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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special 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 Wednesday, 11 December 2013 at 10:30 a.m. for the purposes of considering and, if thought fit, passing each of the following resolutions as an ordinary resolution:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) the conditional agreement dated 4 November 2013 entered into between the Company and 五礦二十三冶建設集團有限公司 The 23rd Metallurgical Construction Group Co., Ltd. of Minmetals* (“**23rd Metallurgical**”) in relation to the engagement of 23rd Metallurgical and/or its subsidiaries as construction contractor (subject to successful tender) in respect of the existing and future real estate development projects of the Company and its subsidiaries in the PRC for the three financial years ending 31 December 2016 (the “**Construction Agreement**”) and the transactions contemplated thereunder (including the proposed annual caps for the three financial years ending 31 December 2016) (details of which are described in the circular of the Company dated 25 November 2013 and a copy of which has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) be and are hereby approved, confirmed and ratified; and
- (b) any one of the directors of the Company be and is hereby authorised to do all such further acts and things and execute such further documents and take all steps which in his/her opinion may be necessary, desirable or expedient to implement and/or give effect to the Construction Agreement and the transactions contemplated thereunder.”

(2) **“THAT:**

- (a) the deposit services to be provided by Minmetals Finance Company Limited (五礦集團財務有限責任公司) (“**Minmetals Finance**”) to the Company and its PRC subsidiaries for the three financial years ending 31 December 2015 under the financial services framework agreement dated 4 November 2013 entered into between the Company and Minmetals Finance (the “**Financial Services Framework Agreement**”) (including the proposed annual caps for the three financial years ending 31 December 2015) (details of which are described in the circular of the Company dated 25 November 2013 and a copy of which has been produced to this meeting marked “B” and signed by the Chairman of this meeting for the purpose of identification) be and are hereby approved, confirmed and ratified; and
- (b) any one of the directors of the Company be and is hereby authorised to do all such further acts and things and execute such further documents and take all steps which in his/her opinion may be necessary, desirable or expedient to implement and/or give effect to the Financial Services Framework Agreement and the transactions contemplated thereunder.”

By order of the Board
Minmetals Land Limited
He Jianbo
Deputy Chairman and Managing Director

Hong Kong, 25 November 2013

Notes:

1. A member entitled to attend and vote at the abovementioned meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with 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 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 holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment thereof should they so wish.
3. The register of members of the Company will be closed from Monday, 9 December 2013 to Wednesday, 11 December 2013, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending the above mentioned 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 Friday, 6 December 2013.

4. The votes at the above mentioned meeting will be taken by poll.

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.

* *For identification purpose only*