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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 TRANSACTIONS

FRAMEWORK AGREEMENT IN RESPECT OF CONSTRUCTION WORKS RELATING TO A PROJECT IN HUIZHOU CITY

The Company announces that on 7 September 2012, the Project Company, a non-wholly owned subsidiary of the Company, entered into the Framework Agreement with the JV Partner pursuant to which the Project Company may, from time to time, during a term of not more than three financial years ending 31 December 2014 and at its sole discretion, invite the JV Partner to tender, and subject to successful tender, award construction contract(s) to the JV Partner to engage the JV Partner as a construction contractor in respect of the construction works relating to the Project.

The JV Partner is a substantial shareholder of the Project Company, and accordingly is a connected person of the Company. As certain applicable percentage ratios in respect of the Framework Agreement calculated with reference to the Annual Caps exceed 5%, the transactions contemplated under the Framework Agreement constitute continuing connected transactions for the Company and are subject to the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Framework Agreement and as such, the Framework Agreement may be approved by written Shareholders' approval in accordance with Rule 14A.43 of the Listing Rules. June Glory, which owns 2,071,095,506 Shares representing approximately 62.05% of the issued share capital of the Company as at the date of this announcement, has granted its written approval to the Company on 7 September 2012 for the entering into of the Framework Agreement as required under the Listing Rules. An application for a waiver of a Shareholders' meeting under Rule 14A.43 has been made to the Stock Exchange, and it is expected that no Shareholders' meeting will be convened to consider the Framework Agreement.

A circular containing, among other things, further particulars of the Framework Agreement and the views of the independent non-executive Directors of the Company and the independent financial adviser is expected to be despatched to the Shareholders on or before 28 September 2012.

THE FRAMEWORK AGREEMENT

Date

7 September 2012

Parties

- (1) the Project Company
- (2) the JV Partner

The Project Company is a 65%-owned subsidiary of the Company established in the PRC mainly for the purpose of developing the Project. The remaining 35% equity interest in the Project Company is currently owned by the JV Partner, which is principally engaged in project design, project contracting, project construction, civic project construction and real estate development. The Project Company will become a 80%-owned subsidiary of the Company after the Group has acquired a further 15% equity interest in the Project Company as contemplated in the announcement of the Company dated 10 August 2012.

Term

From 7 September 2012 to 31 December 2014

Subject matter

Pursuant to the Framework Agreement, the Project Company may, from time to time, during the term of the Framework Agreement and at its sole discretion, invite the JV Partner to tender, and subject to successful tender, award construction contract(s) to the JV Partner to engage the JV Partner as a construction contractor in respect of the construction works relating to the Project. The construction contract(s) so awarded will be subject to the terms of the relevant tender which shall be the same as those offered to independent third party contractors and on normal commercial terms.

Condition precedent

The Framework Agreement shall take effect upon the fulfillment of the independent Shareholders' approval requirement in accordance with Chapter 14A of the Listing Rules.

Annual Caps

The total contract sum of all construction contract(s) awarded to the JV Partner under the Framework Agreement shall not exceed the amounts set out below during each of the following periods:

Period	RMB
From 7 September 2012 to 31 December 2012	585,889,000 (approximately HK\$722,694,000)
From 1 January 2013 to 31 December 2013	433,818,000 (approximately HK\$535,115,000)
From 1 January 2014 to 31 December 2014	484,570,000 (approximately HK\$597,717,000)

The Annual Caps have been determined mainly with reference to (i) the expected contract values of existing and future construction works relating to the Project; and (ii) the expected tender award schedule for construction works relating to the Project for the period from 7 September 2012 to 31 December 2014.

The Project Company may or may not invite the JV Partner to tender for future construction works relating to the Project, or if the JV Partner is so invited, to award any such construction works to the JV Partner.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

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

The Project is located in Huizhou City, Guangdong Province in the PRC and is planned for residential development of high-rise and low-rise units. Construction of Sections 1 and 2 of Phase I of the Project are underway. The Project Company needs to engage construction contractors for construction works relating to the Project. The JV Partner has relevant experience in this regard and it has been awarded certain construction contracts relating to the Project previously. The Project Company may, subject to successful tender by the JV Partner, engage the JV Partner for the construction works relating to the Project from time to time. Since the engagement of the JV Partner constitutes connected transactions for the Company subject to the disclosure and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules, the Directors consider that it would be in the interests of the Company to enter into the Framework Agreement with the Project Company and comply with the relevant Listing Rules requirements for now so as to avoid any undue delay in future engagement of the JV Partner of its construction contractor service from time to time.

The Directors (other than the independent non-executive Directors who will provide their views after considering the advice of the independent financial adviser) consider that the Framework Agreement was entered into in the ordinary course of business of the Group and on normal commercial terms, and the terms and conditions therein (including the Annual Caps) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

The JV Partner is a substantial shareholder of the Project Company, and accordingly is a connected person of the Company. As certain applicable percentage ratios in respect of the Framework Agreement calculated with reference to the Annual Caps exceed 5%, the transactions contemplated under the Framework Agreement constitute continuing connected transactions for the Company and are subject to the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Framework Agreement and as such, the Framework Agreement may be approved by written Shareholders' approval in accordance with Rule 14A.43 of the Listing Rules. June Glory, which owns 2,071,095,506 Shares representing approximately 62.05% of the issued share capital of the Company as at the date of this announcement, has granted its written approval to the Company on 7 September 2012 for the entering into of the Framework Agreement as required under the Listing Rules. An application for a waiver of a Shareholders' meeting under Rule 14A.43 has been made to the Stock Exchange, and it is expected that no Shareholders' meeting will be convened to consider the Framework Agreement.

The Independent Board Committee, comprising all the independent non-executive Directors of the Company, has been formed to advise the independent Shareholders on the Transactions. An independent financial adviser will be appointed to advise the Independent Board Committee and the Shareholders on the Transactions.

A circular containing, among other things, further particulars of the Framework Agreement and the views of the independent non-executive Directors of the Company and the independent financial adviser is expected to be despatched to the Shareholders on or before 28 September 2012.

DEFINITIONS

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

“Annual Caps”	the proposed annual caps for the Transactions for the period from 7 September 2012 to 31 December 2012 and each of the two years ending 31 December 2014 as set out in the section headed “THE FRAMEWORK AGREEMENT - Annual Caps” in this announcement
“Board”	the board of Directors
“Company”	Minmetals Land Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person” and “substantial shareholder”	have the meanings as defined in the Listing Rules

“Director(s)”	directors (including independent non-executive Directors) of the Company
“Framework Agreement”	the framework agreement dated 7 September 2012 entered into between the Project Company and the JV Partner whereby the Project Company may, during the term of such agreement, engage the JV Partner as a construction contractor of the construction works relating to the Project, upon successful tender by the JV Partner for the relevant construction contract(s)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent board committee of the Company formed for the purpose of advising the independent Shareholders on the Transactions
“June Glory”	June Glory International Limited, a company incorporated in the British Virgin Islands with limited liability, and a controlling shareholder of the Company
“JV Partner”	深圳泛華工程集團有限公司 (Shenzhen Pan-China Engineering Co., Ltd.*), a company established in the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Project”	the real estate development project situated in Mai Tian Ling, Boluo County, Huizhou City, Guangdong Province in the PRC for residential development of low-rise and high-rise units
“Project Company”	博羅縣碧華房地產開發有限公司 (Boluo County Bihua Real Estate Development Company Limited*), a company established in the PRC and a non-wholly owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company

“Shareholder(s)”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transactions”	the transactions contemplated under the Framework Agreement
“%”	per cent.

For the purpose of illustration only and unless otherwise stated, conversion of RMB into Hong Kong dollars in this announcement is based on the exchange rate of RMB1.00 to HK\$1.2335. Such conversion should not be construed as a representation that any amount has been, could have been, or may be, exchanged at this or any other rate.

By order of the Board
He Jianbo
Managing Director

Hong Kong, 7 September 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*