

DEFINITIONS

In this circular, the following expressions have the meanings set out below, unless the context requires otherwise:

“Acquisition”	the acquisition of the China Times Sale Shares and the Cinda Sale Shares by the Company pursuant to the Acquisition Agreement
“Acquisition Agreement”	the acquisition agreement dated 23 January 2011 and entered into between the Company, the Parent Company and the Vendors in relation to the Acquisition, as supplemented and amended by the First Supplemental Agreement and the Second Supplemental Agreement
“AGM”	the annual general meeting of the Company held on 2 June 2011 at which the Shareholders approved, among other things, the grant of the Share Issue Mandate and the Share Repurchase Mandate to the Board
“Aleinuer Mine”	the molybdenum mine located in Sukhbaatar, Mongolia, the mining right relating to which is granted under mining licence numbered 10889A
“Annual Caps”	the maximum aggregate annual value proposed to be adopted for the Non-Exempt Continuing Connected Transactions for each of the two years ending 31 December 2012 and 2013
“Antaike”	北京安泰科信息開發有限公司 (Beijing Antaike Information Development Co., Ltd.), an independent market research agency commissioned by the Company to conduct a market study on the copper mining and processing industry in the PRC and worldwide
“Antaike Report”	the report dated 23 December 2011 compiled by Antaike in respect of its market study on the copper mining and processing industry in the PRC and worldwide commissioned by the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Bermuda Companies Act”	The Companies Act 1981 of Bermuda, as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Burentsogt Mine”	the wolfram mine located in Munkhkhaan, Mongolia, the mining right relating to which is granted under mining licence numbered 13470A
“Business Day”	a day (other than a Saturday or a Sunday) on which banks are generally open for banking business in Hong Kong and the PRC
“BVI”	the British Virgin Islands
“Bye-Laws”	the bye-laws of the Company, as amended, supplemented or modified from time to time
“CAGR”	compound annual growth rate
“Changdian”	北京長電創新投資管理有限公司 (Beijing Yangtze Power Innovation Investment Management Co., Ltd.), a company incorporated in the PRC with limited liability
“Chimashan Mine”	the mine located in Yangxin County, Hubei Province, the mining right relating to which is granted under mining licence numbered C4200002009063120021949
“China Times”	China Times Development Limited, a company incorporated in BVI with limited liability;
“China Times Completion”	completion of the acquisition of the China Times Sale Shares in accordance with the Acquisition Agreement
“China Times Consideration”	the consideration for the acquisition of the China Times Sale Shares pursuant to the Acquisition Agreement
“China Times Consideration Shares”	10,799,762,092 new Ordinary Shares to be allotted and issued by the Company to China Times (or its nominee) at China Times Completion to satisfy part of the China Times Consideration pursuant to the Acquisition Agreement

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“China Times Convertible Notes”	the convertible note(s) in the aggregate principal amount of HK\$1,003,836,048 to be issued by the Company to China Times at China Times Completion to satisfy part of the China Times Consideration pursuant to the Acquisition Agreement
“China Times Sale Shares”	the shares in the Target Company held by China Times upon completion of the Parent Company Reorganisation
“Cinda”	中國信達資產管理股份有限公司 (China Cinda Asset Management Co., Ltd), a joint stock company incorporated in the PRC
“Cinda Completion”	completion of the acquisition of the Cinda Sale Shares in accordance with the Acquisition Agreement
“Cinda Consideration”	the consideration for the acquisition of the Cinda Sale Shares pursuant to the Acquisition Agreement
“Cinda Consideration Shares”	936,953,542 new Ordinary Shares to be allotted and issued by the Company to Cinda (or its nominee) at Cinda Completion pursuant to the Acquisition Agreement
“Cinda HK”	中國信達(香港)資產管理有限公司 (China Cinda (HK) Asset Management Co., Limited), a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of Cinda
“Cinda Sale Shares”	the shares in the Target Company held by Cinda HK upon completion of the Cinda Reorganisation
“Cinda Reorganisation”	the transactions to be carried out by and related to Cinda under the Reorganisation Agreement
“Combined Ancillary Services Framework Agreement”	the combined ancillary services framework agreement dated 23 December 2011 and entered into between the Company and the Parent Company
“Company”	China Daye Non-Ferrous Metals Mining Limited, a company incorporated in Bermuda with limited liability, whose Ordinary Shares and Preference Shares are listed on the Main Board of the Stock Exchange

DEFINITIONS

“Competent Person’s Reports”	the competent person’s reports in respect of the Four Mines, the Aleinuer Mine, the Sareke Mine and the Hami Mine, respectively, the text of which is set out in Appendix V to this circular
“connected person”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the China Times Consideration, Cinda Consideration and Huarong Consideration
“Consideration Shares”	the China Times Consideration Shares, Cinda Consideration Shares and Huarong Consideration Shares
“Conversion Price”	the conversion price of HK\$0.50 per Conversion Share
“Conversion Shares”	Ordinary Shares to be issued upon conversion of the China Times Convertible Notes
“CRML”	China Reservoir Mining Limited, a company incorporated in BVI with limited liability and owned as to 51% by the Company
“Daye Design”	大冶有色設計研究院有限公司 (Daye Non-ferrous Design and Research Institute Company Limited), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of Daye Metal
“Daye Hong Kong”	Rainbow Treasure Holdings Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of by the Target Company
“Daye Industry”	大冶有色三友實業有限責任公司 (Daye Non-ferrous San You Industry Company Limited), a company incorporated in the PRC with limited liability and a 89.34%-owned subsidiary of Daye Metal
“Daye Labour”	大冶有色金屬公司銅錄山銅鐵礦勞動服務公司 (Daye Non-ferrous Metals Tonglushan Mining Labour Services Company), a company incorporated in the PRC with limited liability and a substantial shareholder of Daye Industry
“Daye Labour Purchase and Production Services Framework Agreement”	the purchase and production services framework agreement dated 23 December 2011 and entered into between the Company and Daye Labour

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“Daye Metal”	大冶有色金屬有限責任公司 (Daye Nonferrous Metals Co., Ltd.) (formerly 大冶有色金屬股份有限公司 (Daye Non-ferrous Metals Joint Stock Company Limited)), a company incorporated in the PRC with limited liability
“Daye Metal Group”	Daye Metal, its subsidiaries and branches
“Daye Shareholder Transfer Agreements”	the equity transfer agreements dated 21 January 2011 and 23 January 2011 and entered into between each of the Six Original Daye Shareholders, as vendor, and the Parent Company, as purchaser, in relation to the transfer of its equity interest in Daye Metal
“Daye Transportation Purchase Framework Agreement”	the purchase framework agreement dated 23 December 2011 and entered into between the Company and Daye Transportation
“Daye Transportation”	大冶有色運輸輪胎有限公司 (Daye Non-ferrous Transportation and Tyre Company Limited), a company incorporated in the PRC with limited liability and owned as to 41.01% by a wholly-owned subsidiary of Hubei Jinge, which, in turn, is a 66.88%-owned subsidiary of the Parent Company
“Daye Xingke”	大冶有色興科建設工程質量檢測有限公司 (Daye Non-ferrous Xingke Construction Works Quality Inspection Company Limited), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of Daye Metal
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving, among others, (i) the Acquisition Agreement and the transactions contemplated thereunder; (ii) the Whitewash Waiver; (iii) the proposed grant of the Specific Mandate; and (iv) the Non-Exempt Continuing Connected Transactions (including the Annual Caps)
“Enlarged Group”	the Group and the Target Group
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of his/her delegate

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“Exempt Continuing Connected Transactions”	the transactions to be carried out pursuant to the Exempt Continuing Connected Transaction Agreements
“Exempt Continuing Connected Transaction Agreements”	the Land Lease Framework Agreement dated 23 December 2011 and entered into between the Company and the Parent Company, and the Daye Labour Purchase and Production Services Framework Agreement dated 23 December 2011 and entered into between the Company and Daye Labour
“Existing Convertible Notes”	the Hong Kong dollar denominated 1% convertible notes in the principal amount of HK\$220,000,000 issued by the Company on 22 July 2010, details of which were disclosed in the Company’s announcement dated 16 April 2010
“Fengshan Mine”	the mine located in Yangxin County, Huangshi City, Hubei Province, the mining right relating to which is granted under mining licence numbered C1000002008073120000039
“First Supplemental Agreement”	the agreement dated 31 January 2011 and entered into between the Company, the Parent Company and the Vendors, which is supplemental to the Acquisition Agreement
“Four Mines”	the Tongshankou Mine, Chimashan Mine, Tonglvshan Mine and Fengshan Mine
“GDP”	gross domestic product
“Group”	the Company and its subsidiaries
“Hami Mine”	the copper mine located in the Xinjiang Uygur Autonomous Region of the PRC, the exploration right relating to which is granted under exploration licence numbered T65120090702031836
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hongtai”	湖北省宏泰國有資產經營有限責任公司 (Hubei Hongtai State-owned Asset Management Co., Ltd), a company incorporated in the PRC with limited liability

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“Huarong”	中國華融資產管理公司 (China Huarong Asset Management Corporation), a company incorporated in the PRC with limited liability
“Huarong Completion”	completion of the acquisition of the Huarong Sale Shares in accordance with the Acquisition Agreement
“Huarong Consideration”	the consideration for the acquisition of the Huarong Sale Shares pursuant to the Acquisition Agreement
“Huarong Consideration Shares”	670,282,150 new Ordinary Shares to be allotted and issued by the Company to Huarong (or its nominee) at Huarong Completion pursuant to the Acquisition Agreement
“Huarong Reorganisation”	the transactions to be carried out by and related to Huarong under the Reorganisation Agreement
“Huarong Sale Shares”	the shares in the Target Company to be held by Huarong upon completion of the Huarong Reorganisation
“Hubei Department of Land”	Department of Land and Resources of Hubei Province, the PRC
“Hubei Jinge”	湖北金格實業發展有限公司 (Hubei Jinge Industrial Development Company Limited), a company incorporated in the PRC with limited liability and a 66.88%-owned subsidiary of the Parent Company
“Hubei Gold”	湖北雞籠山黃金礦業有限公司 (Hubei Jilong Mountain Gold Mining Co., Ltd.) a company incorporated in the PRC with limited liability and is owned as to 40.2% by the Parent Company
“Hubei Gold Purchase Framework Agreement”	the purchase framework agreement dated 23 December 2011 and entered into between the Company and Hubei Gold
“Hubei SASAC”	湖北省人民政府國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of Hubei Provincial People’s Government)
“Independent Board Committee”	an independent committee of the Board, comprising Wang Qihong, Wang Guoqi and Qiu Guanzhou, being all independent non-executive Directors, formed to make recommendations to the Independent Shareholders in respect of the Acquisition, the Whitewash Waiver, the proposed grant of the Specific Mandate and the Non-Exempt Continuing Connected Transactions (including the Annual Caps)

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“Independent Financial Adviser” or “Platinum Securities”	Platinum Securities Company Limited, the independent financial adviser to the Independent Board Committee, which is a corporation licensed under the SFO to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities
“Independent Shareholders”	the Shareholders other than China Times, its associates, persons acting in concert with it and any person who is involved or interested in the Acquisition and/or the Whitewash Waiver
“Independent Third Party”	an individual or a company who or which is independent of and not connected with (within the meaning of the Listing Rules) any director, chief executive or substantial shareholder of the Company, any of its subsidiaries or any of their respective associates
“Issue Price”	the issue price of HK\$0.50 for each Consideration Share
“Jingpai”	勁牌有限公司 (Jing Brand Co., Ltd.), a company incorporated in the PRC with limited liability
“John T. Boyd”	John T. Boyd Company, a firm of mining consultants which meets the requirements for a competent person under Chapter 18 of the Listing Rules
“JORC Code”	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2004 edition), as published by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy and Australian Institute of Geoscientists and the Minerals Council of Australia from time to time, for reporting of mineral resources and ore reserves which sets out the minimum standards, recommendations and guidelines for public reporting of exploration results, mineral resources and ore reserves
“J.P. Morgan” or “Sponsor”	J.P. Morgan Securities (Asia Pacific) Limited, a corporation licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) regulated activities under the SFO, being the sponsor to the new listing application of the Company and the financial adviser to the Company in relation to the Acquisition

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“Land Lease Framework Agreement”	the land lease framework agreement dated 23 December 2011 and entered into between the Company and the Parent Company
“Last Trading Day”	21 January 2011, being the last trading day for the Ordinary Shares before 1 February 2011, being the date of the announcement of the Company in relation to, among others, the Acquisition Agreement and the First Supplemental Agreement
“Latest Practicable Date”	23 December 2011, being the latest practicable date for the purpose of ascertaining certain information contained in this circular
“Liangyou”	湖北省糧油（集團）有限責任公司 (Hubei Province Grain and Oils Group Co. Ltd), a company incorporated in the PRC with limited liability
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“LME”	London Metal Exchange, an international non-ferrous metals exchange
“Maturity Date”	the date falling on the fifth anniversary of the issue of the China Times Convertible Notes
“Memorandum of Association”	the memorandum of association of the Company, as amended, supplemented or modified from time to time
“Mining Licences”	the mining licences in respect of the Four Mines
“Mongolian Arbitration Center”	the Mongolian National Arbitration Center at the Mongolian National Chamber of Commerce and Industry
“Mongolian JV Partner”	Nomin Deposit LLC, a company incorporated in Mongolia with limited liability and an Independent Third Party
“NI 43-101”	National Instrument 43-101, the (Canadian) Standards of Disclosure for Mineral Projects, including Companion Policy 43-101 as amended from time to time
“Non-Exempt Continuing Connected Transactions”	the transactions to be carried out pursuant to the Non-Exempt Continuing Connected Transaction Agreements

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“Non-Exempt Continuing Connected Transaction Agreements”	the Sales Framework Agreement, the Services Framework Agreement, the Purchase and Production Services Framework Agreement, the Hubei Gold Purchase Framework Agreement, the Daye Transportation Purchase Framework Agreement, the Combined Ancillary Services Framework Agreement and the Tonghua Hotel Services Framework Agreement, all of which are dated 23 December 2011 and entered into between the Company on the one hand and the Parent Company or its associates (as the case may be) on the other hand
“Ordinary Share(s)”	ordinary share(s) of nominal value HK\$0.05 each in the share capital of the Company
“Parent Company”	大冶有色金屬集團控股有限公司 (Daye Nonferrous Metals Corporation Holdings Limited), a company incorporated in the PRC with limited liability and wholly-owned by Hubei SASAC
“Parent Company Reorganisation”	the transactions to be carried out by and related to the Parent Company and China Times under the Daye Shareholder Transfer Agreements and the Reorganisation Agreement
“Parent Group”	the Parent Company and its subsidiaries (excluding any member of the Group and the Target Group)
“PRC” or “China”	the People’s Republic of China, which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Precious Metal Plant”	the processing plant for extracting and processing precious metals of the Target Group located in No. 21, Yelian Road, Xin Xialu, Huangshi City, Hubei Province, the PRC
“Preference Share(s)”	convertible cumulative redeemable preference share(s) of nominal value HK\$1.00 each in the share capital of the Company, each of which (a) carries no voting right except in the event of the winding up of the Company, a reduction of capital or a variation or abrogation of the rights attaching to such share, or any dividend payable with respect to such share being in arrears for six months or more; and (b) has a notional value of HK\$5 and can be converted to Ordinary Shares at the conversion price of HK\$0.036 per share, subject to adjustment

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“Purchase and Production Services Framework Agreement”	the purchase and production services framework agreement dated 23 December 2011 and entered into between the Company and the Parent Company
“R&D Centre”	the research and development centre of the Target Group located in No. 65, Yelian Road, Xin Xialu, Huangshi City, Hubei Province, the PRC
“Relevant Ratios”	any of the five ratios set out in Rule 14.07 of the Listing Rules
“Reorganisation Agreement”	the agreement dated 23 January 2011 and entered into between the Parent Company, the Vendors, the Target Company, Daye Hong Kong and Daye Metal, pursuant to which, among other things, each of the Parent Company, Cinda and Huarong has conditionally agreed to transfer its shares in Daye Metal to Daye Hong Kong in consideration of shares in the Target Company
“Reservoir Moly”	Reservoir Moly Mongolia LLC, a company incorporated in Mongolia with limited liability and is indirectly owned as to 55% by CRML, which is a subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Roscoe”	Roscoe Postle Associates Inc., a firm of mining consultants which meets the requirements for a competent person under Chapter 18 of the Listing Rules
“Runge”	Runge Asia Limited, a firm of mining consultants which meets the requirements for a competent person under Chapter 18 of the Listing Rules
“Sala Mine”	the wolfram mine located in Sukhbaatar, Mongolia, the mining right relating to which is granted under the mining licence numbered 16852A
“Sale Shares”	the China Times Sale Shares, Cinda Sale Shares and Huarong Sale Shares
“Sales Framework Agreement”	the sales framework agreement dated 23 December 2011 and entered into between the Company and the Parent Company

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“Sareke Mine”	the copper mine located in the Xinjiang Uygur Autonomous Region of the PRC, the mining right relating to which is granted under the mining licence numbered C6500002009123120053788
“Second Supplemental Agreement”	the agreement dated 23 December 2011 and entered into between the Company, the Parent Company China Times and Cinda, which is supplemental to the Acquisition Agreement and the First Supplemental Agreement, pursuant to which (i) the parties agreed to extend the date by which the conditions precedent to China Times Completion and the conditions precedent to Cinda Completion have to be fulfilled (or, if applicable, waived by the Company) as set out in the Acquisition Agreement to 30 June 2012; and (ii) the non-competition undertaking given by the Parent Company to the Company in the Acquisition Agreement was amended
“Services Framework Agreement”	the services framework agreement dated 23 December 2011 and entered into between the Company and the Parent Company
“Six Original Daye Shareholders”	Changdian, Wuhan Guozi, Liangyou, Hongtai, Jingpai and Xinxing
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Ordinary Shares
“Share Issue Mandate”	the general mandate granted by the Shareholders to the Directors at the AGM to issue, allot and deal with additional Ordinary Shares not exceeding 20% of the aggregate nominal amount of the Ordinary Shares in issue as at the date of AGM
“Share Option Scheme”	the existing share option scheme of the Company adopted by a resolution of the Shareholders on 13 October 2003
“Share Repurchase Mandate”	the general mandate granted by the Shareholders to the Directors at the AGM to purchase Ordinary Shares not exceeding 10% of the aggregate nominal amount of the Ordinary Shares in issue as at the date of AGM
“Smelting Plant”	the smelting plant of the Target Group located in No.1, Yelian Road, Xin Xialu, Huangshi City, Hubei Province, the PRC

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“Specific Mandate”	the specific mandate proposed to be granted by the Shareholders to the Directors at the EGM to issue and allot the China Times Consideration Shares, the Cinda Consideration Shares, the China Times Convertible Notes and the Conversion Shares
“SHFE”	Shanghai Futures Exchange (上海期貨交易所)
“SHGE”	Shanghai Gold Exchange (上海黃金交易所), approved by the State Council of the PRC (中華人民共和國國務院) and founded by the People’s Bank of China, which organizes gold transactions in China and perform regulated functions as stipulated by the applicable PRC rules and regulations as amended from time to time
“sq. km”	square kilometer(s)
“sq.m.”	square metre(s)
“SRK”	SRK Consulting China Limited, a firm of mining consultants which meets the requirements for a competent person under Chapter 18 of the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Target Company”	Prosper Well Group Limited, a company incorporated in BVI with limited liability, which, as at the Latest Practicable Date, was owned as to 93.18% by China Times and 6.82% by Cinda HK
“Target Group”	the Target Company and its subsidiaries (which will include the Daye Metal Group)
“Tonghua Hotel”	黃石市銅花大酒店有限公司 (Huangshi Tonghua Hotel Company Limited), a company incorporated in the PRC with limited liability and is owned as to 45% by the Parent Company
“Tonghua Hotel Services Framework Agreement”	the services framework agreement dated 23 December 2011 and entered into between the Company and Tonghua Hotel

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“Tonglvshan Mine”	the mine located in Tonglv Mountain, Huangshi City, Hubei Province, the mining right relating to which is granted under mining licence numbered C1000002011013220105660
“Tongshankou Mine”	the mine located in Huangshi City, Hubei Province, the mining right relating to which is granted under mining licence numbered C4200002011043120111136
“Track Record Period”	the three years ended 31 December 2010 and the six months ended 30 June 2011
“Transfer Agreement”	the transfer agreement dated 29 March 2010 and entered into between Daye Metal and the Parent Company in relation to the transfer of the Mining Licences
“United States”, “US” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “US Dollars”	United States dollars, the lawful currency of the United States of America
“Vendors”	China Times, Cinda and Huarong
“Warranties”	the representations and warranties given by the Vendors in the Acquisition Agreement
“Warrants”	the 60,000,000 warrants which carry the right to subscribe for up to an aggregate of 60,000,000 Ordinary Shares pursuant to the placing agreement dated 23 April 2009, details of which were disclosed in the Company’s announcement dated 24 April 2009
“Whitewash Waiver”	a waiver in respect of the obligation of China Times and persons acting in concert with it to make a mandatory offer to other holders of the issued shares of the Company in respect of those shares as a result of the issue of the China Times Consideration Shares in accordance with Note 1 on dispensations from Rule 26 of the Takeovers Code
“Wuhan Guozi”	武漢國有資產經營公司 (Wuhan State-owned Assets Management Company), a company incorporated in the PRC with limited liability

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“Xinxing”	黃石市鑫興工貿有限責任公司 (Huangshi Xinxing Industrial & Trade Co., Ltd.), a company incorporated in the PRC with limited liability
“Zhong Lun”	Zhong Lun Law Firm, the legal advisers of the Company as to PRC laws

In this circular:

- *Unless otherwise specified, the HK\$ amounts shown in this circular have been translated into the RMB amount at an exchange rate of HK\$1.00 = RMB0.8620, for reference purposes only.*
- *Those exchange rates are for the purpose of illustration only and do not constitute a representation that any amounts Hong Kong dollars or RMB have been, could have been or may be converted at such or any other rates or at all.*
- *Certain figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.*
- *Any discrepancy in any table between totals and sums of amounts listed in this circular is due to rounding.*
- *The English names of the Chinese nationals, companies, entities, departments, facilities, certificates, titles and the like are translation of their Chinese names and are included in this circular for identification purpose only and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese names prevail.*