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**Hunan Nonferrous Metals Corporation Limited\***

**湖南有色金屬股份有限公司**

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

**(Stock Code: 2626)**

**NOTICE OF SPECIAL GENERAL MEETING  
OF THE INDEPENDENT SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that a special general meeting of the disinterested shareholders (the “**Special General Meeting of the Independent Shareholders**”) of Hunan Nonferrous Metals Corporation Limited (the “**Company**”) will be held at Atrium Room, Level 39, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Hong Kong on 6 March 2015 immediately after conclusion or adjournment of the special general meeting of the shareholders of the Company to be held at 9:00 a.m. at the same place, to consider and, if thought fit, to pass the following resolutions by at least 75% of the votes attaching to the Shares held by the Independent Shareholders that are cast by poll either in person or by proxy at the Special General Meeting of the Independent Shareholders, and with the number of votes cast by poll against the resolution at the Special General Meeting of the Independent Shareholders amounting to not more than 10% of all the Shares held by the Independent Shareholders.

Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the composite document jointly issued by the Company and Hunan Nonferrous Metals Jinsheng Development Company Limited dated 20 January 2015.

## SPECIAL RESOLUTIONS

### 1. “THAT:

- (a) the voluntary withdrawal of the listing of the H Shares from the Stock Exchange be and is hereby approved; and
- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal of the listing.”

### 2. “THAT:

- (a) the Merger and the other transactions conducted or to be conducted as contemplated under the Merger Agreement be and are hereby approved, ratified and confirmed, including the execution of the Merger Agreement by the Company; and
- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Merger and all other transactions contemplated under the Merger Agreement.”

On behalf of the board of  
**Hunan Nonferrous Metals Corporation Limited\***  
**Li Fuli**  
*Chairman*

Changsha, the PRC, 20 January 2015

#### *Notes:*

- 1. The Registers will be closed from Wednesday, 4 February 2015 to Friday, 6 March 2015, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the Special General Meeting of the Independent Shareholders, holders of H Shares shall lodge all share transfers accompanied by the relevant H Share certificates with the Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 3 February 2015.

2. Independent Shareholders whose names appear on the Registers at the close of business on 4:30 p.m. on Tuesday, 3 February 2015 are entitled to attend and vote at the Special General Meeting of the Independent and may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
3. In order to be valid, the PINK proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority, must be deposited to the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or to Finance and Securities Department of the Company at Room 602, 6/F No.290 Laodongxi Road, Tianxin District, Changsha City, Hunan Province, the PRC (for holders of Domestic Shares) not less than 24 hours before the time appointed for holding the Special General Meeting of the Independent Shareholders or any adjournment thereof.
4. Shareholders who intend to attend the Special General Meeting of the Independent Shareholders should complete and return the reply slip by hand, by post or by facsimile to, (a) in the case of the H Shareholders, the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and (b) in the case of the Domestic Shareholders, Finance and Securities Department of the Company at Room 602, 6/F No.290 Laodongxi Road, Tianxin District, Changsha City, Hunan Province, the PRC, on or before Friday, 13 February 2015.
5. Voting at the Special General Meeting of the Independent Shareholders will be conducted by way of poll.
6. The legal address and head office of the Company is as follows:  
  
No. 290 Laodongxi Road, Changsha City, Hunan, PRC  
Tel: (86) 731-8538-5556  
Fax: (86) 731-8539-2448
7. The Special General Meeting of the Independent Shareholders is expected to take around 90 minutes. Shareholders or their proxies attending the Special General Meeting of the Independent Shareholders shall be responsible for their own travel and accommodation expenses. Shareholders or their proxies shall produce their identification documents for verification when attending the Special General Meeting of the Independent Shareholders.
8. As at the date of this notice, the Board 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 Mr. Wan Ten Lap, Mr. Choi Man Chau, Michael and Ms. Chen Xiaohong as independent non-executive Directors.

\* *For identification purposes only*