

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Hunan Nonferrous Metals Corporation Limited*

湖南有色金属股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2626)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board hereby announces that the resolution in relation to the proposed amendments to the Articles of Association has been passed at a meeting of the Board held on 20 August 2014. The proposed amendments to the Articles of Association are subject to the approval by the shareholders at the general meeting of the Company by way of a special resolution.

A notice of the Company containing detailed information of the above-mentioned amendments to the Articles of Association will be dispatched to the shareholders of the Company in due course.

On 20 August 2014, in accordance with the requirements of relevant laws, regulations and regulatory rules, and the practice and need of Hunan Nonferrous Metals Corporation Limited (the "**Company**"), the board of directors (the "**Board**") of the Company resolved to propose certain amendments to Article 91 of the articles of association of the Company (the "**Articles of Association**") to reflect the adjustments to the composition of the Board as follows:

Which originally read as: "The Company shall have a Board, which shall comprise thirteen (13) Directors, with one chairman and one Vice-chairman. And external directors (refer to directors who do not hold an office in the Company) shall represent one-half (inclusive) or more of members of the Board and there shall have four (4) executive directors and five (5) independent directors.

Directors shall be elected by shareholders' general meeting with a term of office of three years. A director may be re-elected upon expiration of the term. The term of office of a director commences from the date of election."

Is proposed to be amended as follows: "The Company shall have a Board, which shall comprise nine (9) Directors, with one chairman and one vice-chairman. Among which, external directors (refer to directors who do not hold an office in the Company) shall represent one-half (inclusive) or more of members of the Board and there shall be three (3) independent directors.

Directors shall be elected by shareholders' general meeting with a term of office of three years. A director may be re-elected upon expiration of the term. The term of office of a director commences from the date of election."

The proposed amendments to the Articles of Association are subject to the approval by the shareholders at the general meeting of the Company by way of a special resolution. A notice of the Company containing detailed information of the above-mentioned amendments to the Articles of Association will be dispatched to the shareholders of the Company in due course.

By Order of the Board

Hunan Nonferrous Metals Corporation Limited*

Li Fuli

Chairman

Changsha, the PRC, 20 August 2014

As at the date of this announcement, the Board of the Company comprises Mr. Li Fuli, Ms. Deng Yingjie, Mr. He Yawen and Mr. Wu Xiaopeng as executive directors, Mr. Cao Xiuyun and Mr. Yang Guang as non-executive directors and Ms. Chen Xiaohong, Mr. Wan Ten Lap and Mr. Choi Man Chau, Michael as independent non-executive directors.

**For identification purpose only*