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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)

ANNOUNCEMENT

RELATING TO RULES 13.09 AND 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rules 13.09 and 13.18 of the Listing Rules.

The board of directors of the Company announces certain details relating to the following facilities:

- (i) US\$751,000,000 facility agreement entered into between Album Resources, MMG Management, CDB and BOC (Sydney); and
- (ii) A\$120,000,000 facility agreement entered into between MMG Management and BOC (Sydney).

INTRODUCTION

This announcement is made pursuant to Rules 13.09 and 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the announcement (the “**2011 Announcement**”) of Minmetals Resources Limited (the “**Company**”) dated 10 January 2011 in relation to certain facility agreements with China Development Bank Corporation (“**CDB**”) and Bank of China Limited, Sydney Branch (“**BOC (Sydney)**”).

As disclosed in the 2011 Announcement:

- (i) Album Resources Pte Limited (“**Album Resources**”) (a wholly-owned subsidiary of the Company) and CDB entered into a facility agreement dated 12 June 2009, pursuant to which CDB agreed to provide Album Resources with a loan not exceeding US\$366,000,000 for a term of not more than three years from 12 June 2009 (the “**2009 US\$366,000,000 Facility**”);

- (ii) MMG Century Limited (a wholly-owned subsidiary of the Company) and BOC (Sydney) entered into a facility agreement dated 1 September 2010, pursuant to which BOC (Sydney) agreed to provide MMG Century Limited with a US\$385,000,000 cash facility to be repaid on 16 June 2012 (the **“2010 US\$385,000,000 Facility”**); and
- (iii) MMG Management Pty Ltd (**“MMG Management”**) (a wholly-owned subsidiary of the Company) and BOC (Sydney) entered into a facility agreement dated 29 June 2010, pursuant to which BOC (Sydney) agreed to provide MMG Management with (a) a revolving Australian dollar (**“A\$”**) cash advance facility and (b) a multi-currency bank guarantee and standby letter of credit facility, in an aggregate amount equal to A\$267,000,000 to be repaid on 16 June 2012 (the **“2010 A\$267,000,000 Facility”**).

FACILITY AGREEMENT WITH CDB AND BOC (SYDNEY)

On 13 June 2012, Album Resources and MMG Management entered into a facility agreement with CDB and BOC (Sydney) (the **“2012 US\$751,000,000 Facility”**), pursuant to which:

- (i) CDB agreed to provide Album Resources with a US\$366,000,000 cash facility (**“Tranche A Facility”**). Such loan is to be repaid by instalment on the specified dates set out in the facility agreement, the last date of such repayment being on 10 June 2017; and
- (ii) BOC (Sydney) agreed to provide MMG Management with a US\$385,000,000 cash facility (**“Tranche B Facility”**). Such loan is to be repaid by instalment on the specified dates set out in the facility agreement, the last date of such repayment being on 10 June 2017.

Album Resources is required to apply amounts drawn under the Tranche A Facility towards the refinancing of the 2009 US\$366,000,000 Facility. This may include any or all of the following:

- (i) repaying amounts outstanding under the 2009 US\$366,000,000 Facility;
- (ii) repaying loans that have been provided to Album Resources (or the Company or other subsidiaries of the Company) for the purposes of repaying the 2009 US\$366,000,000 Facility; and
- (iii) reinstating the cash balances of Album Resources (or its subsidiaries) that have been reduced by effecting the repayment of the 2009 US\$366,000,000 Facility.

MMG Management shall apply all amounts borrowed by it under the Tranche B Facility to extend an intra-group loan to MMG Century Limited to repay the 2010 US\$385,000,000 Facility.

The interest rates applicable to the Tranche A Facility and the Tranche B Facility are in the vicinity of 6 months US dollar LIBOR, plus 3.2% to 3.5%. In addition, the Company and its subsidiaries will incur aggregate upfront costs in connection with entering into these new facilities of approximately 1% of the total facility amount.

Pursuant to the terms of the 2012 US\$751,000,000 Facility, on the occurrence of the following events (amongst others), CDB and/or BOC (Sydney) may declare all outstanding loans under the Tranche A Facility and/or the Tranche B Facility immediately due and payable:

- (i) 五礦有色金屬股份有限公司 (China Minmetals Non-Ferrous Metals Company Limited) (“**CMN**”), a controlling shareholder of the Company, indirectly holding approximately 71.72% of the issued share capital of the Company as at the date of this announcement, ceases to legally and beneficially own at least 51% of the issued share capital of the Company; or
- (ii) CMN (a) ceases to hold beneficially of at least 51% of the issued share capital of Album Resources; or (b) does not have any of the following: (1) the power to cast, or control the casting of, at least 51% of the maximum number of votes that might be cast at a general meeting of Album Resources; or (2) the ability to appoint or remove all, or the majority, of the directors of Album Resources; or (3) the power to give directions with respect to the operating and financial policies of Album Resources with which the directors of Album Resources are obliged to comply.

FACILITY AGREEMENT WITH BOC (SYDNEY)

On 13 June 2012, MMG Management entered into a facility agreement with BOC (Sydney) (the “**2012 A\$120,000,000 Facility**”), pursuant to which BOC (Sydney) agreed to provide MMG Management with a A\$120,000,000 bank guarantee facility with a termination date on 12 December 2012 on commercial terms not materially different to those under the 2010 A\$267,000,000 Facility.

The 2012 A\$120,000,000 Facility partially replaces the 2010 A\$267,000,000 Facility so that letters of credit that were previously drawn under the 2010 A\$267,000,000 Facility will constitute letters of credit drawn under the 2012 A\$120,000,000 Facility. The remaining outstanding balance of the 2010 A\$267,000,000 Facility will be repaid using the amounts drawn under the 2012 US\$751,000,000 Facility.

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

Hong Kong, 13 June 2012

As at the date of this announcement, the board of directors of the Company comprises eight directors, of which two are executive directors, namely Mr. Andrew Gordon Michelmores 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 two are independent non-executive directors, namely Dr. Peter William Cassidy and Mr. Anthony Charles Larkin.