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Hunan Nonferrous Metals Corporation Limited*

湖南有色金屬股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2626)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "EGM") of Hunan Nonferrous Metals Corporation Limited (the "**Company**") will be held at the conference room, 3/F, No. 290 Laodongxi Road, Tianxin District, Changsha City, Hunan Province, the People's Republic of China (the "**PRC**") at 10:00 a.m. on Tuesday, 28 October 2014, to consider and, if thought fit, to pass the following resolutions:

As Ordinary Resolution

1. To consider and approve the re-election of Mr. Wu Xiaopeng as an executive director of the Company, and to authorize the board of directors of the Company to determine his remuneration and any executive director of the Company to execute the service contract with him.[#]

As Special Resolution

2. To consider and approve the amendments to the Article 91 of the articles of association of the Company.[#]

By Order of the Board

Hunan Nonferrous Metals Corporation Limited*

Li Fuli

Chairman

5 September 2014, Changsha, PRC

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*

Notes:

[#] Please refer to the appendix to this notice for details of the resolution.

1. Holders of H Shares whose names appear on the register of members of the Company maintained by Computershare Hong Kong Investor Services Limited on Sunday, 28 September 2014 shall be entitled to attend and vote at the EGM.
2. The register of member of the Company will be closed from 28 September 2014 to 28 October 2014 (both days inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the EGM must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited by no later than 4:30 p.m. on Friday, 26 September 2014 for completion of the registration of the relevant transfer in accordance with the articles of association of the Company. The address of Computershare Hong Kong Investor Services Limited is

as follows:

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

3. Shareholders of the Company who intend to attend the EGM must complete and return the written reply slips for attending the EGM to Computershare Hong Kong Investor Services Limited (for the holders of H Shares) or the Finance and Securities Department of the Company (for the holders of Domestic Shares) by facsimile or post by no later than Tuesday, 7 October 2014. Detailed contact information of the Finance and Securities Department of the Company is as follows:

Address: 602, 6/F, No. 290 Laodongxi Road, Tianxin District, Changsha City, Hunan Province, the PRC

Tel: (86) 731-8538-5556

Fax: (86) 731-8539-2448

4. Each shareholder of the Company who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the EGM. Where a shareholder of the Company has appointed more than one proxy to attend the EGM, such proxies may only vote on a poll or a ballot. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. In case that an appointor is a legal person, the power of attorney must be either under the common seal of the legal person or under the hand of its director or other person as duly authorized. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified. For holders of H Shares, the power of attorney or other documents of authorization and proxy forms must be delivered to Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no less than 24 hours before the time appointed for the holding of the EGM in order for such documents to be valid.
5. Shareholders of the Company or their proxies must present proof of their identities when attending the EGM. Should a proxy be appointed, the proxy must also present copies of his/her proxy form, copies of appointing instrument and power of attorney, if applicable.
6. The EGM is expected to last not more than one day. Shareholders of the Company or proxies attending the EGM are responsible for their own transportation and accommodation expenses.

APPENDIX TO THE NOTICE OF EGM

I. Re-election of Mr. Wu Xiaopeng as Executive Director

On 19 June 2014, Mr. Wu Xiaopeng (“**Mr. Wu**”) was appointed by the board of directors of the Company (the “**Board**”) as an executive director of the Third Session of the Board, subject to re-election by the shareholders of the Company at the the first general meeting after his appointment. The resolution in relation to the re-election of Mr. Wu as an executive director of the Company will be put forward to the extraordinary general meeting for shareholders’ approval as an ordinary resolution.

Biographical details of Mr. Wu are as follows:

Mr. Wu Xiaopeng, aged 36, is a member of the Chinese Institute of Certified Public Accountants and a member of International Institute of Internal Auditors. Mr. Wu is qualified as accountant and Certified Enterprise Risk Manager. Mr. Wu graduated from Nankai University majoring in accounting and obtained the Master degree in management in July 2005.

Mr. Wu joined in China Minmetals Corporation in July 2005. Mr. Wu worked in China Minmetals Nonferrous Metals Company Limited and served as the risk management clerk, Risk Management Supervisor and Auditing Supervisor and other positions in the Risk Management Department there from July 2005 to April 2009. Then Mr. Wu worked in Minmetals Nonferrous Metals Holding Company Limited and served as Manager of Auditing Division of Risk Management Department there from April 2009 to April 2011 and as Vice General Manager of Auditing Department there from April 2011 to February 2012. Mr. Wu served as Manager of Finance and Assets Department of the Company from February 2012 to April 2013. Mr. Wu served as the Vice Chief Financial Officer and Manager of Finance and Assets Department of Hunan Nonferrous Metals Holding Group Co., Ltd. from April 2013 to June 2014. Mr. Wu served as a shareholder’s representative supervisor of the Company from 30 May 2014 to 5 June 2014. Mr. Wu has serves as a director of Zhuzhou Smelter Group Holding Co., Ltd. since August 2013 and a director of Hunan Nonferrous Metals Jinsheng Development Co., Ltd since July 2013.

Save as disclosed above, Mr. Wu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company, nor does he have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, Mr. Wu did not hold any other positions in the Company or any of its subsidiaries or any directorships in other listed companies in the last three years.

Save as disclosed above, the Company was not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the appointment of Mr. Wu as a director of the Company that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Company and Mr. Wu will enter into a service contract in respect of the appointment of Mr. Wu as an executive director of the Company. Mr. Wu’s remuneration for serving as an executive director of the Company will be determined based on the operating performance of the Company and his personal performance evaluation for the year.

II. Amendment to Articles of Association

On 20 August 2014, in accordance with the requirements of relevant laws, regulations and regulatory rules, and the practice and need of the Company, the Board 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 a 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 a 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 EGM by way of a special resolution.