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五礦資源有限公司

MINMETALS RESOURCES LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 1208)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Meeting**”) of Minmetals Resources Limited (the “**Company**”) will be held at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Friday, 28 October 2011 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the master sale and implementation agreement (the “**Master Sale and Implementation Agreement**”) dated 15 September 2011 entered into between the Company and 五礦有色金屬股份有限公司 (China Minmetals Non-Ferrous Metals Co., Ltd.*) in relation to the proposed sale of:
- (i) the Company’s entire 100% equity interest in 五礦鋁業有限公司 (Minmetals Aluminium Co., Ltd*) (“**MMA**”) at a consideration of US\$667.3 million (equivalent to approximately HK\$5,204.95 million);
 - (ii) Riseup Dragon Limited’s entire 72.80% equity interest in 華北鋁業有限公司 (North China Aluminium Co., Ltd.*) at a consideration of US\$29.6 million (equivalent to approximately HK\$230.88 million) (“**NCA**”);
 - (iii) Orientmet Industry Company Limited’s entire 51% equity interest in 營口鑫源金屬套管有限公司 (Yingkou Orientmet Plica Tube Company Limited*) (“**Yingkou Orientmet**”) at a consideration of US\$2.9 million (equivalent to approximately HK\$22.62 million); and/or

(iv) Lontic (H.K.) Limited's entire 36.2913% equity interest in 常州金源銅業有限公司 (Changzhou Jinyuan Copper Co., Ltd*) ("**Changzhou Jinyuan**") at a consideration of US\$27.0 million (equivalent to approximately HK\$210.6 million)

(MMA, NCA, Yingkou Orientmet and Changzhou Jinyuan, collectively referred to as the "**Sale Entities**"), a copy of which has been produced to the Meeting marked "A" and signed by the chairman of the Meeting for the purpose of identification, and all the transactions contemplated thereunder (including but not limited to the entering into and performance of any subordinated agreements to effect the transfer of the relevant interests in the Sale Entities pursuant to the law of the People's Republic of China) be and are hereby approved, confirmed and ratified; and

(b) any one of the Directors be and is hereby authorised to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he may in his opinion or discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Master Sale and Implementation Agreement and all the transactions contemplated thereunder with any changes as such Director may consider reasonable, necessary desirable or expedient."

By Order of the Board
Minmetals Resources Limited
Andrew Gordon Michelmore
CEO and Executive Director

Hong Kong, 12 October 2011

* *The English names of the PRC entities referred to in this notice are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese name shall prevail.*

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more (if the member is a holder of two or more shares) proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.

2. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof, should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Thursday, 27 October 2011 to Friday, 28 October 2011, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 26 October 2011.

As at the date of this announcement, the Board comprises eleven directors, of which four are executive directors, namely Mr. Hao Chuanfu (Vice Chairman), Mr. Andrew Gordon Michelmore, Mr. David Mark Lamont and Mr. Li Liangang; four are non-executive directors, namely Mr. Wang Lixin (Chairman), Mr. Jiao Jian, Mr. Xu Jiqing and Mr. Gao Xiaoyu; and three are independent non-executive directors, namely Mr. Ting Leung Huel, Stephen, Mr. Loong Ping Kwan and Dr. Peter William Cassidy.