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湖南有色
HUNAN NONFERROUS

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)

NOTICE OF H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting of holders of H shares (the “**H Share Class Meeting**”) of the Hunan Nonferrous Metals Corporation Limited (the “**Company**”) will be held on 6 August 2011 at 10:30 a.m. (or immediately after the conclusion or adjournment of the Extraordinary General Meeting (the “**EGM**”)) 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 resolution:

SPECIAL RESOLUTION

“**THAT:** conditional upon the approval of the same by the Shareholders at the EGM, the offering of 1,324,035,661 domestic shares by the Company to Hunan Nonferrous Metals Holding Group Company Limited (湖南有色金屬控股集團有限公司) and is hereby approved.”

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 Hunan Nonferrous Metals Holding Group Company Limited (湖南有色金屬控股集團有限公司)(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 Subscription is also subject to the approval by the shareholders by way of special resolution at the extraordinary general meeting and separate class meetings of H shareholders and domestic shareholders.

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 H shares members will be closed from 7 July 2011 to 6 August 2011 (both days inclusive), during which period no transfer of H shares will be registered. Holders of H Shares 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 H Share Class Meeting. In order to qualify to attend and vote at the H Share Class Meeting, 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 H Share Class Meeting 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 H Share Class Meeting, being 17 July 2011. Details of the Finance and Securities Department of the Company is as follows:

No. 290 Laodongxi Road
Changsha City, Hunan Province
PRC
Tel: (86) 731 8538 5556
Facsimile: (86) 731 8539 2448

- (4) Holders of the H shares of the Company entitled to attend and vote at the H Share Class Meeting 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 H Share Class Meeting. When a shareholder appoints more than one proxy, such proxies may only vote on his/her behalf at the H Share Class Meeting. 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 H Share Class Meeting. The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

- (7) If a proxy attends the H Share Class Meeting 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 H Share Class Meeting, 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 H Share Class Meeting, 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.

- (8) The EGM together with the separate class meetings are expected to last half a day. Shareholders (in person or by proxy) who attend these meetings shall be responsible for their own traveling and accommodation expenses.