong, based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that as at the Latest Practicable Date, Mr. Wang Qihong remained independent in accordance with Rule 3.13 of the Listing Rules.

In addition, the Nomination Committee had evaluated the performance of Mr. Wang Qihong and is of the view that Mr. Wang Qihong has provided valuable contribution to the Company and has demonstrated his ability to provide independent, balanced and objective view to the Company's affairs. The Nomination Committee is also of the view that Mr. Wang Qihong would bring to the Board his own perspective, skill and experience, as further described in the respective biographies in Appendix II to this circular, and can contribute to the diversity of the Board taking into account his diversified educational background and professional experience.

Therefore, taking into consideration of the above factors, the Board is of the view that Mr. Wang Qihong remain independent notwithstanding his long service as the independent non-executive Director and should be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, the Board has three independent non-executive Directors:

| | **Date of first appointment to the Board** | **Date of last re-election as Director** |
|---|---|---|
| Liu Fang | 31 March 2023 | 23 May 2025 |
| Wang Qihong | 13 January 2006 | 27 June 2024 |
| Hong Hua | 16 June 2025 | N/A |

Resolutions on the proposed re-election of the retiring Directors are set out in ordinary resolutions numbered 2 to 6 in the notice of the Annual General Meeting.

## ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to 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 Tuesday, 26 May 2026 at 10:00 a.m. or any adjournment thereof is set out on pages 18 to 21 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and the proposed re-election of the retiring Directors.

Pursuant to bye-law 66 of the Current Bye-Laws and Rule 13.39(4) of the Listing Rules, the chairman of the Annual General Meeting will demand voting on all resolutions set out in the notice of Annual General Meeting to be taken by way of poll and an announcement of the results of the poll will be published in accordance with the requirements of the Listing Rules.

For purpose of determining the entitlement of Shareholders to participate and vote at the AGM, the register of members of the Company will be closed from Monday, 18 May 2026 to Tuesday, 26 May 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for determining Shareholders' right to attend and vote at the Annual General Meeting is Tuesday, 26 May 2026. 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 Friday, 15 May 2026.

A proxy form for use at the Annual General Meeting is enclosed herein. Whether or not you intend to attend and vote at the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting thereof if you so wish.

## RECOMMENDATION

The Directors consider that the proposals for granting of the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors are all in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

## RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

## GENERAL INFORMATION

Your attention is also drawn to the information as set out in the appendices to this circular.

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

*The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buy-back Mandate.*

## 1. REASONS FOR BUY-BACK OF SHARES

Buy-backs of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buy-back Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

As such, the Directors believe that the granting of the Buy-back Mandate is in the interests of the Company and the Shareholders.

## 2. SHARE CAPITAL

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 17,895,579,706 Shares.

Subject to the passing of the ordinary resolution numbered 8 in the notice of the Annual General Meeting in respect of the granting of the Buy-back Mandate, and on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the Annual General Meeting, i.e. being 17,895,579,706 Shares, the Directors would be authorized under the Buy-back Mandate to buy-back, during the Relevant Period (as defined in item 8 of the notice of the Annual General Meeting) in which the Buy-back Mandate remains in force, up to 1,789,557,970 Shares, representing 10% of the aggregate number of Shares in issue as at the date of the Annual General Meeting.

## 3. FUNDING OF BUY-BACKS

Buy-backs of Shares will be funded by the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum of Association and Current Bye-laws, the laws of Bermuda and any other applicable laws, as the case may be.

## 4. IMPACT OF BUY-BACKS

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Buy-back Mandate was to be exercised in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

## 5. TAKEOVERS CODE

If, on the exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the Parent Company, a controlling Shareholder, was interested in 11,962,999,080 Shares, representing approximately 66.85% of the total issued ordinary share capital of the Company. On the basis that (i) the total number of issued ordinary shares of the Company as at the date of the Annual General Meeting (being 17,895,579,706 Shares) remains unchanged and (ii) the shareholding of the Parent Company in the Company as at the Latest Practicable Date (being 11,962,999,080 Shares) remains unchanged immediately before the full exercise of the Buy-back Mandate, in the event that the Directors exercise in full the power to buy-back Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the interest of the Parent Company in the issued Shares would increase to approximately 74.28% of the total issued ordinary share capital of the Company.

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any buy-backs to be made under the Buy-back Mandate.

The Directors will not make a buy-back of Shares if the result of the buy-back would be that less than 25% of the issued ordinary share capital of the Company would be in public hands.

## 6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs of Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Current Bye-laws and applicable laws of Bermuda.

## 7. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the following months were as follows:

| **Month** | **Highest** | **Lowest** |
|---|---|---|
| | *HK$* | *HK$* |
| **2025** | | |
| March | 0.054 | 0.045 |
| April | 0.049 | 0.039 |
| May | 0.045 | 0.042 |
| June | 0.055 | 0.043 |
| July | 0.070 | 0.051 |
| August | 0.074 | 0.052 |
| September | 0.091 | 0.055 |
| October | 0.138 | 0.081 |
| November | 0.121 | 0.085 |
| December | 0.111 | 0.086 |
| **2026** | | |
| January | 0.239 | 0.100 |
| February | 0.196 | 0.155 |
| March | 0.195 | 0.087 |
| April (up to the Latest Practicable Date) | 0.150 | 0.100 |

## 8. BUY-BACKS OF SHARES MADE BY THE COMPANY

No buy-back of Shares had been made by the Company during the 6 months (whether on the Stock Exchange or otherwise) immediately preceding the Latest Practicable Date.

## MR. XIAO SHUXIN

### Position and experience

Mr. Xiao Shuxin, aged 49, has been an executive director of the Company since 2021. He graduated from Shanxi University of Finance and Economics* (山西財經學院) in 1997 majoring in investment economics with a bachelor's degree in economics. From September 1997 to October 2006, he served as a salesman of the import and export department 8 and department 6 and the deputy manager of the business division 2 of department 6 of China National Commercial Foreign Trade Corporation* (中國商業對外貿易總公司). From October 2006 to November 2007, he served as a salesman of the trading department of CNMC. He served as, from November 2007 to August 2011, the deputy manager of the import and export department, manager and assistant to the general manager of the commercial transportation centre, from September 2011 to March 2016, the deputy general manager, from March 2016 to February 2021, a member of the Communist Party Committee and the deputy general manager of China Nonferrous International Trading Co., Ltd.* (中色國際貿易有限公司), a wholly-owned subsidiary of CNMC. He served as member of the Standing Committee of the Communist Party Committee and the deputy general manager of the Parent Company since February 2021. He served as the general manager of the Parent Company since October 2023 and the director of the Parent Company since November 2023. Mr. Xiao has more than 26 years of experience in business administration. Mr. Xiao has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

### Length of service

Mr. Xiao has not been appointed for any specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

### Relationships

Save as disclosed above, as far as the Directors are aware, Mr. Xiao does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

### Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xiao was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

For the year ended 31 December 2025, the amount of director's fee, salaries, allowances and other benefits paid to Mr. Xiao was approximately RMB1,070,000. The above emoluments of Mr. Xiao have been determined by the Board with reference to his role and duties, experience, time commitment and responsibilities as well as the prevailing market conditions and are subject to revision in the future by the decision of the Board based on the recommendation of the Company's Remuneration Committee.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Xiao to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Xiao that need to be brought to the attention of the Shareholders.

**MR. LI HAIBO**

**Position and experience**

Mr. Li Haibo, aged 51, graduated from Zhejiang Economic Higher Vocational School (浙江經濟高等專科學校) in 1994 with a major in economics and marketing. In July 2007, he graduated from Central Radio and Television University (中央電大) with a major in business administration. From July 1994 to June 1999, he served as a sales representative in the Transportation and Sales Department in Tonglvshan Mine of Daye Non-Ferrous. From July 1999 to December 2002, he served as a technician at Power Plant of Daye Nonferrous. From January 2003 to December 2007, he served as a planner in Raw Materials Section 2 of Daye Nonferrous Supply and Marketing Company (大冶有色供銷公司). From January 2008 to February 2016, he successively held the positions of planner, deputy head, head and deputy general manager in Raw Materials Section 1 of Daye Nonferrous Marketing Company (大冶有色營銷公司). From February 2016 to February 2023, he successively served as deputy general manager of Commercial Department and secretary of Party general branch of the Parent Company. From July 2023 to May 2025, he served as the secretary of the Communist Party Committee and chairman of Daye Nonferrous Metals Group (Shanghai) International Trade Co., Ltd. (大冶有色金屬集團(上海)國際貿易有限公司), a wholly-owned subsidiary of the Parent Company. He currently serves as assistant to the general manager of the Parent Company; the secretary of the Communist Party Committee, chairman and general manager of Daye Metal; and the secretary of the Communist Party Committee and director of Daye Nonferrous Metals Group (Shanghai) International Trade Co., Ltd. Mr. Li has over 21 years of experience in the non-ferrous metallurgy industry and has extensive experience in marketing, commercial and futures-related fields.

Mr. Li has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Mr. Li has not been appointed for any specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

**Relationships**

Save as disclosed above, as far as the Directors are aware, Mr. Li does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

**Interests in shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

For the year ended 31 December 2025, the amount of director's fee, salaries, allowances and other benefits paid to Mr. Li was approximately RMB Nil.

The above emoluments of Mr. Li have been determined by the Board with reference to his role and duties, experience, time commitment and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's Remuneration Committee.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Li to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

**MR. WANG QIHONG**

**Position and experience**

Mr. Wang Qihong, aged 73, has been an independent non-executive director of the Company since 2006. Mr. Wang worked in the Materials Bureau of the former Ministry of Posts and Telecommunications of the People's Republic of China and China National Postal and Telecommunications Appliances Corp. He was sent to Hong Kong by the Ministry of Posts and Telecommunications in 1991, where he served as a deputy general manager of Postel Development Co. Ltd., the Hong Kong branch of the Ministry of Posts and Telecommunications, and a deputy general manager of Town Khan Limited (Note: Town Khan Limited was one of the founders of SmarTone Telecommunications Holdings Limited (stock code: 00315) in Hong Kong, and it also participated in the listing of China Mobile Limited (stock code: 00941) in Hong Kong). Mr. Wang has participated in a number of projects regarding the modernization development and technology introduction of posts and telecommunications in the PRC since 1976, including the introduction of the first mobile communication equipment in the PRC, playing a significant role in the modernization of communication in the PRC. Mr. Wang successively graduated from Liaoning University and International College of Economics and Management (國際經濟管理學院) (currently merged with the University of International Business and Economics). Mr. Wang has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Mr. Wang has not been appointed for any specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

**Relationships**

Save as disclosed above, as far as the Directors are aware, Mr. Wang does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

**Interests in shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wang had a personal interest in 1,594,000 Shares, which he is deemed to be interested in 1,000,000 Shares through the interests of his spouse. Save as disclosed above, Mr. Wang was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

For the year ended 31 December 2025, the amount of director's fee paid to Mr. Wang was approximately RMB92,000. The above emoluments of Mr. Wang have been determined by the Board with reference to his role and duties, experience, time commitment and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's Remuneration Committee.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Wang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

**MR. KONG HUA**

**Position and experience**

Mr. Kong Hua, aged 57, has been an independent non-executive director of the Company since 2025. He is a professor and doctoral supervisor of Central South University. He obtained his bachelor's degree and master's degree in minerals prospecting and exploration from Guilin University of Technology in June 1990 and June 1993, respectively, and obtained his doctoral degree in minerals prospecting and exploration from Central South University in October 1996. He worked as a researcher in the Geology Post-doctoral Research Station of China University of Geosciences (Wuhan) from December 1996 to June 1999. He joined Central South University in July 1999 and was promoted to associate professor in 2000 and professor in 2005. He is committed to basic geological research and prospecting practice, specializing in petrogenesis and metallogenic structure. He undertook a number of national deep-earth research and development projects, and participated in the deep prospecting and prediction of lead-zinc deposit in Xitieshan, Qinghai, the deep prospecting and prediction of gold deposit in the Zhaoping fault zone, Shandong, the prospecting and prediction of tungsten – tin deposit in the Xitian ore-concentrated area in Hunan, the prospecting and prediction of gold deposit in Taipushiqi, Inner Mongolia, the prospecting and prediction of copper deposit in Zhongtiaoshan, Shanxi, etc. He has served as a director of the Hunan Geological Society since May 2021, as the vice chairman of the Geophysical and Geochemical Exploration Professional Committee of the Hunan Geological Society from October 2005 to October 2015, and as a member of the Microstructure Professional Group of the Structural Professional Committee of the Geological Society of China from June 2000 to June 2008. Mr. Kong has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Mr. Kong has not been appointed for any specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

**Relationships**

Save as disclosed above, as far as the Directors are aware, Mr. Kong does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

**Interests in shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Kong was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

For the year ended 31 December 2025, the amount of director's fee, salaries, allowances and other benefits paid to Mr. Kong was approximately RMB50,000. The above emoluments of Mr. Kong have been determined by the Board with reference to his role and duties, experience, time commitment and responsibilities as well as the prevailing market conditions and are subject to revision in the future by the decision of the Board based on the recommendation of the Company's Remuneration Committee.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Kong to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Kong that need to be brought to the attention of the Shareholders.

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 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 Function Room 4 & 6, 3/F, The Mira Hong Kong, Mira Place, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 26 May 2026 at 10:00 a.m (or any adjournment thereof) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

### 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 2025;

2. To re-elect Mr. Xiao Shuxin as an executive director of the Company;

3. To re-elect Mr. Wang Qihong as an independent non-executive director of the Company;

4. To re-elect Mr. Li Haibo as an executive director of the Company;

5. To re-elect Mr. Kong Hua as an independent non-executive director of the Company;

6. To authorize the board of directors to fix the respective directors' remuneration;

7. To appoint Baker Tilly Hong Kong 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**

8. 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."

9. 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)."

10. 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 8 and 9 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 8 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**
**Xiao Shuxin**
*Chairman*

Hong Kong, 29 April 2026

*Notes:*

1. For purpose of determining the entitlement of Shareholders to participate and vote at the AGM, the register of members of the Company will be closed from Monday, 18 May 2026 to Tuesday, 26 May 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for determining shareholders' right to attend and vote at the meeting is Tuesday, 26 May 2026. 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 Friday, 15 May 2026.

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 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 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.

*As at the date of this notice, the Board comprises two executive directors, namely Mr. Xiao Shuxin and Mr. Li Haibo; and three independent non-executive directors, namely Ms. Liu Fang, Mr. Wang Guoqi and Mr. Hong Hua.*