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五礦建設有限公司*
MINMETALS LAND LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 230)

PROPOSED ISSUANCE OF GUARANTEED BONDS

The Company proposes to conduct the Proposed Bonds Issue to professional investors only. The Bonds are expected to be issued by the Issuer, a wholly-owned subsidiary of the Company, will be guaranteed by the Company, and have the benefit of a keepwell deed from China Minmetals Corporation, the ultimate controlling shareholder of the Company. The Bonds will only be offered outside the United States in accordance with Regulation S of the Securities Act. BNP Paribas and UBS are the joint global coordinators of the Proposed Bonds Issue. BNP Paribas, UBS, HSBC, Morgan Stanley and Bank of China are the joint bookrunners of the Proposed Bonds Issue.

Completion of the Proposed Bonds Issue is subject to market conditions and investor interest. Pricing of the Bonds, including the aggregate principal amount, the offer price and interest rates, will be determined through a book building exercise to be conducted by the Joint Bookrunners. Upon finalisation of the terms of the Bonds, the Joint Bookrunners, the Issuer and the Company will enter into the Subscription Agreement and other ancillary documents. If the Bonds are issued, the Company currently intends to use the net proceeds from the Proposed Bonds Issue to fund its new and existing property projects, including paying land premiums, and for general corporate purposes.

The Company will seek a listing of the Bonds on the Stock Exchange. A listing eligibility approval has been received from the Stock Exchange for the listing of the Bonds on the Stock Exchange. Admission of the Bonds to the Stock Exchange is not to be taken as an indication of the merits of the Issuer, the Company or the Bonds.

As no binding agreement in relation to the Proposed Bonds Issue has been entered into as at the date of this announcement, the Proposed Bonds Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Proposed Bonds Issue will be made by the Company should the Subscription Agreement be signed.

THE PROPOSED BONDS ISSUE

Introduction

The Company proposes to conduct the Proposed Bonds Issue to professional investors only. The Bonds are expected to be issued by the Issuer, a wholly-owned subsidiary of the Company, will be guaranteed by the Company, and have the benefit of a keepwell deed from China Minmetals Corporation, the ultimate controlling shareholder of the Company.

The Proposed Bonds Issue will only be offered by the Joint Bookrunners outside the United States, in compliance with Regulation S under the Securities Act. None of the Bonds will be offered to the public in Hong Kong and none of the Bonds will be placed to any connected persons of the Issuer or the Company. BNP Paribas and UBS are the joint global coordinators of the Proposed Bonds Issue. BNP Paribas, UBS, HSBC, Morgan Stanley and Bank of China are the joint bookrunners of the Proposed Bond Issue.

Completion of the Proposed Bonds Issue is subject to market conditions and investor interest. Pricing of the Bonds, including the aggregate principal amount, the offer price and interest rates, will be determined through a book building exercise to be conducted by the Joint Bookrunners. The Bonds, if issued, will be repayable at maturity, unless earlier redeemed or repurchased pursuant to their terms. As at the date of this announcement, the amount, terms and conditions of the Proposed Bonds Issue have yet to be determined. Upon finalisation of the terms of the Bonds, the Joint Bookrunners, the Issuer and the Company will enter into the Subscription Agreement and other ancillary documents.

Proposed use of proceeds

If the Bonds are issued, the Company currently intends to use the net proceeds from the Proposed Bonds Issue to fund its new and existing property projects, including paying land premiums, and for general corporate purposes.

Listing

The Company will seek a listing of the Bonds on the Stock Exchange. A listing eligibility approval has been received from the Stock Exchange for the listing of the Bonds on the Stock Exchange. Admission of the Bonds to the Stock Exchange is not to be taken as an indication of the merits of the Issuer, the Company or the Bonds.

GENERAL

As no binding agreement in relation to the Proposed Bonds Issue has been entered into as at the date of this announcement, the Proposed Bonds Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Bonds Issue will be made by the Company should the Subscription Agreement be signed.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“BNP Paribas”	BNP Paribas, Hong Kong Branch
“Board”	the board of Directors
“Bank of China”	Bank of China (Hong Kong) Limited and BOCI Asia Limited
“Bonds”	the guaranteed bonds to be issued by the Issuer and guaranteed by the Company
“Company”	Minmetals Land Limited, a company incorporated in Bermuda with limited liability and whose shares are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Issuer”	Minmetals Land Capital Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Joint Bookrunners”	BNP Paribas, UBS, HSBC, Morgan Stanley and Bank of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Morgan Stanley”	Morgan Stanley & Co. International plc
“Proposed Bonds Issue”	the proposed issue of the Bonds by the Issuer
“Securities Act”	the United States Securities Act of 1933, as amended
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscription Agreement” the subscription agreement proposed to be entered into by the Issuer, the Company and the Joint Bookrunners in relation to the Proposed Bonds Issue

“UBS” UBS AG, Hong Kong Branch

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

Hong Kong, 15 April 2013

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 and 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*