

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.



五礦建設有限公司*
MINMETALS LAND LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 230)

CONNECTED TRANSACTION

**CONSTRUCTION CONTRACT
FOR CURTAIN WALL CONSTRUCTION IN HUNAN**

The Board announces that on 11 April 2014, Condo Shanghai, an indirect wholly-owned subsidiary of the Company, entered into the Construction Contract with Hunan D&R Real Estate, an indirect non wholly-owned subsidiary of China Minmetals, pursuant to which Hunan D&R Real Estate agreed to appoint Condo Shanghai as the contractor for the Curtain Wall Construction, which forms part of the Construction Project located in Hunan, the PRC. The Contract Sum receivable by Condo Shanghai is RMB51,330,694 (approximately HK\$64,676,674).

The transaction contemplated under the Construction Contract is in the ordinary and usual course of business of the Group and the terms of the Construction Contract and the Contract Sum are on normal commercial terms and are determined after arm's length negotiation. Since Hunan D&R Real Estate is indirectly owned as to 51% by China Minmetals, the ultimate Controlling Shareholder of the Company, which held approximately 62.05% of the total issued share capital of the Company as at the date of this announcement, and directly owned as to 49% by CR SZITIC Trust, a Substantial Shareholder of Kuangji Properties, which in turn is an indirect non wholly-owned subsidiary of the Company as at the date of this announcement, Hunan D&R Real Estate is a connected person of the Company for the purpose of the Listing Rules. Accordingly, the transaction contemplated under the Construction Contract constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

Based on the applicable size tests performed with respect to the Contract Sum under the Construction Contract, each of the relevant percentage ratios is more than 0.1% but less than 5%. Pursuant to Rule 14A.32 of the Listing Rules, the transaction contemplated under the Construction Contract is therefore subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement.

BACKGROUND

The Board is pleased to announce that on 11 April 2014, Condo Shanghai, an indirect wholly-owned subsidiary of the Company, entered into the Construction Contract with Hunan D&R Real Estate, an indirect non wholly-owned subsidiary of China Minmetals, pursuant to which Hunan D&R Real Estate agreed to appoint Condo Shanghai as the contractor for the Curtain Wall Construction. The Curtain Wall Construction is part of the construction project of Hunan D&R Real Estate for the establishment of a new commercial complex named Wan Jing Caizhizhongxin at Xiangfu East Road, Changsha City, Hunan, the PRC (中國湖南長沙市湘府東路萬境財智中心). The Contract Sum receivable by Condo Shanghai is RMB51,330,694 (approximately HK\$64,676,674) and shall be payable in immediate available funds.

THE CONSTRUCTION CONTRACT

Date: 11 April 2014

Parties: (i) Principal: Hunan D&R Real Estate
(ii) Contractor: Condo Shanghai

Subject matter: Hunan D&R Real Estate appoints Condo Shanghai as the contractor for the Curtain Wall Construction.

Contract term: The Curtain Wall Construction is expected to take place from 1 June 2014 to 20 December 2014.

Scope of work: The scope of work shall include the manufacture and installation of all parts and components of the curtain walls system, and all the works necessary for the final acceptance of the Curtain Wall Construction, including but not limited to transportation, testing, cleaning, submission to government authorities, obtaining completion certificate and compliance with anti-corrosion, lightning protection, water tightness, fire, insulation and safety measures. Condo Shanghai shall follow the instruction and coordination of Hunan D&R Real Estate during the course of the Curtain Wall Construction and shall report the terms of progress to Hunan D&R Real Estate on regular basis in accordance with the Construction Contract.

Condo Shanghai shall be responsible for ensuring that the Curtain Wall Construction will be carried out in a lawful and socially responsible manner. In case Hunan D&R Real Estate suffers any liabilities or economic losses as a result of any breach of duty by Condo Shanghai, the latter shall indemnify and provide related compensation to the former in accordance with the terms of the Construction Contract.

Contract Sum and terms of payment: The Contract Sum receivable by Condo Shanghai is RMB51,330,694 (approximately HK\$64,676,674), which shall be payable by installments upon achievement of certain milestones relating to the progress of the Curtain Wall Construction.

If completion of the Curtain Wall Construction is delayed due to Condo Shanghai's fault, penalty at the rate of RMB2,000 (approximately HK\$2,520) per day of delay would be deducted from the Contract Sum, subject to a maximum penalty of 1% of the Contract Sum.

Performance guarantee: Condo Shanghai further undertakes to provide a performance guarantee in the amount of RMB2,566,535 (approximately HK\$3,233,834), representing approximately 5% of the Contract Sum. Subject to Condo Shanghai not having committed any breach, the performance guarantee shall be returned to Condo Shanghai.

REASONS FOR AND BENEFITS OF THE TRANSACTION CONTEMPLATED UNDER THE CONSTRUCTION CONTRACT

The principal activities of the Group include, among others, specialised construction, mainly encompassing the services of design, production and installation of curtain walls system. The expertise accumulated by the Group from its previous and existing curtain wall construction projects has contributed to its construction ability and innovative construction design. The entering into of the Construction Contract is an opportunity to generate revenue for the Group by utilising its existing strengths, and the Group's involvement in the Construction Project, which is being constructed in accordance with the requirements for the awards of the Lu Ban Prize (魯班獎) and Three Stars Green Building (綠色三星建築), is expected to strengthen the reputation and competitiveness of the Group.

The transaction contemplated under the Construction Contract is in the ordinary and usual course of business of the Group and the terms of the Construction Contract and the Contract Sum are on normal commercial terms and are determined after arm's length negotiation.

The Directors (including independent non-executive Directors) consider that the terms of the Construction Contract are fair and reasonable, on normal commercial terms and in the interest of the Company and its Shareholders as a whole. The Board approved the Construction Contract and the transaction contemplated thereunder at a meeting held on 1 April 2014. None of the Directors has a material interest in such transaction.

Due to his directorship in China Minmetals Corporation Limited, the immediate sole shareholder of 23rd Metallurgical, which in turn indirectly controls Hunan D&R Real Estate, Mr. Sun Xiaomin, the Chairman of the Company, did not attend the aforesaid Board meeting to approve the Construction Contract. Further, due to their directorships in 23rd Metallurgical, which indirectly controls Hunan D&R Real Estate, each of Mr.

He Jianbo, the Deputy Chairman, Managing Director and an executive Director of the Company and Mr. Tian Jingqi and Mr. Liu Zeping, both as non-executive Directors of the Company, did not attend the aforesaid Board meeting to approve the Construction Contract.

LISTING RULES IMPLICATIONS

Hunan D&R Real Estate is indirectly owned as to 51% by China Minmetals, the ultimate Controlling Shareholder of the Company, which held approximately 62.05% of the total issued share capital of the Company as at the date of this announcement, and directly owned as to 49% by CR SZITIC Trust, a Substantial Shareholder of Kuangji Properties, which in turn is an indirect non wholly-owned subsidiary of the Company as at the date of this announcement. Accordingly, Hunan D&R Real Estate is a connected person of the Company for the purpose of the Listing Rules and the transaction contemplated under the Construction Contract constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

Based on the applicable size tests performed with respect to the Contract Sum under the Construction Contract, each of the relevant percentage ratios is more than 0.1% but less than 5%. Pursuant to Rule 14A.32 of the Listing Rules, the transaction contemplated under the Construction Contract is therefore subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement.

Pursuant to Rule 14A.45 of the Listing Rules and the Guide on Connected Transaction Rules issued by the Stock Exchange, details of the Construction Contract will be included in the Company's annual report and financial statements for the financial year during which the transaction contemplated under the Construction Contract will be conducted.

GENERAL

The Group is principally engaged in the businesses of real estate development, specialised construction, property investment and securities investment.

Hunan D&R Real Estate is principally engaged in real estate development in the PRC.

DEFINITIONS

In this announcement, the following expressions shall have the respective meanings set opposite thereto:

“Board”	the board of Directors
“China Minmetals”	中國五礦集團公司 (China Minmetals Corporation), a state-owned enterprise incorporated under the laws of the PRC and the ultimate Controlling Shareholder of the Company which is indirectly interested in

approximately 62.05% of the total issued share capital of the Company as at the date of this announcement

“Company”	Minmetals Land Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Condo Shanghai”	五礦瑞和(上海)建設有限公司 (Minmetals Condo (Shanghai) Construction Co., Ltd.*), a company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Construction Contract”	the construction contract entered into between Condo Shanghai and Hunan D&R Real Estate on 11 April 2014
“Construction Project”	the project involving the development of a commercial complex named Wan Jing Caizhizhongxin by Hunan D&R Real Estate at Xiangfu East Road, Changsha City, Hunan, the PRC (中國湖南長沙市湘府東路萬境財智中心)
“Contract Sum”	the consideration payable by Hunan D&R Real Estate to Condo Shanghai for the latter to undertake the Curtain Wall Construction in the sum of RMB51,330,694 (approximately HK\$64,676,674)
“Controlling Shareholder”	has the same meaning as ascribed to it under the Listing Rules
“CR SZITIC Trust”	China Resources SZITIC Trust Co., Ltd. (華潤深國投信托有限公司), a company established under the laws of the PRC with limited liability, and a Substantial Shareholder of Kuangji Properties
“Curtain Wall Construction”	the construction and installation of the curtain walls as part of the Construction Project pursuant to the terms of the Construction Contract
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hunan D&R Real Estate”	湖南東潤房地產開發有限責任公司 (Hunan D&R Real Estate Development Co., Ltd.*), a company established under the laws of the PRC and an indirect non wholly-owned subsidiary of China Minmetals
“Kuangji Properties”	礦濟地產(南京)有限公司 (Kuangji Properties (Nanjing) Co., Ltd.*), an enterprise established under the laws of the PRC with limited liability and an indirect non wholly-owned subsidiary of the Company as at the date of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China and, for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	share(s) of par value of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holders of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the same meaning as ascribed to it under the Listing Rules
“23 rd Metallurgical”	五礦二十三冶建設集團有限公司 (The 23 rd Metallurgical Construction Group Co., Ltd.), an enterprise established under the laws of the PRC with limited liability and an indirect non wholly-owned subsidiary of China Minmetals
“%”	percentage

By order of the Board

He Jianbo

Deputy Chairman and Managing Director

Hong Kong, 11 April 2014

As at the date of this announcement, the Board comprises nine Directors, namely Mr. Sun Xiaomin as the Chairman and a non-executive Director, Mr. He Jianbo as the Deputy Chairman, Managing Director and an executive Director, Mr. Yin Liang and Ms. He Xiaoli as executive Directors, Mr. Tian Jingqi and Mr. Liu Zeping as non-executive Directors, and Mr. Lam Chun, Daniel, Mr. Selwyn Mar and Ms. Tam Wai Chu, Maria as independent non-executive Directors.

The exchange rate of RMB1.00 to HK\$1.26 used in this announcement for translation of RMB to HK\$ is for illustrative purpose only.

** For identification purpose only*