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## NOTICE OF THE AGM

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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 THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of the shareholders of Hunan Nonferrous Metals Corporation Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 29 May 2012 at No. 290 Laodongxi Road, Tianxin District, Changsha City, the People's Republic of China (“**PRC**”), for the purpose of considering and, if thought fit, passing the following resolutions:

#### **As Ordinary Resolutions**

1. To consider and, if thought fit, to approve the report of the board of directors of the Company for the year ended 31 December 2011.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2011.
3. To consider and, if thought fit, to approve the audited consolidated financial statements of the Company for the year ended 31 December 2011.
4. To consider and, if thought fit, to approve the appointment of Mr. Li Fuli as an executive director of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
5. To consider and, if thought fit, to approve the appointment of Mr. Li Li as an executive director of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
6. To consider and, if thought fit, to approve the appointment of Mr. Liao Luhai as an executive director of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

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7. To consider and, if thought fit, to approve the appointment of Mr. Guo Wenzhong as an executive director of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
8. To consider and, if thought fit, to approve the appointment of Mr. Cao Xiuyun as a non-executive director of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
9. To consider and, if thought fit, to approve the appointment of Mr. Huang Guoping as a non-executive director of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
10. To consider and, if thought fit, to approve the appointment of Mr. Chen Zhixin as a non-executive director of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
11. To consider and, if thought fit, to approve the appointment of Mr. Lu Yuanjing as a non-executive director of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
12. To consider and, if thought fit, to approve the appointment of Mr. Kang Yi as an independent non-executive director of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
13. To consider and, if thought fit, to approve the appointment of Mr. Gu Desheng as an independent non-executive director of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
14. To consider and, if thought fit, to approve the appointment of Ms. Chen Xiaohong as an independent non-executive director of the Company, to authorize the board of directors of the Company to determine her remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

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15. To consider and, if thought fit, to approve the appointment of Mr. Wan Ten Lap as an independent non-executive director of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
16. To consider and, if thought fit, to approve the appointment of Mr. Choi Man Chau, Michael as an independent non-executive director of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
17. To consider and, if thought fit, to approve the appointment of Mr. Jin Liangshou as a shareholders' representative supervisor of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
18. To consider and, if thought fit, to approve the appointment of Mr. He Hongsen as a shareholders' representative supervisor of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
19. To consider and, if thought fit, to approve the appointment of Mr. Chen Hui as a shareholders' representative supervisor of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
20. To consider and, if thought fit, to approve the appointment of Mr. Liu Xiaochu as a shareholders' representative supervisor of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
21. To consider and, if thought fit, to approve the appointment of Ms. Liu Dongrong as an independent supervisor of the Company, to authorize the board of directors of the Company to determine her remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
22. To consider and, if thought fit, to approve the appointment of Mr. Fan Haiyong as an independent supervisor of the Company, to authorize the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

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23. To consider and, if thought fit, to approve Baker Tilly Hong Kong Limited as the international and Baker Tilly China Limited as domestic auditors of the Company, and to authorize the audit committee of the board of directors of the Company to determine their remuneration.
24. To consider and, if thought fit, to approve the amendment to the rules of procedures of the general meeting of the Company.

### As A Special Resolution

25. To consider and, if thought fit, to approve a general mandate to the Board to allot, issue and deal with new domestic shares (“**Domestic Shares**”) and overseas listed foreign shares (“**H Shares**”):
  - 25.1 Subject to resolutions numbered 25.3 and 25.4 and pursuant to the Company Law (the “**Company Law**”) of the People’s Republic of China (the “**PRC**”) and the Rules governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time), the exercise by the Board of all the powers of the Company granted by the general and unconditional mandate to allot, issue and deal with shares during the Relevant Period (as defined below) and to determine the terms and conditions for the allotment and issue of new shares including the following terms:
    - (1) class and number of new shares to be issued;
    - (2) price determination method of new shares and/or issue price (including price range);
    - (3) the starting and closing dates for the issue; and
    - (4) the making or granting of offers, agreements and options which might require the exercise of such powers.
  - 25.2 The approval in resolution numbered 25.1 shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period.
  - 25.3 The aggregate nominal amount of new Domestic Shares and new H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval in resolution numbered 25.1, other than pursuant to issue of shares by conversion of the surplus reserve into share capital in accordance with the Company Law of the PRC and the articles of association of the Company, shall not exceed 20% of each class of the existing Domestic Shares and H Shares.
  - 25.4 In exercising the powers granted under resolution numbered 25.1, the Board must (1) comply with the Company Law of the PRC and other applicable laws and regulations (as amended from time to time); and (2) obtain approval from the China Securities Regulatory Commission and other relevant PRC government departments.

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25.5 For the purpose of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

- (i) twelve months from the date of passing this resolution;
- (ii) the conclusion of the next general meeting of the Company; and
- (iii) the revocation or variation of the mandate granted under this resolution by special resolution of the shareholders in general meeting.

25.6 The Board, subject to the approval of the relevant authorities of the PRC and in accordance with the Company Law of the PRC, be and is hereby authorised to increase the registered share capital of the Company to the required amount upon the exercise of the powers pursuant to resolution numbered 25.1 above.

25.7 The Board be authorised to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment and issue and listing of new shares, provided the same do not violate the relevant laws, administrative regulations, listing rules of the relevant stock exchange and the articles of association.

25.8 Subject to the approval of the relevant PRC authorities, the Board be and is hereby authorized to make appropriate and necessary amendments to the articles of association after completion of the allotment and issue of new shares to reflect the alternative in the share capital structure and registered capital of the Company pursuant to the exercise of this mandate.

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*

Hong Kong, 12 April 2012

*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 Zhou Jian as non-executive directors and Messrs. Kang Yi, Gu Desheng, Wan Ten Lap, Choi Man Chau, Michael and Ms. Chen Xiaohong as independent non-executive directors.*

*Notes:*

### 1. Eligibility for Attending the AGM

Holders of H Shares whose names appear on the register of the Company maintained by Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, on Saturday, 28 April 2012 shall be entitled to attend the AGM.

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Holders of H Shares intending to attend and vote at the AGM to be held on Tuesday, 29 May 2012 shall lodge all the transfer documents for H Shares with the relevant share certificates to the H Share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 27 April 2012.

### 2. Proxy

- (1) Shareholders entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. The proxy need not be a shareholder of the Company.
- (2) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under hand of its director(s) or duly authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.
- (3) To be valid, the notarized power of attorney or other document(s) of authorization (if any) and the form of proxy shall be delivered to (i) the registered office address of Company for holders of domestic shares; and (ii) Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, for holders of H shares, no less than 24 hours before the time fixed for convening the AGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so desires.
- (4) If a shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.

### 3. Registration Procedures for Attending the AGM

- (1) A shareholder or his proxy shall produce his identification document when attending the AGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders intending to attend the AGM shall return to the Company the reply slip stating their attendance on or before Tuesday, 8 May 2012.
- (3) A shareholder may return the above reply slip to the Company in person, by post or by facsimile to the Finance and Securities Department of the Company or Computershare Hong Kong Investor Services Limited.

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### 4. Closure of Register of Members

The Register of Members will be closed from Saturday, 28 April 2012 to Tuesday, 29 May 2012 (both days inclusive), during which period no transfer of shares will be registered.

### 5. Method of Voting at the AGM

Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM.

### 6. Miscellaneous

- (1) The AGM of the Company is expected to be held for less than half a day. Shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of the Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The registered office (the Finance and Securities Department) and the contact details of the Company are:

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