

21 February 2014

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Company Announcements
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Dear Sir/Madam

Takeover offer by Dingyi Group Investment Limited for Elemental Minerals Limited – Third 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**) that it does not already own or control.

In accordance with section 647(3)(b) of the *Corporations Act 2001* (Cth), we **enclose** a copy of the third supplementary bidder's statement of Dingyi dated 21 February 2014 (**Third Supplementary Bidder's Statement**), which supplements Dingyi's original bidder's statement dated 28 August 2013, first supplementary bidder's statement dated 19 December 2013 and second supplementary bidder's statement dated 24 December 2013.

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

Yours faithfully



Jeremy Wickens
Partner
Norton Rose Fulbright Australia

Dingyi Group Investment Limited

Third 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 third supplementary bidder's statement (**Third Supplementary Bidder's Statement**) issued by Dingyi to the bidder's statement dated 28 August 2013 issued by Dingyi, as varied by the notices of variation dated 11 November 2013 and 23 January 2014 (**Original Bidder's Statement**) and supplemented by the first supplementary bidder's statement dated 19 December 2013 (**First Supplementary Bidder's Statement**) and second supplementary bidder's statement dated 24 December 2013 (**Second Supplementary Bidder's Statement**). This Third Supplementary Bidder's Statement supplements and is to be read together with the Original Bidder's Statement as supplemented by the First Supplementary Bidder's Statement and the Second Supplementary Bidder's Statement. This document prevails in the event of any inconsistency with the Original Bidder's Statement, First Supplementary Bidder's Statement and the Second Supplementary Bidder's Statement.

1.1 Important notices

A copy of this Third Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 21 February 2014. Neither ASIC nor its officers take any responsibility for the contents of this Third Supplementary Bidder's Statement.

1.2 Defined terms and interpretation

Unless the context otherwise requires, capitalised terms in this Third 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 Third Supplementary Bidder's Statement, unless the context otherwise requires.

2 Further update to Dingyi appeal of SEHK Decision

2.1 As previously announced in the First Supplementary Bidder's Statement and Second Supplementary Bidder's Statement, the SEHK informed Dingyi that it considered that the proposed acquisition of Elemental 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 (**SEHK Decision**).

2.2 Accordingly, Dingyi requested the listing sub-committee of the board of directors of the SEHK (**Listing Committee**) on 20 December 2013 to review the SEHK Decision (**Review**), and made a written submission in respect of the Review on 14 February 2014.

- 2.3 The hearing of the Review will be held on 11 March 2014.
- 2.4 There is no guarantee that the outcome of the Review will be in Dingyi's favour. Dingyi will make further announcements in respect of the Review as and when appropriate.

3 **Authorisation**

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

4 **Date**

This Third Supplementary Bidder's Statement is dated 21 February 2014 which is the date it was lodged with ASIC.

Signed by Jeremy Wickens 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.


Jeremy Wickens
Dingyi Group Investment Limited