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五礦建設有限公司*
MINMETALS LAND LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 230)

ISSUANCE OF US\$225,000,000 5.50% GUARANTEED BONDS DUE 2018 AND US\$125,000,000 6.50% GUARANTEED BONDS DUE 2023

Reference is made to the announcement of the Company dated 15 April 2013 in respect of the Bonds Issue. The Board is pleased to announce that on 19 April 2013, the 2018 Bonds and 2023 Bonds were priced at 100% of their respective principal amounts, will bear interest at the rate of 5.50% and 6.50%, respectively, per annum payable semi-annually in arrear and will mature on 26 April 2018 and 26 April 2023, respectively, unless redeemed earlier pursuant to the Terms and Conditions of the Bonds. The Bonds 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. BNP Paribas and UBS are the joint global coordinators of the Bonds Issue. BNP Paribas, UBS, HSBC, Morgan Stanley and Bank of China are the joint bookrunners of the Bonds Issue.

The Company, the Issuer and the Joint Bookrunners entered into the Subscription Agreement on 19 April 2013 and will enter into other ancillary documents in relation to the Bonds Issue. The completion of the Bonds Issue is subject to market-standard termination provisions.

The estimated net proceeds of the Bonds Issue, after deduction of underwriting commissions and other estimated expenses, will amount to approximately US\$344 million. The Company intends to use the net proceeds to fund its new and existing property projects, including paying land premiums, and for general corporate purposes.

Application has been made for the Bonds to be listed on the Stock Exchange. A confirmation of the eligibility for the listing of the Bonds has been received from 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 the conditions precedent to completion of the Subscription Agreement may or may not be satisfied and the Subscription Agreement may be terminated upon the occurrence of certain events, shareholders of the Company and prospective investors are advised to exercise caution when dealing in the securities of the Company. Further announcement(s) will be made by the Company in respect of the Bonds Issue as and when necessary.

THE BONDS ISSUE

Reference is made to the announcement of the Company dated 15 April 2013 in respect of the Bonds Issue. The Board is pleased to announce that on 19 April 2013, the 2018 Bonds and 2023 Bonds were priced at 100% of their respective principal amounts, will bear interest at the rate of 5.50% and 6.50%, respectively, per annum payable semi-annually in arrear and will mature on 26 April 2018 and 26 April 2023, respectively, unless redeemed earlier pursuant to the Terms and Conditions of the Bonds. The Bonds 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. BNP Paribas and UBS are the joint global coordinators of the Bonds Issue. BNP Paribas, UBS, HSBC, Morgan Stanley and Bank of China are the joint bookrunners of the Bonds Issue.

The Company, the Issuer and the Joint Bookrunners entered into the Subscription Agreement on 19 April 2013 and will enter into other ancillary documents in relation to the Bonds Issue. The completion of the Bonds Issue is subject to market-standard termination provisions.

The Bonds have not been and will not be registered under the Securities Act or any state securities law, and unless so registered, may not be offered or sold within the United States and may only be offered, sold or delivered outside the United States in reliance on Regulation S under the Securities Act.

The Bonds will constitute the Issuer's direct, unsubordinated, unconditional and (subject to Condition 4 of the Terms and Conditions of the Bonds) unsecured obligations and shall at all times rank *pari passu* and without any preference among themselves. The Issuer's payment obligations under the Bonds shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 4 of the Terms and Conditions of the Bonds, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations. The Bonds will be unconditionally and irrevocably guaranteed by the Company. The obligations of the Company under the Guarantee shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 4 of the Terms and Conditions of the Bonds, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations.

The estimated net proceeds of the Bonds Issue, after deduction of underwriting commissions and other estimated expenses, will amount to approximately US\$344 million. The Company intends to use the net proceeds to fund its new and existing property projects, including paying land premiums, and for general corporate purposes.

Application has been made for the Bonds to be listed on the Stock Exchange. A confirmation of the eligibility for the listing of the Bonds has been received from 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 the conditions precedent to completion of the Subscription Agreement may or may not be satisfied and the Subscription Agreement may be terminated upon the occurrence of certain events, shareholders of the Company and prospective investors are advised to exercise caution when dealing in the securities of the Company. Further announcement(s) will be made by the Company in respect of the Bonds Issue as and when necessary.

DEFINITIONS

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

“2018 Bonds”	the US\$225,000,000 5.50% guaranteed bonds due 2018 issued by the Issuer and guaranteed by the Company
“2023 Bonds”	the US\$125,000,000 6.50% guaranteed bonds due 2023 issued by the Issuer and guaranteed by the Company
“Bank of China”	Bank of China (Hong Kong) Limited and BOCI Asia Limited
“Board”	the board of Directors
“Bonds”	the 2018 Bonds and 2023 Bonds, collectively
“Bonds Issue”	the issue of the Bonds by the Issuer
“Company”	Minmetals Land Limited, a company incorporated in Bermuda with limited liability and whose shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“Guarantee”	the guarantee given by the Company in respect of the Bonds as further described in the Terms and Conditions of the Bonds
“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
“Morgan Stanley”	Morgan Stanley & Co. International plc
“Securities Act”	the United States Securities Act of 1933, as amended
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the agreement dated 19 April 2013 entered into between the Issuer, the Company and the Joint Bookrunners in relation to the Bonds Issue
“Terms and Conditions of Bonds”	the terms and conditions of the 2018 Bonds and the terms and conditions of the 2023 Bonds which will appear on the reverse of each of the definitive certificates evidencing the 2018 Bonds and the 2023 Bonds, respectively
“US\$”	United States dollars
“UBS”	UBS AG, Hong Kong Branch

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

Hong Kong, 19 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*