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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Minmetals Land Limited, you should at once hand this circular to the purchaser or to the transferee or to the bank manager, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**五礦建設有限公司\***  
**MINMETALS LAND LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 230)**

**PROPOSALS FOR  
GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS AND  
REFRESHMENT OF THE SCHEME MANDATE LIMIT OF  
THE SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM (as defined in this circular) to be held at Garden Rooms, 2nd Floor, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 26 May 2011 at 10:30 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the AGM is attached.

Whether or not you are able to attend the AGM, please complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting in person in the AGM or any adjournment thereof should you so wish.

\* *For identification purpose only*

20 April 2011

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Garden Rooms, 2nd Floor, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 26 May 2011 at 10:30 a.m., the notice of which is set out on pages 15 to 18 of this circular;
“associate”	shall have the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors (including independent non-executive Directors);
“Bye-laws”	the Bye-laws of the Company;
“China Minmetals”	China Minmetals Corporation, a State-owned enterprise incorporated under the laws of the PRC and the ultimate controlling shareholder of the Company;
“Company”	Minmetals Land Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange;
“connected person”	shall have the meaning ascribed to it under the Listing Rules;
“controlling shareholder”	shall have the meaning ascribed to it under the Listing Rules;
“Directors”	directors (including independent non-executive directors) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	the general and unconditional mandate to the Directors to allot, issue and otherwise deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of the passing of the resolution granting such mandate;
“June Glory”	June Glory International Limited, a company incorporated in the British Virgin Islands with limited liability and currently holding approximately 61.91% of the issued share capital of the Company and an indirect wholly-owned subsidiary of Minmetals HK;

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## DEFINITIONS

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“Latest Practicable Date”	14 April 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Minmetals HK”	China Minmetals H.K. (Holdings) Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of China Minmetals;
“Option(s)”	the right(s) granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme;
“PRC”	the People’s Republic of China, and for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Proposed Refreshment”	the Scheme Mandate Limit proposed to be refreshed by the Shareholders at the AGM pursuant to which the Board may grant options to eligible participants under the Share Option Scheme and any other share option schemes of the Company to subscribe for up to 10% of the total number of Shares in issue as at the date of the passing of the resolution approving such refreshment;
“Repurchase Mandate”	the general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of the passing of the resolution granting such mandate;
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company and which shall not exceed 10% of the total number of Shares in issue as at the date of approval of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the total number of Shares in issue as at the date of approval of the refreshed limit by the Shareholders;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	fully paid share(s) of HK\$0.10 each of the Company;
“Share Option Scheme”	the share option scheme adopted by the Shareholders on 29 May 2003;

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	shall have the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

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LETTER FROM THE BOARD

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**五礦建設有限公司\***

**MINMETALS LAND LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 230)**

*Non-executive Directors:*

Mr. Sun Xiaomin, *Chairman*  
Mr. Pan Zhongyi  
Mr. Tian Jingqi  
Mr. Liu Zeping

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Executive Directors:*

Mr. Qian Wenchao, *Deputy Chairman*  
Mr. He Jianbo, *Managing Director*  
Mr. Yin Liang, *Senior Deputy Managing Director*  
Ms. He Xiaoli, *Deputy Managing Director*  
Mr. Yang Lu, *Deputy Managing Director*

*Principal place of business  
in Hong Kong:*

18th Floor, China Minmetals Tower  
79 Chatham Road South  
Tsimshatsui  
Kowloon  
Hong Kong

*Independent Non-executive Directors:*

Mr. Lam Chun, Daniel  
Mr. Selwyn Mar  
Ms. Tam Wai Chu, Maria

20 April 2011

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS AND  
REFRESHMENT OF THE SCHEME MANDATE LIMIT OF  
THE SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide Shareholders with the information in respect of the resolutions to be raised at the AGM in respect of, among other matters, (i) the grant to the Directors of the Issuance Mandate and the Repurchase Mandate; (ii) the re-election of retiring Directors; and (iii) the Proposed Refreshment.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 28 May 2010, the Directors were granted by the then Shareholders (i) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing such resolution; (ii) a general and unconditional mandate to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing such resolution; and (iii) to extend the general mandate mentioned in (i) above by an amount representing the aggregate nominal amount of the Shares of the Company repurchased pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek Shareholders' approval by way of ordinary resolutions to be raised at the AGM to approve the grant of the Issuance Mandate and the Repurchase Mandate. These general mandates, if approved by Shareholders at the AGM, will lapse at the conclusion of the annual general meeting in 2012.

Assume no further Shares are to be issued or repurchased prior to the AGM, the Issuance Mandate will grant to the Directors an authority to issue up to 667,526,940 Shares.

An explanatory statement to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision in relation to the Repurchase Mandate as required by the Listing Rules is set out in the Appendix to this circular.

### RE-ELECTION OF DIRECTORS

Mr. Pan Zhongyi, Mr. Tian Jingqi, Mr. Liu Zeping and Mr. Yang Lu will retire from the office of Director at the AGM pursuant to bye-law 102 of the Bye-laws and Mr. Lam Chun, Daniel will retire from the office of Director at the AGM pursuant to bye-law 111(A) of the Bye-laws and, being eligible, will offer themselves for re-election. Biographical details of the relevant Directors are set out below:

#### **Mr. Pan Zhongyi**

**Mr. Pan Zhongyi**, aged 47, was appointed as a Non-executive Director of the Company in June 2010. He graduated from Northeast Normal University in 1989 with a Bachelor's Degree in English and is an Assistant International Business Engineer in the PRC. Mr. Pan joined China Minmetals in 1996 and is an Assistant to the President of China Minmetals, a Deputy General Manager of the Real Estate and Construction Division of China Minmetals and the General Manager of Minmetals (Yingkou) Industrial Park Development Co., Ltd.. China Minmetals is the ultimate controlling shareholder of the Company interested in approximately 61.91% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Pan has extensive experience in real estate development, corporate management and trading business.

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## LETTER FROM THE BOARD

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Mr. Pan did not hold any directorship in other listed public companies in the last three years. Save as disclosed above, Mr. Pan has no other connections with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Pan does not have any interests in the Shares within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Pan and he does not receive any emoluments from the Company. The term of service of Mr. Pan is three years from 1 June 2010 to 31 May 2013 (both days inclusive) and he is subject to retirement by rotation and re-election at the annual general meeting pursuant to the Bye-laws.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Pan which need to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### **Mr. Tian Jingqi**

**Mr. Tian Jingqi**, aged 47, was appointed as a Non-executive Director of the Company in June 2010. Mr. Tian obtained a Bachelor's Degree from Beijing University of Iron and Steel Technology (now known as University of Science and Technology Beijing) in 1985 and a Master's Degree in Business Administration from China Europe International Business School in 1998. He is a Senior International Business Engineer in the PRC and a Chartered Builder. Mr. Tian joined China Minmetals in 1988 and is a Deputy General Manager of the Real Estate and Construction Division of China Minmetals and the General Manager of Minmetals Real Estate Co., Ltd.. China Minmetals is the ultimate controlling shareholder of the Company interested in approximately 61.91% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Tian has extensive experience in real estate and international trading business.

Mr. Tian did not hold any directorship in other listed public companies in the last three years. Save as disclosed above, Mr. Tian has no other connections with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tian does not have any interests in the Shares within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Tian and he does not receive any emoluments from the Company. The term of service of Mr. Tian is three years from 1 June 2010 to 31 May 2013 (both days inclusive) and he is subject to retirement by rotation and re-election at the annual general meeting pursuant to the Bye-laws.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Tian which need to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.



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## LETTER FROM THE BOARD

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### **Mr. Liu Zeping**

**Mr. Liu Zeping**, aged 42, was appointed as a Non-executive Director of the Company in June 2010. Mr. Liu holds a Bachelor's Degree from Military Academy of Engineering and an Executive Master's Degree in Business Administration from Tsinghua University. He is a Qualified Senior Engineer in the PRC. Mr. Liu joined China Minmetals in 1992 and is a Deputy General Manager of the Real Estate and Construction Division of China Minmetals and the President of Ershisanye Construction Group Co., Ltd.. China Minmetals is the ultimate controlling shareholder of the Company interested in approximately 61.91% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Liu has extensive experience in real estate development and construction business.

Mr. Liu did not hold any directorship in other listed public companies in the last three years. Save as disclosed above, Mr. Liu has no other connections with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Liu does not have any interests in the Shares within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Liu and he does not receive any emoluments from the Company. The term of service of Mr. Liu is three years from 1 June 2010 to 31 May 2013 (both days inclusive) and he is subject to retirement by rotation and re-election at the annual general meeting pursuant to the Bye-laws.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Liu which need to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### **Mr. Yang Lu**

**Mr. Yang Lu**, aged 53, was appointed as an Executive Director and a Deputy Managing Director of the Company in June 2010. Mr. Yang graduated from Chongqing (Jianzhu) Architectural & Engineering University (now known as Chongqing University) in 1982 with a Bachelor of Engineering Degree. He also holds a Grade One Project Manager Certificate issued by the PRC's Ministry of Construction and is a member of the Chartered Institute of Building, U.K.. Mr. Yang joined the Company as the General Manager of the Real Estate Development Department in May 2007 and assists the initial management of new projects and oversees the business development of real estate development projects of the Company in the PRC. He was previously employed to managerial positions in various companies of China Overseas Holdings Limited with exposure to a variety of domestic and overseas engineering projects. He was also the general manager of a PRC real estate development company of China Overseas Holdings Limited. Mr. Yang has extensive experience in the development, operation and management of construction contracting and real estate development business.

Mr. Yang did not hold any directorship in other listed public companies in the last three years. He has no connections with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable

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## LETTER FROM THE BOARD

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Date, Mr. Yang has a personal interest in 204,000 Shares and has an outstanding share option to subscribe for 476,000 Shares with exercisable period from 1 December 2010 to 30 November 2018. Save as disclosed above, Mr. Yang does not have any interests in the Shares within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Yang. He has no fixed term of service with the Company but is subject to retirement by rotation and re-election at the annual general meeting pursuant to the Bye-laws. Mr. Yang is entitled to annual emoluments of HK\$1,440,000. The emoluments of directors of the Company are determined by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the market prevailing conditions.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Yang which need to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### **Mr. Lam Chun, Daniel**

**Mr. Lam Chun, Daniel**, aged 65, was appointed as an Independent Non-executive Director of the Company in May 1997. Mr. Lam is an Authorized Person under the Buildings Ordinance and a Registered Professional Surveyor. He is a fellow member of the Royal Institution of Chartered Surveyors and the Chartered Institute of Arbitrators, a fellow member and the Past President (1986-1987) of the Hong Kong Institute of Surveyors, and a fellow member and the past chairman (1997-2000) of the Hong Kong Institute of Arbitrators. Mr. Lam is a director of the Urban Renewal Authority and was a member of the Hong Kong Housing Authority, Chairman of its Building Committee and a member of its Administrative Appeals Board, a member of the Hong Kong Surveyors Registration Board and a consultant to the World Bank on the Urban Land Policies Study for the PRC. He is also a Council Member of the Hong Kong International Arbitration Centre. Mr. Lam was the director of the Property Division of the previous Kowloon-Canton Railway Corporation and had worked in various large well-established organisations. Mr. Lam has over 30 years of experience in the surveying profession.

Mr. Lam was an independent non-executive director of Mitsumaru East Kit (Holdings) Limited, which is listed on the Stock Exchange, for the period from 23 June 2008 to 12 July 2008. Save as disclosed above, he did not hold any directorships in other listed public companies in the last three years. Mr. Lam has no connections with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lam does not have any interests in the Shares within the meaning of Part XV of the SFO. The service contract between the Company and Mr. Lam was entered into on 29 May 2009 for a term of 3 years ending on 28 May 2012 (inclusive). Mr. Lam is subject to retirement by rotation and re-election pursuant to the Bye-laws. Mr. Lam received the amounts of HK\$220,000 and HK\$80,000 as annual fees for being an independent non-executive Director and a member of the Audit Committee respectively. The Director's fee of all Independent Non-executive Directors is determined with reference to their duties and responsibilities with the Company, the Company's performance and the then prevailing market situation.

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## LETTER FROM THE BOARD

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Save as disclosed above, there are no other matters in relation to the re-election of Mr. Lam which need to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### **REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME**

#### **(1) Proposed Refreshment**

Pursuant to the terms of the Share Option Scheme and in compliance with the provisions of Chapter 17 of the Listing Rules, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and all other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue as at the date of approval of the Share Option Scheme (i.e. 29 May 2003), being 77,218,178 Shares. Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the 10% limit.

Unless the Scheme Mandate Limit is refreshed, the Company may only grant Options to subscribe for up to 60,428,544 Shares pursuant to the Share Option Scheme as at the Latest Practicable Date.

As at the Latest Practicable Date, Options to subscribe for 36,547,333 Shares have been granted under the Share Option Scheme, which are divided into:

- (i) Options to subscribe for 5,204,300 Shares that have been exercised;
- (ii) Options to subscribe for 19,757,699 Shares that have been lapsed; and
- (iii) Options to subscribe for 11,585,334 Shares that have been granted but not yet exercised, representing approximately 0.35% of the existing issued share capital of the Company.

As at the Latest Practicable Date, the total number of Shares in issue is 3,337,634,702 Shares. Upon the approval of Proposed Refreshment and assuming that the total number of Shares in issue remains unchanged as at the date of the AGM, the Company may grant Options to eligible participants under the Share Option Scheme and all other share option schemes of the Company to subscribe for a maximum of 333,763,470 Shares, being 10% of the total number of Shares in issue as at the date of approval of the Proposed Refreshment. Options previously granted under the Share Option Scheme and/or any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other share option schemes of the Company) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. As at the Latest Practicable Date, the Company does not have any other share option scheme apart from the Share Option Scheme.

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## LETTER FROM THE BOARD

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Pursuant to the terms of the Share Option Scheme and in accordance with the relevant provisions of Chapter 17 of the Listing Rules, the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the total number of Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option scheme of the Company if it will result in the aforesaid 30% limit being exceeded.

The Directors consider that it is in the interest of the Company to refresh the Scheme Mandate Limit to permit the grant of further Options under the Share Option Scheme so as to provide incentives to and recognize the contribution of the eligible participants, including the Group's employees, under the Share Option Scheme.

At the AGM, an ordinary resolution will be proposed to the Shareholders to approve the Proposed Refreshment so that the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and all other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders at the AGM.

### **(2) Conditions**

The Proposed Refreshment is conditional upon:

- (i) the Shareholders passing an ordinary resolution to approve the Proposed Refreshment at the AGM; and
- (ii) the Listing Division of the Stock Exchange granting the listing of and permission to deal in the Shares to be issued pursuant to the exercise of any Options that may be granted pursuant to the Share Option Scheme under the Proposed Refreshment not exceeding 10% of the total number of Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders at the AGM.

### **(3) Application for Listing**

Application will be made to the Stock Exchange for the listing of and permission to deal in the Shares which fall to be issued upon exercise of any Options that may be granted pursuant to the Share Option Scheme under the Proposed Refreshment.

### **AGM**

A notice convening the AGM is set out on pages 15 to 18 of this circular. A form of proxy for use at the AGM is attached. Whether or not you are able to attend the AGM, please complete the form of proxy and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, in accordance with the instructions printed thereon as soon as possible, and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors are of the opinion that the proposals for the grant of the Issuance Mandate and the Repurchase Mandate, the re-election of retiring Directors and the refreshment of the Scheme Mandate Limit are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions at the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**He Jianbo**  
*Managing Director*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for consideration of the Repurchase Mandate.*

## **1. STOCK EXCHANGE RULES FOR REPURCHASES OF SECURITIES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below.

The Listing Rules provide that all proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by Shareholders by an ordinary resolution, either by way of a general mandate, or by a special approval in relation to specific transactions.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,337,634,702 Shares. Subject to the passing of the ordinary resolution in relation to the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 333,763,470 Shares on the basis that no further Shares will be issued or repurchased prior to the date of the AGM.

## **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders.

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to do so when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value and/or earnings per Share and will only be made when the Directors consider that such repurchases will benefit the Company and the Shareholders.

## **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, Bye-laws and the Companies Act 1981 of Bermuda (as amended from time to time) (the "Companies Act").

The Companies Act provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the repurchased shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium or contributed

surplus accounts of the Company. Under the Companies Act, the shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced so that the shares may be subsequently re-issued.

The Directors intend to apply the capital paid up on the relevant Shares or the profits that would otherwise be available for distribution by way of dividend for any repurchases of its Shares.

As compared with the financial position of the Company as at 31 December 2010 (being the date of its latest audited financial statements), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in circumstances, have a material adverse impact on the working capital or gearing ratio of the Company.

## **5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquires, any of their associates, has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to any company of the Group.

No connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Company is authorised to make repurchases of Shares.

## **6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in the memorandum of association of the Company and the Bye-laws.

## **7. EFFECT OF THE TAKEOVERS CODE**

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, June Glory had an attributable interest of approximately 61.91% of the issued share capital of the Company. In the event that the Directors would exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholdings of June Glory in the Company would be increased to approximately 68.78% of the issued share capital of the Company and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

## 8. GENERAL

There have been no repurchases of any Shares by the Company (whether on the Stock Exchange or otherwise) made in the 6 months preceding the date of this circular.

During each of the previous 12 months and up to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

	<b>Per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2010:</b>		
April	2.08	1.52
May	1.55	1.20
June	1.70	1.19
July	1.82	1.58
August	1.81	1.42
September	1.75	1.44
October	1.83	1.54
November	1.76	1.48
December	1.69	1.55
<b>2011:</b>		
January	1.74	1.54
February	1.61	1.35
March	1.45	1.30
April (up to the Latest Practicable Date)	1.53	1.42



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## NOTICE OF AGM

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# 五礦建設有限公司\*

**MINMETALS LAND LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 230)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of Minmetals Land Limited (the “Company”) will be held at Garden Rooms, 2nd Floor, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 26 May 2011 at 10:30 a.m. (the “Meeting”) for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditor for the year ended 31 December 2010.
2. To approve the payment of a final dividend for the year ended 31 December 2010.
3. To re-elect Mr. Pan Zhongyi, Mr. Tian Jingqi, Mr. Liu Zeping, Mr. Yang Lu and Mr. Lam Chun, Daniel as directors of the Company and to authorise the board of directors of the Company (the “Board”) to fix the remuneration of directors.
4. To fix a maximum number of directors at 13 and to authorise the Board to appoint additional directors up to such maximum number.
5. To re-appoint Messrs. PricewaterhouseCoopers as the auditor of the Company for the ensuing year and to authorise the Board to fix their remuneration.

### ORDINARY RESOLUTIONS

6. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as Ordinary Resolution No. I:

“THAT

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

\* For identification purpose only

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- (b) the approval in paragraph (a) above shall authorise the directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below) or (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company, shall not exceed the aggregate of (aa) 20% of the total nominal amount of the issued share capital of the Company on the date of the passing of this resolution plus (bb) (if the directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of such resolution (up to a maximum amount equivalent to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution) and the said approval to the directors in paragraphs (a) and (b) above shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares or other securities open for a period fixed by the directors to the shareholders on the register on a fixed record date in proportion to their shareholdings as at that date (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any recognised regulatory body or any stock exchange).”

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7. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as Ordinary Resolution No. II:

“THAT

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase its own shares (including redeemable shares) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or the listing rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors during the Relevant Period to procure the Company to repurchase its own shares at a price determined by the directors;
- (c) the aggregate nominal amount of share capital repurchased by the Company pursuant to paragraph (a) above shall not exceed 10% of the total nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said approval to the directors in paragraphs (a) and (b) above shall be limited accordingly;
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.”

8. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as Ordinary Resolution No. III:

“THAT conditional upon the passing of Ordinary Resolution Nos. I and II, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in Ordinary Resolution No. II shall be added to the aggregate nominal amount of share capital that may be allotted by the directors

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pursuant to Ordinary Resolution No. I, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the issued share capital of the Company on the date of the passing of this resolution.”

9. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an ordinary resolution:

“THAT, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in any ordinary shares of the Company (“Shares”) to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing scheme mandate on the grant of options under the share option scheme adopted by the Company on 29 May 2003 (the “Scheme”) be and is hereby refreshed and renewed to the extent and provided that the total number of Shares to be allotted and issued upon exercise of any options to be granted under the Scheme and any other share option scheme of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Scheme or such other share option schemes of the Company) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (the “Refresh Scheme Mandate Limit”) and that the directors of the Company be and are hereby authorized to grant options under the Scheme up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options.”

By order of the Board  
**He Jianbo**  
*Managing Director*

Hong Kong, 20 April 2011

*Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A member who is a recognised clearing house within the meaning of the Securities and Futures Ordinance is entitled to appoint one or more proxies to attend and vote on its behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited at the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 24 May 2011 to Thursday, 26 May 2011, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the Meeting, all share certificates with completed transfer forms must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 23 May 2011.