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五礦建設有限公司* **MINMETALS LAND LIMITED**

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

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS IN RESPECT OF 2012 TO 2014

Appointment by the Group of a connected person
as construction material supplier subject to successful tender

Reference is made to the 2009 Circular in relation to the 2009 Transactions between the Company and Newglory. The 2009 Transactions involved in the engagement of Newglory as a supplier for the supply of Construction Materials in respect of the Group's existing and future real estate development projects and specialised construction projects, subject to successful tender. The agreement in respect of the 2009 Transactions for the period from 28 September 2009 to 31 December 2011 has expired.

The Company announces that, on 2 April 2012, the Company (as purchaser) and Newglory (as supplier) entered into the 2012 Agreement pursuant to which the Group may from time to time, for a term of not more than three financial years ending 31 December 2014, engage Newglory as a supplier for the supply of Construction Materials in respect of the Group's existing and future real estate development projects and specialised construction projects. Newglory shall only be engaged as a supplier upon its successful tender for material supply contract(s) initiated by the Group through competitive tendering procedures. In addition, the total contract sum of material supply contract(s) to be awarded by the Group to Newglory during each of the periods from 2 April 2012 to 31 December 2012, from 1 January 2013 to 31 December 2013 and from 1 January 2014 to 31 December 2014 shall not exceed the Annual Cap Amount.

Since Newglory is a subsidiary of China Minmetals and a fellow subsidiary of June Glory, being the controlling shareholder of the Company and an indirect wholly-owned subsidiary of China Minmetals, Newglory is a connected person of the Company under the Listing Rules.

Based on the applicable size tests performed with respect to the Annual Cap Amounts, certain applicable percentage ratios exceed 5%. As such, the Transactions constitute continuing connected transactions for the Company under Rule 14A.35 of the Listing Rules and are subject to the reporting and announcement requirements and also the approval of the Independent Shareholders in the SGM. June Glory (which held approximately 62% of the issued share capital of the Company as at the date of this announcement) and its associates will abstain from voting in the SGM.

The Independent Board Committee, comprising all of the independent non-executive Directors, has been formed by the Board to advise the Independent Shareholders in respect of the Transactions. An independent financial adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders with respect to the Transactions.

A circular containing information regarding, amongst other matters, the 2012 Agreement, the recommendations of the Independent Board Committee to the Independent Shareholders, the advice and recommendations of the independent financial adviser in connection with the Transactions and the notice of the SGM will be despatched to Shareholders on or before 26 April 2012.

BACKGROUND

On 28 September 2009, the Company entered into a conditional material supply contract with Newglory whereby the Group has engaged Newglory, subject to successful tender, as a supplier for the supply of Construction Materials in respect of the Group's existing and future real estate development projects and specialised construction projects, details of which are set out in the 2009 Circular. The agreement in respect of the 2009 Transactions for the period from 28 September 2009 to 31 December 2011 has expired.

The Company announces that, on 2 April 2012, the Company (as purchaser) and Newglory (as supplier) has entered into the 2012 Agreement pursuant to which the Group may from time to time, for a term of not more than three financial years ending 31 December 2014, engage Newglory as a supplier for the supply of Construction Materials in respect of the Group's existing and future real estate development projects and specialised construction projects.

THE 2012 AGREEMENT

Date: 2 April 2012

Parties: (i) Principal: the Company

(ii) Supplier: Newglory

Subject matter:	The Group may from time to time invite Newglory to tender for material supply contract(s) and, subject to successful tender, appoint Newglory as a supplier with respect to the supply of Construction Materials regarding the Group's existing and future real estate development projects and specialised construction projects.
Term of the agreement:	From 2 April 2012 up to and including 31 December 2014
Annual Cap Amounts:	For each of the periods from 2 April 2012 to 31 December 2012, from 1 January 2013 to 31 December 2013 and from 1 January 2014 to 31 December 2014, the annual maximum amount of material supply contract(s) to be awarded by the Group to Newglory shall not exceed the Annual Cap Amount.
Condition precedent:	The 2012 Agreement will not come into effect until such time as the Transactions have been approved by the Independent Shareholders in the SGM.

THE PROPOSED ANNUAL CAP AMOUNTS

The annual maximum amount of material

supply contract(s) to be awarded by the Group to Newglory	From 2 April 2012 to 31 December 2012	Financial year ending 31 December 2013	Financial year ending 31 December 2014
Proposal annual cap	RMB182.4 million (approximately HK\$225.0 million)	RMB210.0 million (approximately HK\$259.0 million)	RMB240.0 million (approximately HK\$296.0 million)

BASIS FOR DETERMINING THE ANNUAL CAP AMOUNTS

For the period from 28 September 2009 to 31 December 2011, the Group has engaged Newglory as a supplier for the Construction Materials used in the specialised construction projects of the Group. At present, the Group envisages that Newglory is likely to continue to be engaged as a supplier for the supply of Construction Materials used in the specialised construction projects of the Group.

As disclosed in the 2009 Circular, the historical annual caps of the 2009 Transactions for the three years ended 31 December 2011 were RMB80.5 million (approximately HK\$99.3 million), RMB120.0 million (approximately HK\$148.0 million) and RMB150.0 million (approximately HK\$185.0 million), respectively.

For the three years ended 31 December 2011, the Group's material supply contracts awarded to Newglory amounted to approximately RMB50.9 million (approximately HK\$62.8 million), RMB61.9 million (approximately HK\$76.4 million) and RMB144.7 million (approximately HK\$178.5 million), respectively.

The proposed Annual Cap Amount set by the Group for the period from 2 April 2012 to 31 December 2012 is made by reference to the estimated amount of Construction Materials that would be purchased by the Group during the said period with respect to certain anticipated curtain wall construction and/or roofing construction contracts. In anticipation of an annual growth rate of approximately 15% of the Group's revenue from its curtain wall operations for the years 2013 and 2014, the Group proposes to apply an annual growth rate of 15% on the annual cap amount for the Transactions for the financial years ending 31 December 2013 and 2014, and set the Annual Cap Amounts at RMB210.0 million (approximately HK\$259.0 million) and RMB240.0 million (approximately HK\$296.0 million) respectively for the financial years ending 31 December 2013 and 2014.

The Shareholders should note that the Annual Cap Amounts represent the best estimates by the Group based on the information currently available. The Annual Cap Amounts have no direct relationship to, nor should be taken to have any direct bearing on, the Group's financial or potential financial performance. The Group may or may not appoint Newglory as a supplier in future, or if appointed, to award contract sums up to the level of the respective Annual Cap Amounts.

FURTHER INFORMATION ON THE APPOINTMENT BY THE GROUP OF NEWGLORY AS A SUPPLIER

Newglory shall only be engaged as a supplier to the Group upon its successful tender for material supply contract(s) initiated by the Group through competitive tendering procedures. The competitive tendering procedures for awarding material supply contract shall be conducted in accordance with the applicable and prevailing government regulations, laws and measures at the locations where the subject construction projects are to be undertaken.

In the event that Newglory participates in the tendering for a material supply contract initiated by the Group and there are no applicable rules and regulations requiring the Group to set up an independent tender evaluation committee or equivalent body to evaluate and recommend the successful tenderer, the Group would be directly involved in the tender evaluation part of the tender process. In such case, the Group shall evaluate the tenders using the lowest bid method, that is, to award the tender to the qualified tenderer with the lowest tender sum.

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. As specialised construction and real estate development are the core businesses of the Group, the Group expects in the coming years that it will actively invite tenders for material supply contracts relating to its curtain wall and real estate development operations. Given the credentials and relevant track record of Newglory in the construction material trading business and based on the working relationship with Newglory since 2009, Newglory is considered by the Group as a suitable candidate and capable of tendering for material supply contracts in respect of the Group's real estate development projects and curtain wall construction projects. The main purpose of the Transactions therefore is to avoid undue delay in the progress of relevant construction projects which will otherwise have to seek the approval of Independent Shareholders in a special general meeting on each specific instance.

The Directors (other than the independent non-executive Directors whose view will be formed after taking into account the advice of the independent financial adviser) believe that the Transactions and the terms of the 2012 Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole as long as relevant material supply contracts to be awarded to Newglory are to be awarded through competitive tendering procedures and in the manner described above. No Director has a material interest in the Transactions nor is required to abstain from voting on the board resolution approving the Transactions.

INFORMATION ON NEWGLORY

Newglory is classified as an "Enterprise Grade II" (二級企業) in the PRC and is wholly owned by China Minmetals through its wholly-owned subsidiary, Minmetals HK. Since Newglory is a subsidiary of China Minmetals and a fellow subsidiary of June Glory, being the controlling shareholder of the Company and an indirect wholly-owned subsidiary of China Minmetals, Newglory is a connected person of the Company.

Established in 2004 in Beijing, the PRC, as a wholly foreign owned enterprise, Newglory is the operating company of Minmetals HK principally engaged in agency, trading and trading-related businesses in the PRC with respect to industries including, inter alia, steel construction structures and roofing systems, environmental protection, and oil and gas transportation. According to Newglory, it and its associated companies have involved in the supply of roofing and curtain wall components for a number of prominent construction projects in the PRC, including the National Indoor Stadium (國家體育館).

LISTING RULES IMPLICATIONS

As certain applicable percentage ratios calculated with reference to the Annual Cap Amounts for the financial years ending 31 December 2012, 2013 and 2014 exceed 5%, the Transactions constitute continuing connected transactions for the Company under Rule 14A.35 of the Listing Rules and are subject to the reporting and announcement requirements and also the approval of the Independent Shareholders in the SGM. June Glory (which held approximately 62% of the issued share capital of the Company as at the date of this announcement) and its associates will abstain from voting in the SGM.

GENERAL

The Independent Board Committee, comprising all of the independent non-executive Directors, has been formed by the Board to advise the Independent Shareholders with respect to the Transactions. An independent financial adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Transactions.

A circular containing information regarding, amongst other matters, the 2012 Agreement, the recommendations of the Independent Board Committee to the Independent Shareholders, the advice and recommendation of the independent financial adviser in connection with the Transactions and the notice of the SGM will be despatched to Shareholders on or before 26 April 2012.

DEFINITIONS

“2009 Circular”	the circular dated 19 October 2009 issued by the Company in respect of the 2009 Transactions;
“2009 Transactions”	the continuing connected transactions entered into between the Group and Newglory in connection with the engagement of Newglory as a supplier (subject to successful tender) for the supply of Construction Materials in respect of the Group’s existing and future real estate development projects and specialised construction projects for the three financial years ended 31 December 2011;
“2012 Agreement”	the agreement that was entered into between the Company and Newglory on 2 April 2012 for the conditional appointment of Newglory as a supplier upon its successful tender for material supply contract(s) for Construction Materials for the three financial years ending 31 December 2014;

“Annual Cap Amount(s)”	the maximum value of material supply contract(s) to be awarded by the Group to Newglory under the 2012 Agreement for each of the periods from 2 April 2012 to 31 December 2012, from 1 January 2013 to 31 December 2013 and from 1 January 2014 to 31 December 2014;
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“China Minmetals”	中國五礦集團公司 (China Minmetals Corporation), a State-owned enterprise in the PRC, which owns 100% equity interest in Minmetals HK which in turn owns the entire equity interest in June Glory, the controlling shareholder of the Company;
“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(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Construction Materials”	the major construction materials and components in respect of property and construction projects, including but not limited to roofing systems and curtain wall systems, insulating materials, glass products, aluminium profiles, steel frames, and such other construction materials as appropriate, and including on-site fabrication if so required;
“controlling shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Independent Board Committee”	the Independent Board Committee, comprising all of the independent non-executive Directors, which has been formed by the Board to advise the Independent Shareholders in respect of the Transactions;
“Independent Shareholder(s)”	Shareholder(s) other than June Glory and its associates, and excluding any Shareholder who has a material interest in the Transactions;

“June Glory”	June Glory International Limited, a company incorporated in the British Virgin Islands with limited liability, and a wholly-owned subsidiary of Minmetals HK, and is the controlling shareholder of the Company holding approximately 62% of the issued share capital of the Company as at the date of this announcement;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“Minmetals HK”	China Minmetals H.K. (Holdings) Limited, a company incorporated in Hong Kong with limited liability, the controlling shareholder of the Company;
“Newglory”	Newglory International Limited (新榮國際商貿有限責任公司), an enterprise established under the laws of the PRC with limited liability, is an indirect wholly-owned subsidiary of China Minmetals;
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan for the purpose of this announcement;
“SGM”	a special general meeting of the Company to be convened to approve the Transactions;
“Share(s)”	Share(s) of par value of HK\$0.10 each in the issued share capital of the Company;
“Shareholder(s)”	holders of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Transactions”	the entering into of the 2012 Agreement on 2 April 2012 and the transactions contemplated thereunder;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“RMB”	Renminbi, the lawful currency of the PRC; and
“%”	percentage.

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\$1.2335. 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

Managing Director

Hong Kong, 2 April 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*