



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 H SHARE CLASS MEETING 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 H share class meeting 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 H share class meeting 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 the conclusion or adjournment of the special general meeting of the independent shareholders of the Company to be held immediately after the 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 resolution as hereunder indicated, or if no such indication is given, as my/our proxy(ies) think(s) fit.

	AS SPECIAL RESOLUTION	For (note 5)	Against (note 5)
1.	(a) the Privatisation 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 Privatisation.		

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 H share class meeting will be your proxy. Each shareholder of the Company who has the right to attend and vote at the H share class meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the H share class meeting. Where a shareholder of the Company has appointed more than one proxy to attend the H share class meeting, 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, 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. Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the H share class meeting if he so wishes.
8. Shareholders or their proxies attending the H share class meeting shall produce their identity documents.
9. In case of joint holders of any share, any one of such joint holders may vote at the H share class meeting, 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 H share class meeting, 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*