

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor shall there be any sale, purchase or subscription for securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver. This announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.*

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



**HUNAN NONFERROUS METALS  
CORPORATION LIMITED\***  
(湖南有色金属股份有限公司)  
*(a joint stock limited company incorporated in the  
People's Republic of China with limited liability)*  
(Stock Code: 2626)

## **JOINT ANNOUNCEMENT**

**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)  
FINAL CLOSING DATE OF THE H SHARE OFFER**

## **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**”); and (ii) the joint announcement (the “**Offer Unconditional Announcement**”) in respect of the Offers have become unconditional in all respects issued by the Offeror and the Company on 17 March 2015.

\* For identification purposes only

Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Composite Document.

## **FINAL CLOSING DATE OF THE H SHARE OFFER**

As stated in the Offer Unconditional Announcement, as all of the Conditions have been fulfilled or waived, the H Share Offer became unconditional in all respects on 17 March 2015.

In accordance with Rule 15.3 of the Takeovers Code, the Offeror wishes to inform the Independent H Shareholders who have not accepted the H Share Offer that the H Share Offer will remain open for acceptance for another 14 days until 4:00 p.m. on Wednesday, 1 April 2015 (the “**Final Closing Date**”).

Independent 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 acceptances of the H Share Offer received before 4:00 p.m. on the Final Closing Date (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 later of (i) the Unconditional Date and (ii) 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**

The Company has applied 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 will be 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 before the H Shares are delisted from the Stock Exchange, this will result in the Independent H Shareholders holding illiquid securities that are not listed on the Stock Exchange or any other exchange and for which no recognised market will exist. 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.

**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 and 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, 18 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.*