

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



五礦資源有限公司
MINMETALS RESOURCES LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock Code: 1208)

**DELAY IN DESPATCH OF CIRCULAR REGARDING
MAJOR TRANSACTION IN RELATION TO A RECOMMENDED
TAKEOVER OFFER TO ACQUIRE ALL OF THE COMMON SHARES IN
ANVIL MINING LIMITED**

Reference is made to the announcement of Minmetals Resources Limited (the “**Company**”) dated 30 September 2011 (the “**Announcement**”) in relation to an agreement to make a recommended takeover offer to acquire all of the common shares in Anvil Mining Limited. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

The Announcement stated that the circular (the “**Circular**”) setting out, among other things, further details of the Offer and information about the Group and the Anvil Group was expected to be despatched to the Company Shareholders on or before 11 November 2011.

The Company requires additional time to prepare and finalise the Circular, including the Competent Person’s Report and Valuation Report (each as defined in and required pursuant to Chapter 18 of the Listing Rules). Accordingly, the date of despatch of the Circular has been delayed to a date falling on or before 7 December 2011.

The Company notes for completeness that the despatch of the Circular is not a condition of the Offer. It is a condition of the Offer that the Company obtains Company Shareholder Approval of the Offer, either:

- (a) by a resolution in writing signed by holders of a majority of the Company’s ordinary shares, to the extent permitted by the Listing Rules. So far as the Company is aware, the Company is free to obtain approval of the Offer by this method under the Listing Rules. It is not a requirement under this method of approval that the Circular has been despatched prior to such resolution in writing being passed – such form of approval may be obtained at any point in time, either before or after the despatch of the Circular. As at the date of this announcement, no such resolution in writing has been obtained by the Company; or

(b) by a majority of the votes cast by the holders of the Company's ordinary shares at a duly called meeting of the Company. It is a requirement under this method of approval that the Circular has been despatched in advance of such a meeting.

This announcement is for information purposes only and is not an offer to buy or the solicitation of an offer to sell any securities. The Offer Document contains important information about the Offer, including the terms and conditions of the Offer, and should be read carefully by shareholders of Anvil.

The Offer will not be made in, nor will deposits of shares of Anvil be accepted in, any jurisdiction in which the making or acceptance thereof would not be in compliance with the laws of such jurisdiction. However, the Company may, in its sole discretion, take such action as it deems necessary to extend the Offer in any such jurisdiction.

This announcement contains certain statements that are "forward-looking statements". The words "expect", "will", "intend", "estimate", "propose" and similar expressions identify forward-looking statements. Such forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Readers are cautioned that such forward-looking statements are subject to known and unknown risks, uncertainties and other factors, certain of which are beyond the Company's control, that may cause the actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements and the forward-looking statements are not guarantees of future performance or achievement. These risks, uncertainties and other factors include, but are not limited to: general business and economic conditions; the failure to meet certain conditions of the Offer; the timing and receipt of governmental approvals necessary to complete the Offer and any related transactions; legislative and/or regulatory changes; and the behaviour of other market participants. No assurance can be given that such forward-looking statements will prove to have been correct. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of announcement. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable laws.

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

Hong Kong, 11 November 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.