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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) CONDITIONAL VOLUNTARY CASH OFFER BY CICCHKS ON BEHALF OF  
THE OFFEROR, A WHOLLY OWNED SUBSIDIARY OF HNG,  
TO ACQUIRE ALL OF THE ISSUED H SHARES IN THE COMPANY  
(OTHER THAN THOSE OWNED, CONTROLLED OR AGREED TO BE  
ACQUIRED BY THE OFFEROR AND ITS CONCERT PARTIES)**

**AND**

**(2) 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)**

**THE OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS**

\* For identification purposes only

## INTRODUCTION

We refer to (i) the 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**”); (ii) the announcements in respect of irrevocable undertakings (the “**Irrevocable Undertakings**”) obtained in respect of the H Share Offer jointly issued by the Offeror and the Company dated 16 February 2015, 25 February 2015 and 5 March 2015; and (iii) the announcement in respect of the Special General Meeting, the Special General Meeting of the Independent Shareholders and the H Share Class Meeting dated 6 March 2015. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Composite Document.

## ACCEPTANCE LEVELS OF THE OFFERS

Immediately prior to the commencement of the Offer Period, the Offeror held 159,872,000 H Shares (representing approximately 9.79% of the total issued H Shares and 4.36% of the issued share capital of the Company) and HNG held the 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). Accordingly, immediately prior to the commencement of the Offer Period, HNG’s total interests in H Shares and Domestic Shares in issue represents approximately 57.44% of the total issued share capital of the Company.

The Offeror, HNG and their respective Concert Parties have not acquired or agreed to acquire any Shares during the Offer Period.

As at 4:00 p.m. on 17 March 2015, the Offeror had received valid acceptances under the H Share Offer in respect of 1,286,402,037 H Shares, representing approximately 78.79% of the total issued H Shares and 35.07% of the total issued share capital of the Company, which included acceptances in respect of the H Shares which are the subject of the Irrevocable Undertakings.

As at 4:00 p.m. on 17 March 2015, HNG had received valid acceptances under the Domestic Share Offer in respect of all the 88,255,734 Domestic Shares which the Domestic Share Offer is being made for, representing approximately 4.34% of the Domestic Shares and 2.41% of the total issued share capital of the Company.

As at the date of this announcement, valid acceptances of the H Share Offer and the Domestic Share Offer have been received in respect of such number of Shares which, together with Shares already owned or agreed to be acquired before or during the Offers, resulted in the Offeror and HNG holding (directly or indirectly) in aggregate approximately 94.92% of the issued share capital of the Company.

As such, Condition (a) as set out in paragraph 3.4(a) of the Letter from CICCHKS contained in the Composite Document has been fulfilled.

Save for the above, none of the Offeror, HNG or any of their Concert Parties owned or controlled any Shares or any rights over Shares during the Offer Period and up to the date of this announcement. None of the Offeror, HNG or any of their Concert Parties has borrowed or lent any relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period and up to the date of this announcement, save for any borrowed H Shares which have been either on-lent or sold.

## **OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS**

As all of the other Conditions have now been fulfilled or waived, the H Share Offer has become unconditional in all respects on 17 March 2015.

As the H Share Offer has become unconditional in all respects and the Domestic Share Offer is subject to the H Share Offer becoming or being declared unconditional in all respects, the Domestic Share Offer has also become unconditional in all respects on 17 March 2015.

## **THE H SHARE OFFER REMAINS OPEN FOR ACCEPTANCE**

In accordance with Rule 15.3 of the Takeovers Code, at least 14 days' notice in writing must be given before the H Share Offer is closed to the Independent H Shareholders who have not accepted the H Share Offer.

H Shareholders are advised to refer to the Composite Document and the Form of Acceptance for details of the acceptance procedures if they wish to accept the H Share Offer.

## **SETTLEMENT OF THE H SHARE OFFER**

Settlement of the consideration payable in respect of valid acceptances of the H Share Offer (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom and, if applicable, the fees payable to the Share Registrar in respect of lost or unavailable H Share certificates) will be posted to the H Shareholders by ordinary post at their own risk as soon as possible, but in any event within 7 business days (as defined in the Takeovers Code) from the date of this announcement.

For H Shareholders who accept the H Share Offer after the date of this announcement and before the H Share Offer is closed, settlement of the consideration payable in respect of acceptances of the H Share Offer (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom and, if applicable, the fees payable to the Share Registrar in respect of lost or unavailable H Share certificates) will be posted to the H Shareholders by ordinary post at their own risk as soon as possible, but in any event within 7 business days (as defined in the Takeovers Code) from the date of receipt of a fully completed Form of Acceptance by the Share Registrar in respect of the H Share Offer.

## **WITHDRAWAL OF LISTING AND LAST DAY OF TRADING**

As the H Share Offer has become unconditional in all respects, the Company will apply to the Stock Exchange for the withdrawal of the listing of the H Shares on the Stock Exchange with effect from 9:00 a.m. on Tuesday, 31 March 2015. Subject to any conditions for the Delisting from the Stock Exchange, and receipt of any regulatory approvals required for such Delisting, the H Shares will be delisted from the Stock Exchange from 9:00 a.m. on Tuesday, 31 March 2015. Assuming the Delisting is approved, the last day of trading in the H Shares on the Stock Exchange is Wednesday, 25 March 2015.

The Offeror has no rights under the PRC Laws and the Articles of the Company to acquire compulsorily the H Shares that are not tendered for acceptance pursuant to the H Share Offer. Accordingly, Independent H Shareholders are reminded that if they do not accept the H Share Offer and the H Shares are delisted from the Stock Exchange, this will result in the Independent H Shareholders holding securities that are not listed on the Stock Exchange or any other exchange. In such circumstance, such Independent H Shareholders will continue to hold such unlisted securities and assuming they do not otherwise sell their H Shares to the Offeror, will not receive any consideration, unless the Merger becomes effective, in which case such Independent H Shareholders will receive the H Share Cancellation Price per delisted H Share. In addition, the Company may not continue to be subject to the Takeovers Code after the completion of the H Share Offer, and will not continue to be subject to the Listing Rules after the H Shares are delisted.

## **SUSPENSION OF TRADING**

An application has been made by the Company to the Stock Exchange for the suspension of trading in the H Shares from 9:00 a.m. on Thursday, 26 March 2015 until the withdrawal of listing of the H Shares.

**Completion of 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 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, 17 March 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.*