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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 28 OCTOBER 2011

The Board is pleased to announce that the resolution set out in the Notice of EGM was duly passed by the Independent Shareholders by way of poll at the EGM.

As Completion is subject to the fulfilment (or if applicable, waiver) of certain conditions set out in the paragraph headed “Letter from the Board — The Sale — The Master Sale and Implementation Agreement — Conditions” in the circular, the Sale may or may not proceed. The issue of this announcement does not in any way imply that the transactions under the Master Sale and Implementation Agreement will be completed. Shareholders and potential investors in the Company should exercise caution when dealing in the Shares.

Reference is made to the circular of Minmetals Resources Limited (the “**Company**”) dated 12 October 2011 setting out information relating to, *inter alia*, the proposed major and connected transaction in relation to the proposed sale by the Company of (a) 100% of the equity interests in 五礦鋁業有限公司 (Minmetals Aluminium Co., Ltd*), (b) 72.80% of the equity interests in 華北鋁業有限公司 (North China Aluminium Co., Ltd.*), (c) 51% of the equity interests in 營口鑫源金屬套管有限公司 (Yingkou Orienmet Plica Tube Company Limited*) and (d) 36.2913% of the equity interests in 常州金源銅業有限公司 (Changzhou Jinyuan Copper Co., Ltd*). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in such circular.

The Board is pleased to announce that the resolution set out in the notice of EGM dated 12 October 2011 (the “**Notice of EGM**”) was duly passed by the Independent Shareholders by way of poll as an ordinary resolution at the EGM held on 28 October 2011.

POLL RESULTS OF THE EGM

As at the date of the EGM, the total number of issued shares of the Company was 5,289,607,889 shares. Since CMN is the controlling Shareholder holding, through its wholly-owned subsidiaries, 3,785,246,916 shares in the issued share capital of the Company (each, a “**Share**”) as at the date of the EGM, CMN is a connected person of the Company. Accordingly, each proposed Sale to CMN (or its wholly-owned subsidiary) constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the Independent Shareholders’ approval requirement under Rule 14A.48 of the Listing Rules. As such, CMN and its associates abstained from voting on the resolution at the EGM. Accordingly, only the Independent Shareholders holding a total of 1,504,360,973 Shares were entitled to attend and vote for or against the resolution proposed at the EGM. Save for the 3,785,246,916 Shares held by CMN and its associates, no other Shareholder was required to abstain from voting at the EGM. There were no Shares entitling the Independent Shareholders to attend and vote only against the resolution at the EGM.

The Company’s share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for vote-taking at the EGM.

The full text of the resolution is set out in the Notice of EGM. The poll results in respect of the resolution proposed at the EGM are as follows:

Ordinary resolution		Number of votes (approximate %)	
		For	Against
1.	To approve the Master Sale and Implementation Agreement and all the transactions contemplated thereunder.	499,998,174 (100%)	0 (0%)

Note: The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the EGM in person, by corporate representative or by proxy.

As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed as an ordinary resolution.

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

Hong Kong, 28 October 2011

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

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.