

23 January 2014

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Company Announcements
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Our reference:

2797089

Dear Sir/Madam

Takeover offer by Dingyi Group Investment Limited – Second notice of extension of Offer Period

We act for Dingyi Group Investment Limited (**Dingyi**) in relation to its off-market takeover bid for all of the shares in Elemental Minerals Limited ACN 108 066 422 (**Elemental**) of which it is not the registered holder (**Offer**) that is contained in the bidder's statement dated 28 August 2013 (**Bidder's Statement**), as varied by a notice of variation dated 11 November 2013 and supplemented by the first supplementary bidder's statement dated 19 December 2013 and the second supplementary bidder's statement dated 24 December 2013.

Words defined in the Bidder's Statement have the same meaning in this letter unless the context requires otherwise.

On behalf of Dingyi, and in accordance with sections 650D and 630(2)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**), we enclose:

- 1 a second notice issued pursuant to sections 650D and 630(2)(b) of the Corporations Act:
 - (1) extending the Offer Period for Dingyi's takeover bid; and
 - (2) confirming the new date for giving notice of the status of the Conditions as a result of the extension of the Offer Period for Dingyi's takeover bid (**Notice**); and
- 2 a letter to Elemental Shareholders dated 23 January 2014 enclosing a copy of the Notice, which will be despatched to the persons to whom the Offers were made under Dingyi's takeover bid.

The Offer Period under Dingyi's takeover bid will now close at 7pm (Sydney time) on 31 March 2014, unless otherwise extended.

Yours faithfully


Jeremy Wickens
Partner
Norton Rose Fulbright Australia

APAC-#21481311-v1

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Dingyi Group Investment Limited

Second Notice of Variation – Extension of Offer Period – sections 650D and 630(2)(b) of the Corporations Act

To: **Elemental Minerals Limited ACN 108 066 422 (Elemental)**
Australian Securities and Investments Commission (ASIC)
ASX Limited (ASX)

Each person to whom offers were made under the takeover bid referred to in this Notice (Shareholders)

Dingyi Group Investment Limited (**Dingyi**) gives notice under sections 650D(1) and 630(2)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that:

1. pursuant to section 650C of the Corporations Act, it varies its takeover offers dated 2 September 2013 (**Offers**) for all the ordinary shares in Elemental of which it is not the registered holder that is contained in the original bidder's statement dated 28 August 2013 (**Bidder's Statement**), as varied by a notice of variation dated 11 November 2013 and supplemented by the first supplementary bidder's statement dated 19 December 2013 and the second supplementary bidder's statement dated 24 December 2013, by extending the period during which the Offers will remain open so that the Offers will now close at 7pm (Sydney Time) on 31 March 2014;
2. the Offers are varied by replacing '31 January 2014' with '31 March 2014' in the Bidder's Statement at:
 - (1) page 2 (**Important Dates**);
 - (2) page 2, Footnote 2 (**Important Dates**);
 - (3) page 12 (**Why you should accept the Offer**);
 - (4) section 1 (**When does the Offer Close?**);
 - (5) section 8.1(11) (**Closing Date**);
 - (6) sections 9.2(2) and 9.2(5) (**What is the Offer Period?**); and
 - (7) section 10.1 (**Definitions**);
3. pursuant to section 630(2)(b)(i), the new date for giving notice of the status of the conditions to the Offers, as required by subsection 630(1) of the Corporations Act, is 24 March 2014 (subject to any further extension in accordance with section 630(2) of the Corporations Act if the Offers are extended);
4. on the date of this notice:
 - (1) the Offers have not been freed from the Condition set out in Section 9.5(7) (**No Prescribed Occurrences between Announcement and service**) of the Bidder's Statement, but as far as the bidder knows this Condition has been fulfilled; and
 - (2) the Offers are not free of any of the other Conditions and Dingyi is not aware that any of the other Conditions of the Offers have been fulfilled;

5. in accordance with section 650E of the Corporations Act, as this extension of the Offers results in a total extension of the Offers by more than 1 month, those Elemental Shareholders who have validly accepted the Offers on or before the date of this notice may withdraw their acceptance by giving notice to Dingyi (**Withdrawal Notice**) within 1 month beginning on the day after the day on which they received this notice (**Withdrawal Period**);
6. Elemental Shareholders who withdraw their acceptance must return any consideration received for accepting the Offers. A Withdrawal Notice by an Elemental Shareholder withdrawing their acceptance under section 650E of the Corporations Act must:
- (1) if their securities are in a CHES Holding:
 - (a) be in the form of a Valid Originating Message transmitted to ASX Settlement by the Controlling Participant for that CHES Holding in accordance with Rule 14.16.1 of the ASX Settlement Operating Rules; or
 - (b) be in the form of a notice to Dingyi setting out the information that Dingyi requires to enable it to transmit a Valid Message to ASX Settlement on behalf of the Elemental Shareholder in accordance with Rule 14.16.5 of the ASX Settlement Operating Rules; and
 - (2) in any other case, be in writing to Dingyi;
7. if an Elemental Shareholder is legally entitled to give, and does in fact give, a Withdrawal Notice within the Withdrawal Period, Dingyi will before the end of 14 days after the day it is given the Withdrawal Notice:
- (1) return to the Elemental Shareholder any documents that were sent by the Elemental Shareholder to Dingyi with the acceptance of the Offer; and
 - (2) if the Elemental Shareholder's securities are in a CHES Holding, Transmit to ASX Settlement a Valid Message that authorises the release of the relevant securities from the Offer Accepted Subposition in which the securities have been reserved in accordance with Rule 14.16.3 or 14.16.5 of the ASX Settlement Operating Rules (as appropriate);
8. a copy of this notice was lodged with ASIC on 23 January 2014. ASIC takes no responsibility for the contents of the notice;
9. words defined in the Bidder's Statement have the same meaning in this notice, unless the context requires otherwise; and
10. this notice has been approved by unanimous resolution of the directors of Dingyi and is given in reliance of ASIC Class Order CO 13/521.

Signed on behalf of Mr Li Kwong Yuk, a director of Dingyi Group Investment Limited, in accordance with section 351 of the Corporations Act and under power of attorney pursuant to section 52A of the Corporations Act:



Jeremy Wickens

Date: 23 January 2014



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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

23 January 2014

Dear Elemental Shareholder

**Dingyi Group Investment Limited off-market bid for Elemental Minerals Limited (Offer)
- Second Extension of Offer Period**

As you will know, Dingyi Group Investment Limited (**Dingyi**) has made an off-market takeover bid for all the ordinary shares in Elemental Minerals Limited (**Elemental**) of which it is not the registered holder under the original bidder's statement dated 28 August 2013 (**Bidder's Statement**), as varied by a notice of variation dated 11 November 2013 and supplemented by the first supplementary bidder's statement dated 19 December 2013 and the second supplementary bidder's statement dated 24 December 2013.

Dingyi wishes to advise that it has extended the Offer period by a further 59 days. This means that if you have not already accepted Dingyi's Offer you will now be able to do so until **7pm (Sydney time) on 31 March 2014** (unless it is further extended by Dingyi). The new date for Dingyi to give notice of the status of the defeating conditions of the Offer is now 24 March 2014. The Offer remains subject to the conditions set out in section 9.5 of the Bidder's Statement.

Please see enclosed with this letter, a formal notice of variation of the Offer which is provided to Elemental Shareholders pursuant to section 650D of the *Corporations Act 2001* (Cth).

If you have any questions in relation to the Offer or the extension of the Offer period, please feel free to contact the Dingyi Offer Information Line on 1300 396 803 (for callers within Australia) or +61 3 9415 4285 (for callers outside Australia).

Yours sincerely

Mr Li Kwong Yuk
Chairman and Executive Director of Dingyi