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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 5, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Monday, 27 August 2012 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following special resolutions:

SPECIAL RESOLUTIONS

1. “THAT

- (a) subject to the granting of the certificate of change of name by the Registrar of Companies in Hong Kong, the name of the Company be changed to “MMG Limited (五礦資源有限公司)” with effect from the issuance of the relevant certificate of change of name; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the aforesaid change of name.”

2. “THAT

- (a) subject to the passing of the Special Resolution No. 1 set out in the notice convening the Meeting and the granting of the certificate of change of name by the Registrar of Companies in Hong Kong, the memorandum and articles of association of the Company be and is hereby amended, with such amendments to take effect when the proposed change of name becomes effective, by deleting the first clause of the memorandum of association in its entirety and substituting therefor the following clause:

The name of the Company is “MMG Limited (五礦資源有限公司)”;

- (b) the reprinted new memorandum and articles of association of the Company, incorporating all the resolutions passed in connection with amendments to the memorandum and articles of association of the Company up to the conclusion of the Meeting (including this resolution), marked "A" produced to the Meeting and for the purposes of identification signed by the chairman, be and is hereby adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company; and
- (c) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing."

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

Hong Kong, 3 August 2012

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a 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 not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
3. The register of members of the Company will be closed from 23 August 2012 to 27 August 2012, 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, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 22 August 2012.

As at the date of this announcement, the Board comprises nine directors, of which two are executive directors, namely Mr. Andrew Gordon Michelmore and Mr. David Mark Lamont; 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 Dr. Peter William Cassidy, Mr. Anthony Charles Larkin and Mr. Leung Cheuk Yan.