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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)**

## **PROPOSED CHANGE OF COMPANY NAME**

### **AND**

## **AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to change the English name of the Company from “Minmetals Resources Limited” to “MMG Limited”. The Chinese name of the Company “五礦資源有限公司” will remain unchanged.

In view of the proposed change of the company name, the Board also proposes to amend the Company’s memorandum and articles of association to reflect the change of the company name.

The proposed change of the company name and amendments to the Company’s memorandum and articles of association are subject to the approval by the shareholders of the Company at the EGM.

On 19 July 2012, the Company received an undertaking from CMN (the controlling shareholder of the Company which, as at the date of this announcement, indirectly holds approximately 71.72% of the issued share capital of the Company through its wholly-owned subsidiaries Album Enterprises and Top Create) to procure Album Enterprises and Top Create to vote, in favour of the proposed change of the company name and amendments to the Company’s memorandum and articles of association at the EGM.

A circular containing, among other things, details of the proposed change of the company name and amendments to the memorandum and articles of association, together with a notice convening the EGM, will be despatched to the shareholders of the Company on or before 3 August 2012.

## **PROPOSED CHANGE OF COMPANY NAME**

The board of directors (the “**Board**”) of Minmetals Resources Limited (the “**Company**”) proposes to change the English name of the Company from “Minmetals Resources Limited” to “MMG Limited”. The Chinese name of the Company “五礦資源有限公司” will remain unchanged.

## **REASONS OF THE PROPOSED CHANGE OF COMPANY NAME**

The Company's mining operations in Australia, Laos and the Democratic Republic of Congo currently operate under the "MMG" name.

MMG (the acronym applied to Minerals and Metals Group) was the operating name given to the assets purchased by 五礦有色金屬股份有限公司 (China Minmetals Non-Ferrous Metals Company Limited) ("CMN") in 2009. The proposed change of company name is intended to align the Company's English name with the name in common use throughout the operating assets.

The Board considers it is the right time to reflect the MMG English name as the listed entity as the Company is now repositioned to be an international upstream base metals business.

The MMG name recognises the Company's strong connection to China Minmetals Corporation and also aligns its people and assets to the current operating name and brand mark.

## **CONDITIONS**

The proposed change of company name is subject to:

- (a) the approval by the shareholders of the Company by way of a special resolution at the forthcoming extraordinary general meeting to be held on 27 August 2012 (the "EGM"); and
- (b) the granting of the certificate of change of name by the Registrar of Companies in Hong Kong.

The proposed change of company name will take effect from the date on which the certificate of change of name is issued by the Registrar of Companies in Hong Kong. A further announcement will be made by the Company when the proposed change of company name becomes effective.

In addition, subject to the confirmation of The Stock Exchange of Hong Kong Limited, the English stock short name for trading in the shares of the Company will also be changed after the proposed change of company name becoming effective.

## **EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME**

The change of company name will not affect any of the rights of the shareholders of the Company. All existing share certificates of the Company in issue bearing the existing name of the Company will continue to be evidence of legal title to the shares and valid for trading, settlement, registration and delivery purposes. Any new share certificates of the Company issued after the change of company name has become effective will be under the Company's new name. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates under the Company's new name.

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of the proposed change of the company name, the Board also proposes to amend the Company's memorandum and articles of association to reflect the change of the company name, with such amendments to take effect when the proposed change of company name becomes effective.

In addition, the Board proposes to reprint and adopt a new memorandum and articles of association of the Company incorporating all resolutions passed in connection with amendments to the Company's memorandum and articles of association up to the conclusion of the EGM (including the proposed resolution for amendments of the Company's memorandum and articles of association as if approved by the shareholders of the Company at the EGM).

The proposed amendments to the Company's memorandum and articles of association are subject to the approval of the shareholders of the Company by way of a special resolution at the EGM.

## **SHAREHOLDER'S UNDERTAKING**

On 19 July 2012, the Company received an undertaking from CMN (the controlling shareholder of the Company which, as at the date of this announcement, indirectly holds approximately 71.72% of the issued share capital of the Company through its wholly-owned subsidiaries Album Enterprises Limited ("**Album Enterprises**") and Top Create Resources Limited ("**Top Create**") to procure Album Enterprises and Top Create to vote, in favour of the proposed change of the company name and amendments to the Company's memorandum and articles of association at the EGM.

## **GENERAL**

A circular containing, among other things, details of the proposed change of the company name and amendments to the memorandum and articles of association, together with a notice convening the EGM, will be despatched to the shareholders of the Company on or before 3 August 2012. Further announcement will be made when the proposed change of company name becomes effective.

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

Hong Kong, 30 July 2012

*As at the date of this announcement, the board of directors of the Company comprises nine 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 three are independent non-executive directors, namely Dr. Peter William Cassidy, Mr. Anthony Charles Larkin and Mr. Leung Cheuk Yan.*