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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 RULE 13.18 OF THE LISTING RULES

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

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

- (i) US\$150,000,000 facility agreement entered into between MMG, the Company and ICBC (Sydney); and
- (ii) US\$150,000,000 facility agreement entered into between MMG, the Company and ANZ.

INTRODUCTION

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

FACILITY AGREEMENT WITH ICBC (Sydney)

On 22 August 2012, MMG Limited ("**MMG**") (a wholly-owned subsidiary of Minmetals Resources Limited (the "**Company**")) as borrower and the Company as guarantor entered into a facility agreement with Industrial and Commercial Bank of China Limited, Sydney Branch ("**ICBC (Sydney)**") as lender (the "**ICBC (Sydney) Facility**"), pursuant to which ICBC (Sydney) agreed to provide MMG with a US\$150,000,000 cash facility. Such loan is to be repaid by 21 August 2013. Such facility is expected to be fully drawn down.

Pursuant to the terms of the ICBC (Sydney) Facility, on the occurrence of (amongst others) the Company ceasing to be a subsidiary of 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), ICBC (Sydney) may declare all outstanding loans under the ICBC (Sydney) Facility immediately due and payable.

FACILITY AGREEMENT WITH ANZ

On 22 August 2012, MMG as borrower and the Company as guarantor entered into a facility agreement with Australia and New Zealand Banking Group Limited (“**ANZ**”) as lender (the “**ANZ Facility**”), pursuant to which ANZ agreed to provide MMG with a US\$150,000,000 cash facility. Such loan is to be repaid by 21 August 2013. Such facility is expected to be fully drawn down.

Pursuant to the terms of the ANZ Facility:

- (i) on the occurrence of (amongst others) the Company ceasing to be a subsidiary of CMN, ANZ may declare all outstanding loans under the ANZ Facility immediately due and payable; and
- (ii) during the 30-day period following the occurrence of a review event, which includes the events where (a) a material provision of the global framework agreement for credit facilities dated 4 January 2012 entered into between 中國五礦集團公司 (China Minmetals Corporation) (“**CMC**”) (the ultimate controlling shareholder of the Company) and ANZ in relation to the principal terms of the facilities to be extended by ANZ to CMC and its subsidiaries (the “**Global Framework Agreement**”) is illegal, void, voidable or unenforceable; (b) any party to the Global Framework Agreement becomes entitled to terminate, rescind or avoid any material provision of the Global Framework Agreement; or (c) the execution, delivery or performance of the amendment to the Global Framework Agreement to be entered into between, amongst others, CMC and ANZ (under which CMC acknowledges the ANZ Facility) breaches or results in any contravention of any law by any party to it (“**Review Event(s)**”); the borrower may give a notice (a “**Review Event Prepayment Notice**”) to the lender that the borrower will pay all outstanding moneys within 5 business days of the date of the Review Event Prepayment Notice. If, at the end of the aforementioned 30-day period, the borrower has not given a Review Event Prepayment Notice to the lender, the lender may, from the date falling 30 days after the occurrence of a Review Event, while that Review Event is continuing and on at least 14 days notice to the borrower, declare all of the outstanding moneys due and payable.

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

Hong Kong, 22 August 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 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.