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五礦建設有限公司 *
MINMETALS LAND LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 230)

CONTINUING CONNECTED TRANSACTION

Lease of office premises

The Board announces that Minmetals Land Beijing entered into the Tenancy Agreement with Fifth Plaza Co for the lease of the Premises on 1 April 2013.

Fifth Plaza Co is a wholly-owned subsidiary of China Minmetals. China Minmetals is the ultimate controlling shareholder of the Company and is indirectly interested in approximately 62.05% of the issued share capital of the Company as at the date of this announcement. Accordingly, Fifth Plaza Co is a connected person of the Company and the Transaction constitutes a continuing connected transaction for the Company.

Based on the applicable size tests performed with respect to the annual rent under the Tenancy Agreement, each of the relevant percentage ratios are less than 5%. Pursuant to Rule 14A.34(1) of the Listing Rules, the Transaction is subject to the reporting and announcement requirements and is exempt from the independent shareholders' approval requirement.

TENANCY AGREEMENT

The principal terms of the Tenancy Agreement are as follows:

- | | | |
|----------|---|--|
| Date | : | 1 April 2013 |
| Parties | : | Fifth Plaza Co as the landlord and Minmetals Land Beijing as the tenant |
| Premises | : | 7th floor and part of BM and B1 floors, Tower A, Minmetals Plaza, 3 Chaoyangmen North Street, Dongcheng District, Beijing, the PRC of an aggregate gross floor area of 2,541.15 square metres and six car parking spaces |
| Period | : | 2 years and 9 months commencing from 1 April 2013 to 31 December 2015 (both dates inclusive) |

Rent : the rent (exclusive of management, electricity and public facility charges) payable in cash shall be RMB1,227,328.24 (approximately HK\$1,533,423.90) per calendar month

The annual cap for the rent payable by Minmetals Land Beijing in respect of the Tenancy Agreement shall not exceed RMB14,727,938.88 (approximately HK\$18,401,086.84). The annual cap does not include the management, electricity and public facility charges since they are payable to an independent third party.

The terms of the Tenancy Agreement have been agreed by the parties after arm's length negotiation and are on normal commercial terms. The monthly rent has been determined with reference to the rent payable by other tenants of Minmetals Plaza.

REASONS FOR ENTERING INTO THE TENANCY AGREEMENT

After the acquisition and refurbishment of Minmetals Plaza in Beijing by China Minmetals, the functional divisions and certain subsidiary companies of China Minmetals have moved into Minmetals Plaza. As Minmetals Land Beijing is a wholly-owned subsidiary of the Company and a member of the China Minmetals group, moving into Minmetals Plaza will enhance communications with China Minmetals. The Directors (including independent non-executive Directors) consider that the terms of the Tenancy Agreement are fair and reasonable, on normal commercial terms and in the interest of the Company and its shareholders as a whole. No Director has a material interest in the Transaction nor is required to abstain from voting on the board resolution approving the Transaction.

INFORMATION ON THE GROUP, MINMETALS LAND BEIJING AND FIFTH PLAZA CO

The Group is principally engaged in the businesses of real estate development, specialised construction, property investment and securities investment.

Minmetals Land Beijing is a wholly-owned subsidiary of the Company and is principally engaged in investment management.

Fifth Plaza Co is a wholly-owned subsidiary of China Minmetals. It is principally engaged in the development, leasing, operation and management of properties and is the sole owner of Minmetals Plaza.

LISTING RULES IMPLICATIONS

Fifth Plaza Co is a wholly-owned subsidiary of China Minmetals. China Minmetals is the ultimate controlling shareholder of the Company and is indirectly interested in approximately 62.05% of the issued share capital of the Company as at the date of this announcement. Accordingly, Fifth Plaza Co is a connected person of the Company and the Transaction constitutes a continuing connected transaction for the Company.

Based on the applicable size tests performed with respect to the annual rent under the Tenancy Agreement, each of the relevant percentage ratios are less than 5%. Pursuant to Rule 14A.34(1) of the Listing Rules, the Transaction is subject to the reporting and announcement requirements and is exempt from the independent shareholders' approval

requirement. Pursuant to Rule 14A.46 of the Listing Rules, details of the Tenancy Agreement will be included in the published annual reports and financial statements of the Company for each of the relevant financial years.

GENERAL

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.

DEFINITIONS

“Board”	the board of Directors;
“China Minmetals”	China Minmetals Corporation, a State-owned enterprises incorporated under the laws of the PRC and the ultimate controlling shareholder of the Company which is indirectly interested in approximately 62.05% of the issued share capital of the Company as at the date of this announcement;
“Company”	Minmetals Land Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited;
“connected person”	has the same meaning as ascribed to it under the Listing Rules;
“controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules;
“Directors”	the directors (including independent non-executive directors) of the Company;
“Fifth Plaza Co”	Beijing Fifth Plaza Real Estate Co., Ltd., an enterprise established in the PRC and a wholly-owned subsidiary of China Minmetals;
“Group”	the Company and its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“HK\$”	Hong Kong dollars , the lawful currency of Hong Kong;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Minmetals Land Beijing”	Minmetals Land Investment Management (Beijing) Limited, an enterprise established in the PRC and a wholly-owned subsidiary of the Company;

“PRC”	the People’s Republic of China;
“Premises”	the premises situated at 7th floor and part of BM and B1 floors, Tower A, Minmetals Plaza, 3 Chaoyangmen North Street, Dongcheng District, Beijing, the PRC with an aggregate gross floor area of 2,541.15 square metres and six car parking spaces;
“RMB”	Renminbi, the lawful currency of the PRC;
“Tenancy Agreement”	the tenancy agreement entered into between Minmetals Land Beijing and Fifth Plaza Co for the lease of the Premises on 1 April 2013;
“Transaction”	the lease of the Premises as contemplated under the Tenancy Agreement; and
“%”	per cent.

For the purpose of illustration only, conversion of RMB into Hong Kong dollars in this announcement is based on the exchange rate of RMB1.00 to HK\$1.2494. Such conversion should not be construed as a representation that any amounts have been, could have been, or may be, exchanged at this or any other rate.

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

Hong Kong, 2 April 2013

**For identification purpose only*