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**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)*



湖南有色金属股份有限公司

HUNAN NONFERROUS METALS CORP., LTD.

**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)

** For identification purposes only*

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)**

WITHDRAWAL OF LISTING AND LAST DAY OF TRADING

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 joint announcement in respect of the Offers have become unconditional in all respects issued by the Offeror and the Company on 17 March 2015; and (iii) the joint announcement in respect of the final closing date of the H Share Offer issued by the Offeror and the Company on 18 March 2015.

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

WITHDRAWAL OF LISTING AND LAST DAY OF TRADING

The Offeror and the Company announce that the Stock Exchange has approved the Company’s application 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 and that all conditions for the Delisting have been satisfied.

The last trading day for dealings in the H Shares on the Stock Exchange will be Wednesday, 25 March 2015. Dealings in the H Shares will be suspended with effect from 9:00 a.m. on Thursday, 26 March 2015. The H Shares will be delisted from the Stock Exchange at 9:00 a.m. on Tuesday, 31 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 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, 19 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.