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五礦建設有限公司*
MINMETALS LAND LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 230)

VOLUNTARY ANNOUNCEMENT

**CHANGE IN SHAREHOLDING STRUCTURE OF
CONTROLLING SHAREHOLDER**

This is a voluntary announcement made by the Company.

Reference is made to the announcements of the Company dated 17 December 2010 and 12 April 2013 in relation to the proposed change in shareholding structure of controlling shareholder.

On 16 April 2013, the Board was informed by CMC, the ultimate controlling shareholder of the Company, that the Transfer pursuant to its Internal Restructuring has been completed and has resulted in a change of the shareholding structure of the Company.

This is a voluntary announcement made by Minmetals Land Limited (the **"Company"**).

Reference is made to the announcements of the Company dated 17 December 2010 and 12 April 2013 in relation to the proposed change in shareholding structure of controlling shareholder (the **"Announcements"**). Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Announcements.

On 16 April 2013, the Board was informed by CMC, the ultimate controlling shareholder of the Company, that the Transfer pursuant to its Internal Restructuring has been completed and has resulted in a change of the shareholding structure of the Company.

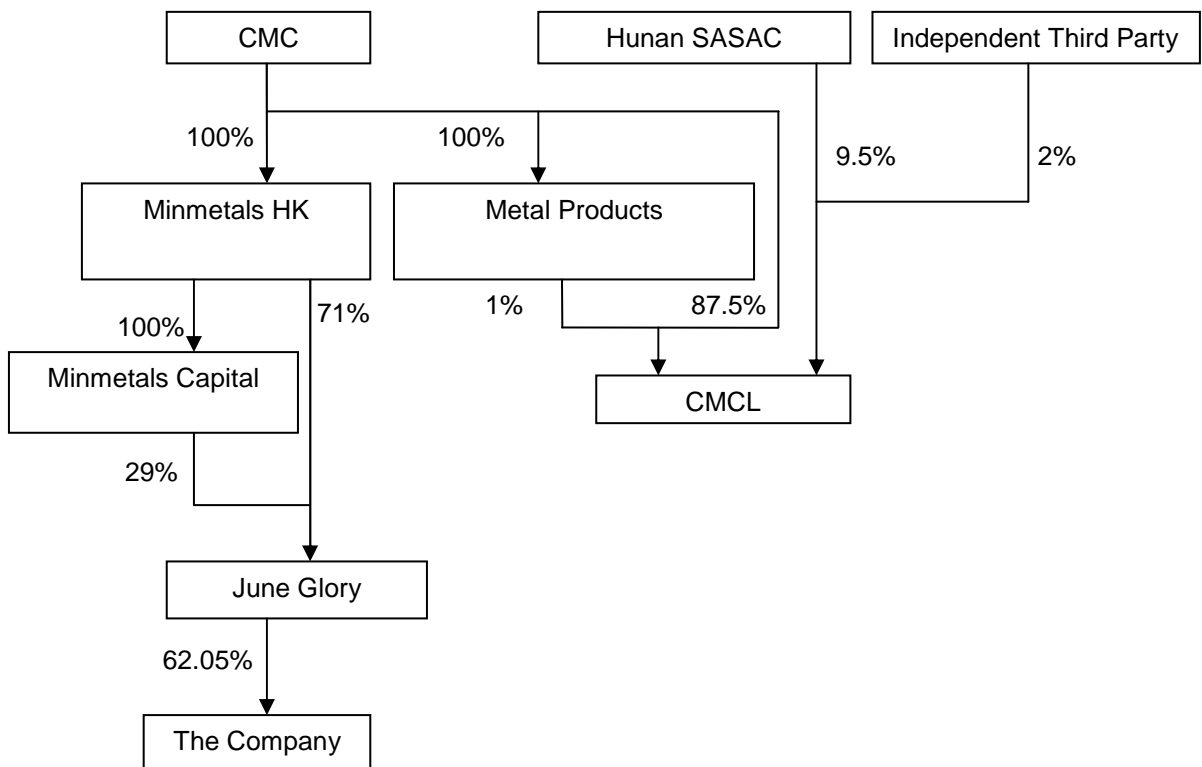
Pursuant to its Internal Restructuring, CMC has transferred its entire beneficial shareholding interest in Minmetals HK to CMCL (the **"Transfer"**). Prior to the Transfer, CMC's controlling interest in aggregate of approximately 62.05% in the Company was held through its three wholly-owned subsidiaries, namely Minmetals HK, Minmetals Capital and June Glory. Upon completion of the Transfer, CMC's controlling interest in the Company is held through two more

intermediate companies, namely Metal Products (its wholly-owned subsidiary) and CMCL (its 87.5% owned subsidiary). Accordingly, CMC's controlling interest in aggregate of approximately 62.05% in the Company remained unchanged and CMC remains the ultimate controlling shareholder of the Company.

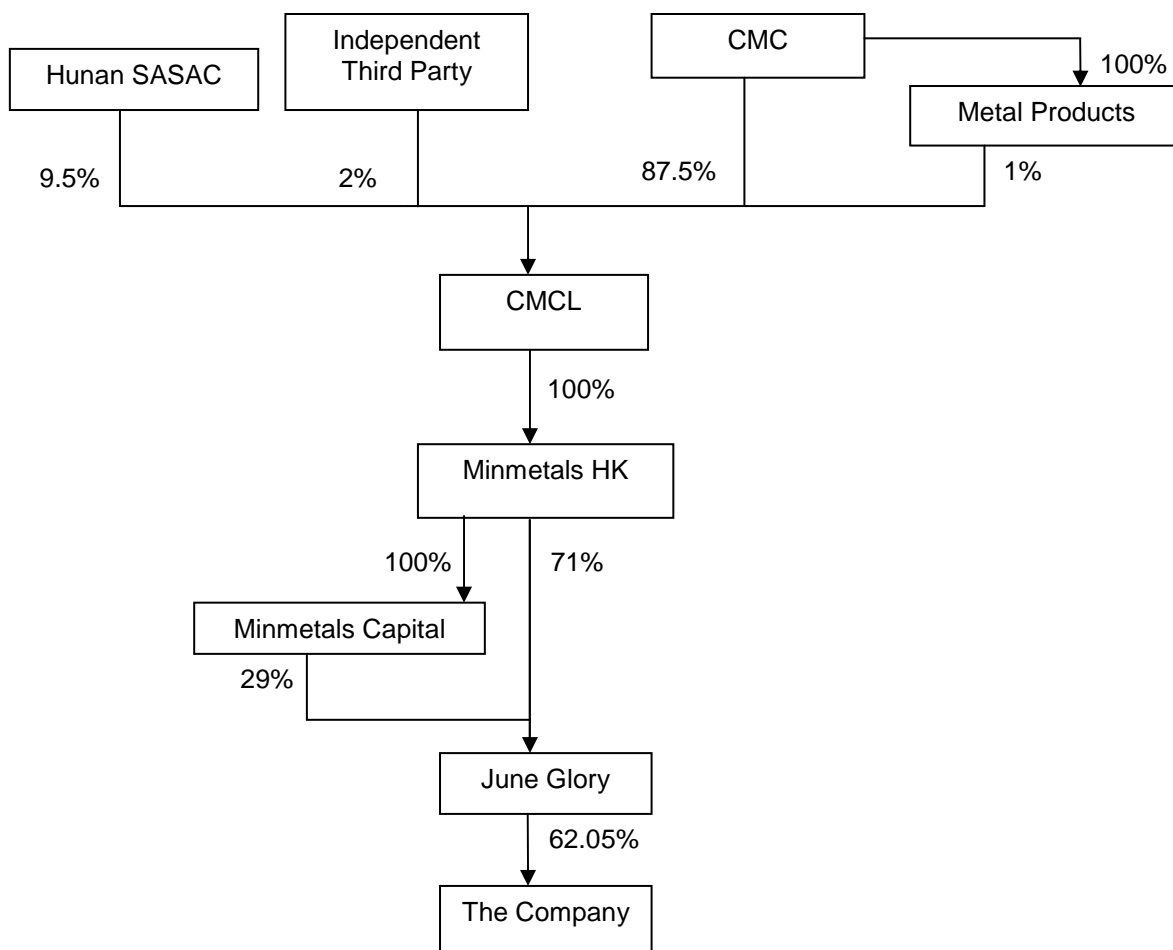
Before the Transfer, CMCL has obtained a waiver by the executive director of the corporate finance division of the Securities and Futures Commission or any delegate of the executive director from the obligation to make a general offer for the shares of the Company under the Codes on Takeovers and Mergers and Share Repurchases as a result of the Transfer.

The simplified beneficial shareholding structures of the Company before and after the Transfer are set out below:

Before the completion of the Transfer



After the completion of the Transfer



The Board considers that the Transfer and the change in the shareholding structure of CMC in the Company do not have any impact on the financial position and operations of the Company and its subsidiaries.

By order of the Board
He Jianbo
*Deputy Chairman
and Managing Director*

Hong Kong, 16 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, 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*