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**HUNAN NONFERROUS METALS JINSHENG  
DEVELOPMENT COMPANY LIMITED**  
(湖南有色金晟發展有限公司)  
*(a company limited by shares incorporated in Hong Kong)*



**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)

## **JOINT ANNOUNCEMENT**

### **(1) PROXY FORMS RECEIVED FROM THE DOMESTIC SHAREHOLDERS**

### **(2) ACCEPTANCE LEVEL OF THE CONDITIONAL VOLUNTARY CASH OFFER BY HNG TO ACQUIRE ALL OF THE ISSUED DOMESTIC SHARES IN THE COMPANY (OTHER THAN THOSE OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY HNG AND ITS CONCERT PARTIES)**

## **INTRODUCTION**

We refer to composite document issued by Hunan Nonferrous Metals Jinsheng Development Company Limited (the “**Offeror**”) and Hunan Nonferrous Metals Corporation Limited (the “**Company**”) dated 20 January 2015 (the “**Composite Document**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Composite Document.

\* For identification purposes only

As at the date of this announcement, the Company has a total of five Domestic Shareholders, including HNG. HNG holds 1,947,074,266 Domestic Shares (representing approximately 95.66% of the total issued Domestic Shares and 53.08% of the issued share capital of the Company). The shareholdings of the four Domestic Shareholders who are considered disinterested for the purposes of the Domestic Share Offer, the Special General Meeting and the Special General Meeting of the Independent Shareholders are set out below:

<b>Name of Disinterested Domestic Shareholder</b>	<b>Number of Domestic Shares</b>	<b>Approximate percentage of the total issued Domestic Shares</b>	<b>Approximate percentage of the issued share capital of the Company</b>
Bangxin Asset Management Co., Ltd. (邦信資產管理有限公司)	55,859,566	2.74%	1.52%
Zijin Mining Group Co., Ltd. (紫金礦業集團股份有限公司)	30,000,000	1.47%	0.82%
Hunan Valin Iron & Steel Group Co., Ltd. (湖南華菱鋼鐵集團有限責任公司)	1,396,168	0.07%	0.04%
Changsha City Modern Time Technology Development Co., Ltd. (長沙市新時科技發展有限公司)	1,000,000	0.05%	0.03%

## **PROXY FORMS RECEIVED FROM THE DOMESTIC SHAREHOLDERS**

As at the date of this announcement, all of the Domestic Shareholders (including HNG in respect of the resolution proposed at the Special General Meeting) have lodged their proxy forms in respect of all the Domestic Shares to vote in favour of the resolutions proposed at each of the Special General Meeting and the Special General Meeting of the Independent Shareholders (as applicable).

## ACCEPTANCE LEVEL OF THE DOMESTIC SHARE OFFER

As at 4:00 p.m. on 11 February 2015, HNG had received valid acceptances under the Domestic Share Offer from three of the four disinterested Domestic Shareholders (namely, Zijin Mining Group Co., Ltd., Hunan Valin Iron & Steel Group Co., Ltd. and Changsha City Modern Time Technology Development Co., Ltd.) in respect of an aggregate of 32,396,168 Domestic Shares which the Domestic Share Offer is being made for.

Further announcements will be made to update the market when appropriate.

**Completion of the H Share Offer is conditional upon the satisfaction (or waiver, as applicable) of the Conditions, and the Merger is conditional upon the satisfaction (or waiver, as applicable) of the Merger Conditions. Accordingly, the issue of this announcement does not imply in any way that the Offers, the Delisting or the Merger will be completed. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By Order of the Board  
**HUNAN NONFERROUS METALS  
JINSHENG DEVELOPMENT  
COMPANY LIMITED**  
(湖南有色金屬發展有限公司)

**Cao Xiuyun**  
*Chairman*

By Order of the Board  
**HUNAN NONFERROUS METALS  
CORPORATION LIMITED\***  
(湖南有色金屬股份有限公司)

**Li Fuli**  
*Chairman*

Changsha, PRC, 11 February 2015

\* *For identification purposes only*

*As at the date of this announcement, the Offeror Directors are Mr. Cao Xiuyun, Mr. Wang Jinrong and Mr. Wu Xiaopeng.*

*The Offeror Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group and China Minmetals Corporation) and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group and China Minmetals Corporation) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, Mr. Zhou Zhongshu is the president of China Minmetals Corporation. Mr Zhou Zhongshu accepts full responsibility for the accuracy of the information contained in this announcement (other than in relation to the Offeror, CICCHKS and the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by the Offeror, CICCHKS and the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Offeror and its Concert Parties and CICCHKS) and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement (other than that expressed by the Offeror and its Concert Parties and CICCHKS) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*