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**湖南有色**  
HUNAN NONFERROUS

**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)*

**NOTICE OF 2011 EXTRAORDINARY GENERAL MEETING**  
**AND**  
**SPECIAL RESOLUTIONS**  
**AND**  
**CONNECTED TRANSACTION**  
**AND**  
**AMENDMENT TO ARTICLES OF ASSOCIATION**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Hunan Nonferrous Metals Corporation Limited (the “**Company**”) will be held on 6 August 2011 at 10:00 a.m. at 3/F, No. 290 Laodongxi Road, Tianxin District, Changsha City, Hunan Province, the People’s Republic of China, to review and, if thought fit, pass the following resolutions:

1. “**THAT:** the Company be approved to issue domestic shares to specific target according to the following terms and conditions <sup>(Note 1)</sup>:
  - (a) Type of shares: domestic shares.
  - (b) Quantity of issue: 1,324,035,661 shares, proceeds to be raised amount to RMB3,000,000,000.
  - (c) Nominal value of shares: RMB1.00.
  - (d) Rights of the domestic shares: Save as expressly provided in the articles of association of the Company, the newly issued domestic shares shall have the same right as the existing domestic shares and H shares of the Company.
  - (e) Issue target: Hunan Nonferrous Metals Holding Group Company Limited (湖南有色金屬控股集團有限公司) (the “**Parent Company**”).
  - (f) Issue price and pricing procedures: RMB2.2658 (equivalent to approximately HK\$2.7295) per share, which is determined between the Company and the Parent Company with reference to the weighted average closing prices of the H shares of the last twenty trading days before the date of the announcement released on 21 June 2011.
  - (g) Proceeds and use of proceeds: for replenishment of general working capital, expansion of the scope of production of new projects and acquisition of high quality assets and equity interests in other companies.
  - (h) The scheme of the undistributed retained profits before the domestic shares offering: The existing and new shareholders after completion of the domestic shares issue whose names appear on the register of members of the Company shall be entitled to sharing the Company’s undistributed retained profits immediately prior to the completion of the domestic shares issue.
  - (i) to approve and confirm the relevant subscription agreement (the “**Subscription Agreement**”) and the transaction contemplated thereunder.

- (j) the board of directors of the Company be and are hereby authorized to exercise all the powers of the Company and take all steps as might in their opinion be desirable or necessary in connection with the Subscription Agreement including without limitation:
- (1) the issue and allotment of new domestic shares pursuant to the Subscription Agreement;
  - (2) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements in relation to the issue and allotment of new domestic shares pursuant to the Subscription Agreement;
  - (3) the taking of actions to implement the transactions contemplated under the Subscription Agreement; and
  - (4) upon completion of the issue, the execution of the relevant procedures relating to the registration of shares and the change of industrial and commercial registration.
- (k) this special resolution shall be effective for a period of 12 months from the date of approval at the EGM and class meetings of the holders of H shares and the holders of domestic shares (whichever date is later).”

2. “**THAT** the articles of association of the Company be amended in the following manner:

(a) Article 3 currently provides:

“Registered office: 11/F, Block A Yousedashe  
No. 342 Laodongxi Road  
Changsha City, Hunan, PRC  
Postal code: 410015  
Telephone number: 0731-5385545 (office)  
Facsimile: 0731-5529468”

*is proposed to be amended as follows:*

“Registered office: No. 290 Laodongxi Road  
Changsha City, Hunan, PRC  
Postal code: 410015  
Telephone number: 0731-85385545 (office)  
Facsimile: 0731-85529468”

- (b) subject to and upon completion of the Subscription Agreement (as defined in Special Resolution numbered 1 above), Article 19 be amended in the following manner:

Article 19 currently provides:

“The registered capital of the Company is RMB3,668,058,000. (In the event, the Company issues additional domestic listed RMB ordinary shares (A shares) or overseas listed foreign shares, or exercise its over-allotment option, it shall adjust its registered capital accordingly and shall report to the relevant government departments for record in accordance with the laws and the administrative regulations of the country.)”

*is proposed to be amended as follows:*

“The registered capital of the Company is RMB4,992,093,661. (In the event, the Company issues additional domestic listed RMB ordinary shares (A shares) or overseas listed foreign shares, or exercise its over-allotment option, it shall adjust its registered capital accordingly and shall report to the relevant government departments for record in accordance with the laws and the administrative regulations of the country.)”

By Order of the Board  
**Hunan Nonferrous Metals Corporation**  
**Limited\***  
**Li Fuli**  
*Chairman*

Changsha, the PRC, 21 June 2011

\* *The Company's English name is for identification purpose only.*

*As at the date of this announcement, the Board of Directors of the Company comprises Messrs. Li Fuli, Li li, Liao Luhai, and Guo Wenzhong as executive directors, Messrs. Cao Xiuyun, Huang Guoping, Chen Zhixin, and Zou Jian as non-executive directors and Messrs. Kang Yi, Gu Desheng, Ms. Chen Xiaohong, Messrs. Wan Tenlap and Choi Man Chau, Michael as independent non-executive directors.*

*Notes:*

- (1) The Company proposes to issue and allot a total of 1,324,035,661 new domestic shares to the Parent Company under the Subscription Agreement at the subscription price of RMB2.2658 per subscription share (the “**Subscription**”). The Parent Company is a connected person of the Company and the Subscription constitutes a connected transaction of the Company. The Parent Company and its associates shall abstain from voting at this resolution at the EGM. The Subscription is also subject to the approval by the holders of H shares by way of special resolution at the class meeting of holders of H shares to be held on 6 August 2011 at 10:30 a.m. and holders of domestic shares at the class meeting of holders of domestic shares to be held on 6 August 2011 at 11:00 a.m. (or immediately after the conclusion or adjournment of the EGM).

For details of the Subscription Agreement, please refer to the announcement of the Company dated 21 June 2011 and the circular expected to be despatched by the Company on or before 12 July 2011.

- (2) The Company’s register of members will be closed from 7 July 2011 to 6 August 2011 (both days inclusive), during which period no transfer of H shares and domestic shares will be registered. Holders of shares of the Company whose names appear on the register of members at the close of business on 6 July 2011 will be entitled to attend and vote at the EGM. In order to qualify to attend and vote at the EGM, all instruments of transfer must be delivered to the Registrar of H shares of the Company no later than 4:30 p.m. on 6 July 2011.

The address of the Hong Kong Registrar and Transfer Office of H shares is:

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen’s Road East  
Wanchai  
Hong Kong

- (3) Holders of the H shares of the Company who intend to attend the EGM are asked to send the completed and signed reply slip for attendance to the Finance and Securities Department of the Company at least 20 days before the EGM, being 17 July 2011. Details of the Finance and Securities Department of the Company is as follows:

Room 602, 6/F  
No. 290 Laodongxi Road  
Tianxin District  
Changsha City, Hunan Province  
PRC  
Tel: (86) 731 8538 5556  
Facsimile: (86) 731 8539 2448

- (4) Holders of the H shares and domestic shares of the Company entitled to attend and vote at the EGM may appoint one or more proxies (whether the person is a shareholder of the Company or not) to attend and vote on his/her behalf at the EGM. When a shareholder appoints more than one proxy, such proxies may only vote on his/her behalf at the EGM. When a shareholder appoints more than one proxy, such proxies may only vote on a poll.
- (5) The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign or other documents of authorisation shall be notarised.
- (6) To be valid, a power of attorney or other authority (if any) certified by a notary public and the form of proxy must be received by the Company's H Share Registrar - Computershare Hong Kong Investor Services Limited 24 hours prior to the commencement of the EGM. The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (7) Holders of domestic shares of the Company entitled to attend the EGM and to vote in the meeting are entitled to appoint one or more than one proxies in writing (whether such person is a shareholder) to be his/her proxy and to attend the EGM and to vote on his/her behalf. Notes 4 and 5 are also applicable to holders of domestic shares provided that the relevant form of proxies or other documents must be lodged at the Finance and Securities Department (the address of which is stated in Note 3) of the Company at least 24 hours before the commencement of the EGM in order that to be valid.

- (8) If a proxy attends the EGM on behalf of a Shareholder, he should produce his ID card and the instruments signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person share shareholder attends the EGM, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a legal person share shareholder appoints a representative of the company other than its legal representative to attend the EGM, such representative should produce his ID card and an authorization instrument affixed with the seal of the legal person share shareholder and duly signed by its legal representative.
- (9) The EGM is expected to last half a day. Shareholders (in person or by proxy) who attend the EGM shall be responsible for their own traveling and accommodation expenses. Shareholders or their proxies attending the meeting shall produce their identity documents.