



# 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)

### PROXY FORM FOR THE SPECIAL GENERAL MEETING OF THE INDEPENDENT SHAREHOLDERS TO BE HELD ON FRIDAY, 6 MARCH 2015

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
am/are the registered holder(s) of (note 2) \_\_\_\_\_ shares in Hunan Nonferrous Metals Corporation Limited (the "Company"), HEREBY APPOINT (note 3) \_\_\_\_\_  
of \_\_\_\_\_,  
if he/she could not attend, then appoint (note 3) \_\_\_\_\_  
of \_\_\_\_\_,  
if he/she could not attend, then appoint the Chairman of the special general meeting of the independent shareholders as my/our proxy(ies) in respect of \_\_\_\_\_  
(note 4) shares in the share capital of the Company held by me/us to attend the special general meeting of the independent shareholders of the Company to 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 or any adjournment thereof, and to exercise the right of voting at such meeting in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy(ies) think(s) fit.

	AS SPECIAL RESOLUTIONS	For (note 5)	Against (note 5)
1.	(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.	(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.		

Date: \_\_\_\_\_

Signature(s) (note 6): \_\_\_\_\_

*Notes:*

1. Please insert the full name(s) and address(es) (as shown in the register of members) in **BLOCK LETTERS**.
2. Please insert the number and class of shares in the Company registered in your name(s). If no number is inserted, this proxy form will be deemed to be related to all the shares of the Company registered in your name(s).
3. Please insert the full name and address of your proxy. If you do not insert the full name and address of the person to be appointed as your proxy in the space provided, the Chairman of the special general meeting of the independent shareholders will be your proxy. Each shareholder of the Company who has the right to attend and vote at the special general meeting of the independent shareholders is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the special general meeting of the independent shareholders. Where a shareholder of the Company has appointed more than one proxy to attend the special general meeting of the independent shareholders, such proxies may only vote on a poll. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. Please insert the number of shares of the Company registered in your names(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to be related to all the shares of the Company registered in your name(s).
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST".** If no such indication is given, the proxy will be entitled to cast your vote at his discretion.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a legal person or body corporate, must be either executed under its common seal or under the hand of a director of the legal person or other attorney as duly authorised in writing. If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other document(s) of authorisation must be notarised.
7. To be valid, this proxy form (or if it is signed by his attorney duly authorised in writing pursuant to a power of attorney or other authority, then together with a notarially certified copy of such power of attorney or authority) must be deposited not later than 24 hours before the specified time of the meeting, for holders of H shares of the Company, to Computershare Hong Kong Investor Services Limited, the Company's Registrar of H Shares, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; for holders of domestic shares of the Company, 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. Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the special general meeting of the independent shareholders if he so wishes.
8. Shareholders or their proxies attending the special general meeting of the independent shareholders shall produce their identity documents.
9. In case of joint holders of any share, any one of such joint holders may vote at the special general meeting of the independent shareholders, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the special general meeting of the independent shareholders, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).

\* *for identification purpose only*