



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 an Extraordinary General Meeting of Minmetals Resources Limited will be held at Kowloon Room I, M/F, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 27 December 2006 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions the first of which will be proposed as an Ordinary Resolution and the remainder will be proposed as a Special Resolution:

ORDINARY RESOLUTION

“**THAT** Ren Suotang be and is hereby re-elected as a director of the Company.”

SPECIAL RESOLUTION

“**THAT** the Special Capital Reserve Account of the Company be and the same is hereby cancelled and the Share Premium Account of the Company be and the same is hereby reduced from HK\$3,503,361,724.99 to HK\$2,738,933,771.24.”

By Order of the Board

Xu Huizhong

Executive Director and President

Hong Kong, 30 November 2006

Notes:

1. Any member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. 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 that power of attorney or authority must be deposited with the Company's share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.
3. The Register of Members will be closed from 21 December 2006 to 27 December 2006, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the Extraordinary General Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company mentioned in Note 2 above.
4. In accordance with Article 65 of the Company's Articles of Association, a resolution to be put to the Extraordinary General Meeting shall be decided by a show of hands unless, before or on the declaration of the result of the show of hands or the withdrawal of any other demand for a poll, a poll is demanded by:
 - (i) the chairman of the Extraordinary General Meeting; or
 - (ii) at least three members present in person or by proxy for the time being entitled to vote at the Extraordinary General Meeting; or
 - (iii) any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the Extraordinary General Meeting; or
 - (iv) any member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the Extraordinary General Meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

As at the date of this announcement, the Board of Directors of the Company comprises eleven directors, of which three are executive directors, namely Mr. Xu Huizhong, Mr. Wang Lixin and Mr. Ren Suotang; five are non-executive directors, namely Mr. Zhou Zhongshu (Chairman), Ms. Shen Ling, Mr. Zhang Shoulian, Mr. Li Linhu and Mr. Zong Qingsheng; and three are independent non-executive directors, namely Mr. Liu Hongru, Mr. Chan Wai Dune and Mr. Ting Leung Huel, Stephen.

“Please also refer to the published version of this announcement in The Standard.”