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五礦建設有限公司*

MINMETALS LAND LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 230)

OFFER OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The board of directors (the “Board”) of Minmetals Land Limited (the “Company”) hereby announces that on 30 November 2012, the Company offered to grant share options (“Options”) to certain directors and employees (the “Grantees”) of the Company to subscribe for a total of 58,340,000 ordinary shares of HK\$0.10 each (the “Shares”) in the capital of the Company, under the share option scheme adopted by the Company on 29 May 2003. Such offer to grant is open for acceptance by the Grantees for a period of 28 days from the date of offer and the Options will be deemed to have been granted on 30 November 2012 when the offers are accepted. Details of the Options offered to be granted are as follows:

Date of offer : 30 November 2012

Exercise price of
Options offered : HK\$1.20 per Share

Number of Shares involved
under the Options offered : 58,340,000 Shares

Closing price of the Shares
on the date of offer : HK\$1.20 per Share

Validity period of
Options offered : 10 years from 30 November 2012 to 29 November 2022

Vesting schedule : the Options granted shall be exercisable during the following periods (subject to fulfillment of certain vesting conditions):

- (a) the first tranche (30%) shall be exercisable from 30 November 2014 to 29 November 2022;

- (b) the second tranche (30%) shall be exercisable from 30 November 2015 to 29 November 2022; and
- (c) the third tranche (40%) shall be exercisable from 30 November 2016 to 29 November 2022.

Among the Options offered above, Options in respect of a total of 17,940,000 Shares were offered to the following directors of the Company:

<u>Name of director</u>	<u>Position</u>	<u>Number of Options</u>
Mr. Sun Xiaomin	Chairman & non-executive director	1,970,000
Mr. Qian Wenchao	Vice Chairman & executive director	1,800,000
Mr. He Jianbo	Managing Director & executive director	2,900,000
Mr. Yin Liang	Senior Deputy Managing Director & executive director	2,200,000
Ms. He Xiaoli	Deputy Managing Director & executive director	2,100,000
Mr. Yang Lu	Deputy Managing Director & executive director	2,100,000
Mr. Pan Zhongyi	Non-executive director	1,700,000
Mr. Tian Jingqi	Non-executive director	1,700,000
Mr. Liu Zeping	Non-executive director	1,470,000

In accordance with Rule 17.04(1) of the Listing Rules, the grant of Options to each of the above directors had been approved by the independent non-executive directors of the Company. Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company or any of their respective associates (as defined under the Listing Rules).

By order of the Board
He Jianbo
Managing Director

Hong Kong, 30 November 2012

As at the date of this announcement, the Board comprises twelve Directors, namely Mr. Sun Xiaomin as the Chairman and a Non-executive Director, Mr. Qian Wenchao, Mr. He Jianbo, Mr. Yin Liang, Ms. He Xiaoli and Mr. Yang Lu as Executive Directors, Mr. Pan Zhongyi, 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