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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult an exchange participant or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Minmetals Resources Limited, you should at once hand this circular and the accompanying Supplemental Form of Proxy to the purchaser or transferee or to the bank, exchange participant or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**SUPPLEMENTAL CIRCULAR
IN RESPECT OF
NOMINATION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

A Supplemental Notice convening the Annual General Meeting of Minmetals Resources Limited to be held as originally scheduled at Kowloon Room I, M/F, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 25 May 2009 at 10:30 a.m. is set out on page 5 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed Supplemental Form of Proxy in accordance with the instructions printed thereon to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 46th 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 the Supplemental Form of Proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

27 April 2009

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LETTER FROM THE BOARD



五礦資源有限公司

MINMETALS RESOURCES LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1208)

Chairman

ZHOU Zhongshu

(Non-executive Director)

Vice Chairman

XU Huizhong

(Non-executive Director)

Executive Directors:

HAO Chuanfu

REN Suotang

Non-executive Directors:

SHEN Ling

ZONG Qingsheng

WANG Lixin

CUI Hushan

Independent Non-executive Directors:

LI Dongsheng

CHAN Wai Dune

TING Leung Huel, Stephen

Registered Office:

12th Floor

China Minmetals Tower

79 Chatham Road South

Tsimshatsui

Kowloon

Hong Kong

27 April 2009

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
IN RESPECT OF
NOMINATION OF DIRECTORS
AND**

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

Reference is made to the circular (“Circular”) dated 21 April 2009 of the Company to the Shareholders regarding, among other things, the proposals for re-election of Directors and notice of AGM.

LETTER FROM THE BOARD

Unless otherwise defined herein, capitalized terms used in this supplemental circular shall have the same meanings as defined in the Circular.

On 22 April 2009, the Board has received a notice from Top Create Resources Limited, the controlling shareholder of the Company holding approximately 58.69% of the issued share capital of the Company, proposing to elect Mr. Li Fuli and Mr. Xu Jiqing as non-executive Directors at the AGM. The Board has resolved to include the proposals in respect of the election of Directors as additional resolutions nos. 7 and 8 in the notice of AGM for the Shareholders' consideration and approval.

The purpose of this supplemental circular is to provide you with the requisite information in respect of the additional resolutions to be proposed at the AGM.

2. NOMINATION OF DIRECTORS

The biographical and other details of the Directors proposed to be elected at the AGM are set out as follows:

MR. LI FULI

Mr. Li Fuli, aged 43, is the vice president of China Minmetals, the ultimate controlling shareholder of the Company, since 2008 and is also responsible for the non-ferrous metals development.

Mr. Li holds a Bachelor's degree in Financial Accounting from the Renmin University of China in the PRC and an Executive Master of Business Administration degree from the Cheung Kong Graduate School of Business in the PRC. He joined China Minmetals Group in 1988 and had been subsequently assigned to a number of subsidiaries. Mr. Li was the vice general manager of Minmetals Finance Co. Ltd. in 1994 and was the general manager from 1997 to 2002 and from 2005 to 2008. He was also the vice general manager of Finance Branch of China Minmetals from 2001 to 2002. In 2002, Mr. Li was the vice general manager of Minmetals Investment & Development Co. Ltd. and was the general manager from 2005 to April 2009. In 2007, he was the assistant president of China Minmetals and was promoted to vice president in 2008. Mr. Li has extensive experience in strategic investment, corporate finance and financial management.

Mr. Li has not held any directorships in any listed public companies in the three years prior to the date of this circular. He has not previously held any positions with the Company or any of its subsidiaries. Save as disclosed above, Mr. Li does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the date of this circular, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Subject to the election of Mr. Li as a non-executive Director being approved at the AGM, it is proposed that he will enter into a service agreement with the Company for a term of three years commencing from 25 May 2009. He will receive a director's fee of HK\$100,000 per annum. The emoluments of the non-executive directors are determined by reference to the remuneration benchmark in the industry and the prevailing market conditions.

In relation to the proposed election of Mr. Li as a non-executive Director at the AGM, there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, and there is no other matters which need to be brought to the attention of the Shareholders.

MR. XU JIQING

Mr. Xu Jiqing, aged 41, is the vice president and a chief financial officer of CMN, the immediate controlling shareholder of the Company, since 2007 and 2005 respectively. He has also served as a director of Sino Mining International Limited, a subsidiary of the Company.

Mr. Xu holds a Bachelor's degree in Accounting from the University of International Business and Economics in the PRC and a Master of Business Administration degree from the Saint Mary's University in Canada. He is a qualified senior accountant in the PRC and is a member of the Certified General Accountants Association of Canada. Mr. Xu joined China Minmetals Group in 1991. In 1997, he was the manager of finance department of Minmetals Development Co. Ltd. and was promoted to vice general manager in 1999 and subsequently became the general manager in 2000. Mr. Xu was the general manager of finance department of China National Nonferrous Metals Industry Trading Group Corporation for four months in 2001. From 2001 to 2007, he was the general manager of finance department of CMN. Mr. Xu has extensive experience in accounting and corporate financial management.

Mr. Xu has not held any directorships in any listed public companies in the three years prior to the date of this circular. Save as disclosed above, he does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the date of this circular, Mr. Xu does not have any interests in the Shares within the meaning of Part XV of the SFO.

Subject to the election of Mr. Xu as a non-executive Director being approved at the AGM, it is proposed that he will enter into a service agreement with the Company for a term of three years commencing from 25 May 2009. He will receive a director's fee of HK\$100,000 per annum. The emoluments of the non-executive directors are determined by reference to the remuneration benchmark in the industry and the prevailing market conditions.

In relation to the proposed election of Mr. Xu as a non-executive Director at the AGM, there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, and there is no other matters which need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

3. RESIGNATION AND RE-DESIGNATION OF DIRECTORS

The Company has been notified by Mr. Zhou Zhongshu, the chairman and a non-executive Director, and Mr. Xu Huizhong, the vice chairman and a non-executive Director, on 22 April 2009 of their resignation with effect from 1 July 2009 due to other business engagements which require more of their dedication. Mr. Zhou Zhongshu and Mr. Xu Huizhong have confirmed that they have no disagreement with the Board and there is no other matters relating to their resignation that need to be brought to the attention of the Shareholders.

Following the resignation of Mr. Zhou Zhongshu and Mr. Xu Huizhong on 1 July 2009 and subject to the election of Mr. Li Fuli as a non-executive Director being approved at the AGM, Mr. Li Fuli will be re-designated as the chairman and a non-executive Director and Mr. Wang Lixin, the non-executive Director, will be re-designated as the vice chairman and a non-executive Director.

An announcement will be made as soon as practicable after the aforesaid resignation and proposed re-designation will become effective on 1 July 2009 pursuant to the requirements of the Listing Rules.

4. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SUPPLEMENTAL FORM OF PROXY

The AGM will be held as originally scheduled on Monday, 25 May 2009 at 10:30 a.m. at Kowloon Room I, M/F, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong. A Supplemental Notice of AGM is set out on page 5 of this circular. A Supplemental Form of Proxy for use at the AGM is also enclosed. You are requested to complete the Supplemental Form of Proxy and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof, whether or not you intend to be present at the AGM. Completion and return of the Supplemental Form of Proxy will not prevent you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

5. RECOMMENDATION

The Board is of the opinion that the election of Mr. Li Fuli and Mr. Xu Jiqing as non-executive Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolutions to be proposed at the AGM in relation to the election of Mr. Li Fuli and Mr. Xu Jiqing as non-executive Directors.

6. GENERAL

This supplemental circular forms part of and shall be read in conjunction with the Circular.

Yours faithfully,
By Order of the Board
Hao Chuanfu
Executive Director and President

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



五礦資源有限公司

MINMETALS RESOURCES LIMITED

(Incorporated in Hong Kong with limited liability)

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Reference is made to the Notice of Annual General Meeting of Minmetals Resources Limited (the “Company”) dated 21 April 2009 for the Annual General Meeting to be held on 25 May 2009 (the “AGM”) which contains the resolutions to be proposed at the AGM for the shareholders’ consideration and approval.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN THAT the AGM of the Company will be held as originally scheduled at Kowloon Room I, M/F, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 25 May 2009 at 10:30 a.m. for the purpose of considering, and if thought fit, pass the following ordinary resolutions in addition to the resolutions set out in the Notice of Annual General Meeting dated 21 April 2009:

7. To consider and approve the election of Mr. Li Fuli as a non-executive director of the Company.
8. To consider and approve the election of Mr. Xu Jiqing as a non-executive director of the Company.

By Order of the Board

Hao Chuanfu

Executive Director and President

Hong Kong, 27 April 2009

Notes:

1. A Supplemental Form of Proxy containing the additional resolutions nos. 7 and 8 is enclosed. If you intend to appoint a proxy, you should complete and return the enclosed Supplemental Form of Proxy in accordance with the instructions printed thereon and return it at least 48 hours before the time appointed to hold the AGM or any adjourned meeting. If you have returned a valid original form of proxy but have not completed and returned the Supplemental Form of Proxy, your proxy stated in the original form of proxy will be entitled to vote at his/her discretion.
2. Save for the inclusion of the additional resolutions no. 7 and 8, there are no other changes to the resolutions set out in the notice of AGM dated 21 April 2009. Please refer to the notice of AGM in respect of other resolutions to be proposed at the AGM and other relevant matters.