

19 December 2013

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Our reference:

2797089

Dear Sir/Madam

Takeover offer by Dingyi Group Investment Limited for Elemental Minerals Limited – First Supplementary Bidder’s Statement

We act for Dingyi Group Investment Limited (**Dingyi**) in relation to its off-market takeover bid for all of the ordinary shares in Elemental Minerals Limited ACN 108 066 422 (**Elemental**) of which Dingyi is not the registered holder.

In accordance with section 647(3)(b) of the *Corporations Act 2001* (Cth), we **enclose** a copy of the first supplementary bidder’s statement of Dingyi dated 19 December 2013 (**First Supplementary Bidder’s Statement**), which supplements Dingyi’s original bidder’s statement dated 28 August 2013.

A copy of the First Supplementary Bidder’s Statement was today lodged with the Australian Securities and Investments Commission and sent to Elemental.

Yours faithfully



James Stewart
Partner
Norton Rose Fulbright Australia

Dingyi Group Investment Limited

First Supplementary Bidder's Statement

1 Introduction

This document is a supplementary bidder's statement given pursuant to Division 4 of Part 6.5 of the *Corporations Act 2001* (Cth) (**Corporations Act**) in compliance with the requirements of section 643 of the Corporations Act by Dingyi Group Investment Limited (**Dingyi**) in relation to its off-market takeover offer to acquire all of the ordinary shares in Elemental Minerals Limited ABN 31 108 066 422 (**Elemental**) of which Dingyi is not the registered holder.

It is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) issued by Dingyi to the bidder's statement dated 28 August 2013 issued by Dingyi, as varied by a notice of variation dated 11 November 2013 (**Original Bidder's Statement**). This First Supplementary Bidder's Statement supplements and is to be read together with the Original Bidder's Statement. This document prevails in the event of any inconsistency with the Original Bidder's Statement.

1.1 Important notices

A copy of this First Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 19 December 2013. Neither ASIC nor its officers take any responsibility for the contents of this First Supplementary Bidder's Statement.

1.2 Defined terms and interpretation

Unless the context otherwise requires, capitalised terms in this First Supplementary Bidder's Statement have the same meaning given to them in section 10 of the Original Bidder's Statement. The rules of interpretation set out in section 10.2 of the Original Bidder's Statement also apply to this First Supplementary Bidder's Statement, unless the context otherwise requires.

2 Dingyi Shareholder Approval Condition – incapable of satisfaction

- 2.1 The SEHK has advised Dingyi that it has classified its proposed acquisition of Elemental pursuant to the Offer as a reverse takeover under Rule 14.06(6) of the SEHK Listing Rules and determined that Elemental does not meet the new listing requirements for minerals assets under Chapter 18 of the SEHK Listing Rules.
- 2.2 Unless the SEHK changes this position, Dingyi will not be able to satisfy the Dingyi Shareholder Approval Condition set out in Section 9.5(1) of the Original Bidder's Statement because it will not be able to obtain the clearance from the SEHK that is necessary for Dingyi to proceed to issue a Circular and convene the special general meeting of Dingyi shareholders to consider the resolution required to satisfy the Shareholder Approval Condition.
- 2.3 The effect of this decision, if it is not changed, is that the Offer will lapse at the end of the Offer Period, because the Dingyi Shareholder Approval Condition will not have been satisfied.

2.4 Dingyi is currently considering the implications of the decision by the SEHK on the Offer and is discussing its impact with Elemental.

2.5 Please see the press release attached as Schedule 1 which has been released to the SEHK.

3 **Effect on acceptances of Offer**

If the position of the SEHK does not change all acceptances under the Offer which are received by Dingyi, and which are not validly withdrawn, will become void at the end of the Offer Period and those accepting Elemental Shareholders will retain their Elemental Shares.

4 **Authorisation**

This First Supplementary Bidder's Statement has been approved by a resolution passed by the Dingyi directors.

5 **Date**

This First Supplementary Bidder's Statement is dated 19 December 2013, which is the date it was lodged with ASIC.

Signed by James Fraser Stewart 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, for and on behalf of Dingyi Group Investment Limited.



James Fraser Stewart
Dingyi Group Investment Limited

Schedule 1 – Dingyi press release

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



DINGYI GROUP INVESTMENT LIMITED

鼎億集團投資有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 508)

**FURTHER ANNOUNCEMENT RELATING
TO THE PROPOSED ACQUISITION OF
ELEMENTAL MINERALS LIMITED**

Reference is made to the announcements of DINGYI GROUP INVESTMENT LIMITED (the “**Company**”) dated 11 April 2013, 13 May 2013, 30 May 2013, 2 July 2013 and 3 July 2013 in respect of the Company’s proposed acquisition of Elemental Minerals Limited (the “**Previous Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Previous Announcements unless the context otherwise requires.

On 16 December 2013, the Stock Exchange informed the Company that it considers that the Proposed Acquisition is a reverse takeover under Rule 14.06(6) of the Listing Rules and a transaction intended to list the assets to be acquired and to circumvent the new listing requirements. In the circumstances, in accordance with Rule 14.54 of the Listing Rules, the Stock Exchange will treat a listed issuer proposing a reverse takeover as if it were a new listing applicant.

The Company is currently considering its options with regard to the Proposed Acquisition in light of the above, and a further announcement will be made when appropriate. Trading in the shares of the Company will remain suspended pending the release of such announcement.

By order of the Board
DINGYI GROUP INVESTMENT LIMITED
Li Kwong Yuk
Chairman and Executive Director

Hong Kong, 17 December 2013

As at the date of this announcement, the Board comprises Mr. Li Kwong Yuk (Chairman), Mr. Su Xiaonong (Chief Executive Officer) and Mr. Cheung Sze Ming as executive Directors; and Mr. Cheng Xiusheng, Mr. Sun Dongsheng and Mr. Chow Shiu Ki as independent non-executive Directors.