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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)



**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

- (1) THE 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)**
- (2) THE CONDITIONAL VOLUNTARY CASH OFFER BY HNG TO ACQUIRE ALL OF THE ISSUED DOMESTIC SHARES IN THE COMPANY (OTHER THAN THOSE OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY HNG AND ITS CONCERT PARTIES)**
- (3) PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES OF THE COMPANY
AND**
- (4) PROPOSED MERGER BY ABSORPTION OF THE COMPANY BY HNG**

**ANNOUNCEMENT OF POLL RESULTS OF THE SPECIAL GENERAL MEETING,
THE SPECIAL GENERAL MEETING OF THE INDEPENDENT SHAREHOLDERS
AND THE H SHARE CLASS MEETING**

RESUMPTION OF TRADING



Financial Adviser to the Offeror

* For identification purposes only

The Board and the Offeror Board are pleased to announce that (i) the special resolution to approve the Merger by the Shareholders was duly passed by way of poll at the Special General Meeting held on 6 March 2015; (ii) the special resolutions to approve the Delisting and the Merger by the Independent Shareholders were duly passed by way of poll at the Special General Meeting of the Independent Shareholders held on 6 March 2015; and (iii) the special resolution to approve the Privatisation by the Independent H Shareholders was duly passed by way of poll at the H Share Class Meeting held on 6 March 2015.

The Shareholders are reminded that the H Share Offer remains conditional on, among other things, valid acceptances of the H Share Offer and the Domestic Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on Tuesday, 17 March 2015 (or such later time(s) and/or date(s) as the Offeror may, subject to the Takeovers Code, decide) in respect of such number of Shares which, together with Shares already owned or agreed to be acquired before or during the Offers, would result in the Offeror and HNG holding (directly or indirectly) in aggregate not less than 85% of the issued share capital of the Company. If the Acceptance Condition is not achieved by 4:00 p.m. on the Closing Date and unless the Offeror accepts a lower acceptance threshold and waives this Acceptance Condition, the H Share Offer will lapse.

The Shareholders are reminded that unless the H Share Offer becomes or is declared unconditional before Tuesday, 17 March 2015, or is revised or extended, the latest time and date for acceptance of the H Share Offer will be 4:00 p.m. on Tuesday, 17 March 2015. Shareholders are further reminded to pay attention to, and to call (if necessary) your financial intermediary, licensed securities dealer (or other registered dealer in securities)/custodian bank or CCASS timely to confirm, the deadline for accepting the H Share Offer, which might be before 4:00 p.m., on Tuesday, 17 March 2015.

The Shareholders are further reminded that the effectiveness of the Merger is conditional upon the fulfilment or waiver (as applicable) of the Merger Conditions, which include the completion of the H Share Offer and the Delisting.

At the request of the Company, trading in the H Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Friday, 6 March 2015 pending the release of this announcement. An application has been made to the Stock Exchange for resumption of trading in the H Shares with effect from 9:00 a.m. on Monday, 9 March 2015.

INTRODUCTION

Reference is made to (i) the announcement jointly issued by the Offeror and the Company dated 11 December 2014; (ii) the Composite Document jointly issued by the Offeror and the Company dated 20 January 2015; (iii) the announcement jointly issued by the Offeror and the Company in relation to the satisfaction of pre-condition and waiver of a condition to the H Share Offer dated 16 January 2015; (iv) the announcement jointly issued by the Offeror and the Company in relation to the despatch of the Composite Document and results of the application to the Executive to rebut the “acting in concert” presumption dated 19 January 2015; (v) the notice of voting at the shareholder meetings issued by the Company dated 3 February 2015; (vi) the profit warning announcement issued by the Company dated 12 January 2015; (vii) the supplemental announcement issued by the Company dated 2 February 2015; (viii) the announcement jointly issued by the Offeror and the Company in respect of proxy forms received from the Domestic Shareholders and acceptance level of the Domestic Share Offer dated 11 February 2015; and (ix) the announcements in respect of irrevocable undertakings obtained in respect of the H Share Offer jointly issued by the Offeror and the Company dated 16 February 2015, 25 February 2015 and 5 March 2015, respectively. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the Composite Document.

Unless otherwise indicated, all references to time contained in this announcement refer to Hong Kong time.

RESULTS OF THE SPECIAL GENERAL MEETING, THE SPECIAL GENERAL MEETING OF THE INDEPENDENT SHAREHOLDERS AND THE H SHARE CLASS MEETING

The Board and the Offeror Board are pleased to announce that (i) the special resolution to approve the Merger by the Shareholders was duly passed by way of poll at the Special General Meeting held on 6 March 2015; (ii) the special resolutions to approve the Delisting and the Merger by the Independent Shareholders were duly passed by way of poll at the Special General Meeting of the Independent Shareholders held on 6 March 2015; and (iii) the special resolution to approve the Privatisation by the Independent H Shareholders was duly passed by way of poll at the H Share Class Meeting held on 6 March 2015.

The Special General Meeting, the Special General Meeting of the Independent Shareholders and the H Share Class Meeting were held at Atrium Room, Level 39, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Hong Kong at 9:00 a.m. on Friday, 6 March 2015 in succession.

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Share Registrar, acted as the scrutineer for the vote-taking at the Special General Meeting, the Special General Meeting of the Independent Shareholders and the H Share Class Meeting.

The poll results in respect of the Special General Meeting, the Special General Meeting of the Independent Shareholders and the H Share Class Meeting are as follows:

(i) The poll results in respect of the Special General Meeting

SPECIAL RESOLUTION		No. of Votes (%) For	No. of Votes (%) Against
1.	<p>THAT:</p> <p>(a) the Merger and the other transactions conducted or to be conducted as contemplated under the Merger Agreement be and are hereby approved, ratified and confirmed, including the execution of the Merger Agreement by the Company; and</p> <p>(b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Merger and all other transactions contemplated under the Merger Agreement.</p>	<p>2,808,771,899 99.96% (Note 1)</p>	<p>1,061,000 0.04% (Note 1)</p>
<p>As more than two-thirds (2/3) of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</p>			

Note:

- Based on the total number of the votes attaching to all the Shares held by the Shareholders cast in person or by proxy at the Special General Meeting.

As at the date of the Special General Meeting, the total number of issued Shares of the Company is 3,668,058,000 Shares, comprising 2,035,330,000 Domestic Shares and 1,632,728,000 H Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolution at the Special General Meeting. There was no other restrictions imposed on any Shareholder to cast votes on the aforesaid resolution passed at the Special General Meeting.

There was no Share entitling the Shareholder to attend and vote only against the special resolution at the Special General Meeting.

Shareholders and authorized proxies holding an aggregate of 2,809,832,899 Shares, representing approximately 76.60% of the total issued share capital of the Company were present at the Special General Meeting.

With respect to the special resolution at Special General Meeting, since more than two-thirds of the votes attaching to the Shares held by the Shareholders present in person or by proxy at the Special General Meeting were cast in favour of the resolution, the special resolution was passed by way of poll at the Special General Meeting in accordance with the requirements of the PRC Company Law and the Articles of the Company.

(ii) The poll results in respect of the Special General Meeting of the Independent Shareholders

SPECIAL RESOLUTIONS		No. of Votes (%) For	No. of Votes (%) Against
1.	<p>THAT:</p> <p>(a) the voluntary withdrawal of the listing of the H Shares from the Stock Exchange be and is hereby approved; and</p> <p>(b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal of the listing.</p>	<p>737,039,337 99.86% (Note 1)</p>	<p>1,061,000 0.14% (Note 1) 0.07% (Note 2)</p>

SPECIAL RESOLUTIONS		No. of Votes (%) For	No. of Votes (%) Against
2.	THAT: (a) the Merger and the other transactions conducted or to be conducted as contemplated under the Merger Agreement be and are hereby approved, ratified and confirmed, including the execution of the Merger Agreement by the Company; and (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Merger and all other transactions contemplated under the Merger Agreement.	737,007,337 99.86% (Note 1)	1,061,000 0.14% (Note 1) 0.07% (Note 2)
As more than 75% of the votes attaching to the Shares held by the Independent Shareholders present in person or by proxy at the Special General Meeting of the Independent Shareholders were cast in favour of the resolutions, and the number of votes cast against the resolutions is not more than 10% of the votes attaching to all Shares held by the Independent Shareholders, the resolutions were duly passed as special resolutions.			

Notes:

1. Based on the total number of the votes attaching to the Shares held by the Independent Shareholders cast in person or by proxy at the Special General Meeting of the Independent Shareholders.
2. Based on the total number of the votes attaching to all the Shares held by the Independent Shareholders.

The total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolutions at the Special General Meeting of the Independent Shareholders was 1,561,111,734 Shares. The Offeror, HNG and their respective Concert Parties were required to, and did, abstain from voting at the Special General Meeting of the Independent Shareholders in accordance with the Takeovers Code. There were no other restrictions imposed on any Independent Shareholders to cast votes on any of the aforesaid resolutions passed at the Special General Meeting of the Independent Shareholders.

There was no Share entitling the Independent Shareholder to attend and vote only against the special resolutions at the Special General Meeting of the Independent Shareholders.

The Independent Shareholders and authorized proxies holding an aggregate of 738,100,337 Shares, representing approximately 47.28% of the total number of the votes attaching to all the Share held by the Independent Shareholders were present at the Special General Meeting of the Independent Shareholders.

With respect to the special resolutions at the Special General Meeting of the Independent Shareholder, since more than 75% of the votes attaching to the Shares held by the Independent Shareholders present in person or by proxy at the Special General Meeting of the Independent Shareholders were cast in favour of resolutions and the number of votes cast against the resolutions amounted to not more than 10% of the votes attaching to all the Shares held by the Independent Shareholders, the special resolutions were passed by way of poll at the Special General Meeting of the Independent Shareholders in accordance with the requirements of Rule 6.12 and Rule 6.15(2) of the Listing Rules and Rule 2.2 of the Takeovers Code for the Delisting.

(iii) The poll results in respect of the H Share Class Meeting

SPECIAL RESOLUTIONS		No. of Votes (%) For	No. of Votes (%) Against
1.	THAT: (a) the Privatisation be and is hereby approved; and (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Privatisation.	679,091,639 99.85% (Note 1)	1,031,000 0.15% (Note 1) 0.07% (Note 2)
As more than 75% of the votes attaching to the H Shares held by the Independent H Shareholders present in person or by proxy at the H Share Class Meeting were cast in favour of the resolution, and the number of votes cast against the resolution is not more than 10% of the votes attaching to all H Shares held by the Independent H Shareholders, the resolution was duly passed as a special resolution.			

Notes:

1. Based on the total number of the votes attaching to the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Share Class Meeting.
2. Based on the total number of votes attaching to all the H Shares held by the Independent H Shareholders.

The total number of H Shares entitling the Independent H Shareholders to attend and vote for or against the resolution at the H Share Class Meeting was 1,472,856,000 H Shares. The Offeror, HNG and their Concert Parties were required to, and did, abstain from voting at the H Shareholder Class Meeting in accordance with the Takeovers Code. There was no other restrictions imposed on any H Shareholder to cast votes on the aforesaid resolution passed at the H Share Class Meeting.

There was no H Share entitling the H Shareholder to attend and vote only against the special resolution at the H Share Class Meeting.

The Independent H Shareholders and authorized proxies holding an aggregate of 680,122,639 H Shares, representing approximately 46.18% of the total number of votes attaching to all the H Shares held by the Independent H Shareholders were present at the H Share Class Meeting.

With respect to the special resolution at the H Share Class Meeting, since more than 75% of the votes attaching to the H Shares held by the Independent H Shareholders present in person or by proxy at the H Share Class Meeting were cast in favour of the resolution and the number of votes cast against the resolution amounted to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, the special resolution was passed by way of poll at the H Share Class Meeting in accordance with the requirements of Rule 6.12 and Rule 6.15(2) of the Listing Rules and Rule 2.2 of the Takeovers Code for the Delisting.

OUTSTANDING CONDITIONS AND THE CLOSING DATE

The Shareholders are reminded that the H Share Offer remains conditional on, among other things, valid acceptances of the H Share Offer and the Domestic Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on Tuesday, 17 March 2015 (or such later time(s) and/or date(s) as the Offeror may, subject to the Takeovers Code, decide) in respect of such number of Shares which, together with Shares already owned or agreed to be acquired before or during the Offers, would result in the Offeror and HNG holding (directly or indirectly) in aggregate not less than 85% of the issued share capital of the Company (the “**Acceptance Condition**”). If the Acceptance Condition is not achieved by 4:00 p.m. on the Closing Date and unless the Offeror accepts a lower acceptance threshold and waives this Acceptance Condition, the H Share Offer will lapse.

As at the date of this announcement, Conditions (b), (c) and (d) have been fulfilled and Condition (f) has been waived by the Offeror. The Acceptance Condition, together with Conditions (e) and (g) remain outstanding. The Offeror is not aware of any events that would lead to Conditions (e) and (g) not being fulfilled. The Offeror also reserves the right to waive the Acceptance Condition and Conditions (e) and (g).

The Offeror and the Company will issue an announcement, stating whether the H Share Offer has been revised or extended, has expired or has become or been declared unconditional (as to acceptances) by 7:00 p.m. on Tuesday, 17 March 2015.

The Shareholders are reminded that unless the H Share Offer becomes or is declared unconditional before Tuesday, 17 March 2015, or is revised or extended, the latest time and date for acceptance of the H Share Offer will be 4:00 p.m. on Tuesday, 17 March 2015. Shareholders are further reminded to pay attention to, and to call (if necessary) your financial intermediary, licensed securities dealer (or other registered dealer in securities)/custodian bank or CCASS timely to confirm, the deadline for accepting the H Share Offer, which might be before 4:00 p.m., 17 March 2015.

WITHDRAWAL OF LISTING

Upon the H Share Offer becoming unconditional, the Company will make an application for the Delisting in accordance with Rule 6.12 of the Listing Rules. On the assumption that the H Share Offer becomes unconditional on or before Tuesday, 17 March 2015, it is currently expected that the voluntary withdrawal of listing of the H Shares from the Stock Exchange would happen at 9:00 a.m. on Tuesday, 31 March 2015, subject to the satisfaction of any conditions for the Delisting from the Stock Exchange, and receipt of any regulatory approvals required for such Delisting. The H Shareholders will be notified by way of an announcement of the dates of the last day for dealing in the H Shares and on which the Delisting will become effective.

SUBSEQUENT OFFER PERIOD

The Shareholders should note that, if the H Share Offer becomes or is declared unconditional on Tuesday, 17 March 2015 (whether as to acceptances or in all respects), it should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the H Share Offer is closed to the Independent H Shareholders who have not accepted the H Share Offer if the announcement to extend the H Share Offer does not state the next closing date. The Offeror reserves the right to extend the H Share Offer beyond this 14-day period.

EFFECTIVENESS OF THE MERGER AND OUTSTANDING MERGER CONDITIONS

The Shareholders are reminded that the effectiveness of the Merger is conditional upon the fulfilment or waiver (as applicable) of the Merger Conditions, which include the completion of the H Share Offer and the Delisting.

As at the date of this announcement, Merger Condition (a) has been fulfilled. Merger Conditions (b) to (g) remain outstanding. Merger Conditions (b) and (g) can be waived by HNG in whole or in part, either generally or in respect of any particular matter (including, with respect to Merger Condition (g), by accepting a lower percentage threshold), provided that such waiver will not result in a breach of any applicable laws and regulations.

The Shareholders are reminded that, according to the Articles of the Company, any Shareholder who has opposed the Merger may request the Company or other Shareholders who have approved the Merger to acquire its Shares at a “fair price”. The Merger Agreement provides that if any Shareholder elects to request the Company or other Shareholders who have voted for the Merger to purchase its Shares at a “fair price”, HNG shall, at the request of the Company or such Shareholder, assume any liability which the Company or such Shareholder who has received such a request may have towards the dissenting Shareholder.

Any Shareholder who has opposed the Merger and has requested the Company or other Shareholders who have approved the Merger to acquire its Shares at a “fair price” will, after the Merger is approved by the Shareholders, continue to have a right against the Company and/or such Shareholder, or HNG (if requested by the Company and/or such Shareholder to assume their respective liabilities after receiving the request from the dissenting Shareholder). In any case, such request shall be made within the earlier of (a) the expiration of two months from the date of approval of the Merger at the Special General Meeting and (b) the date of completion of the Merger.

Further details in relation to the arrangement by which the dissenting H Shareholders of the Company could request for acquisition of their delisted H Shares at a “fair price” can be found in the Composite Document.

RESUMPTION OF TRADING IN THE H SHARES

At the request of the Company, trading in the H Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Friday, 6 March 2015 pending the release of this announcement. An application has been made to the Stock Exchange for resumption of trading in the H Shares with effect from 9:00 a.m. on Monday, 9 March 2015.

Completion of the H Share Offer is conditional upon the satisfaction (or waiver, as applicable) of the Conditions, and 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 Offers, the Delisting or 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, the PRC, 6 March 2015

* *For identification purpose 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.