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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

Provision of property management services

The Board announces that Yingkou Minmetals Grace Home entered into the Management Service Agreements with Industrial Park Property Co and Industrial Park Development Co for the provision of property management services to Real Estate Property and Industrial Property on 31 August 2011 and 16 January 2012, respectively.

Industrial Park Property Co is a wholly-owned subsidiary of Industrial Park Development Co which in turn 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% of the issued share capital of the Company as at the date of this announcement. Accordingly, Industrial Park Property Co and Industrial Park Development Co are connected persons of the Company and the Transactions constitute continuing connected transactions for the Company.

Based on the applicable size tests performed with respect to the aggregate sum under Management Service Agreement I, each of the relevant percentage ratios are less than 0.1%. Pursuant to Rule 14A.33(3) of the Listing Rules, the transaction contemplated thereunder is exempt from the reporting, announcement and independent shareholders' approval requirements.

Based on the applicable size tests performed with respect to the aggregate sum under Management Service Agreement I and the annual fee under Management Service Agreement II, each of the relevant percentage ratios are less than 5%. Pursuant to Rule 14A.34(1) of the Listing Rules, the Transactions are subject to the reporting and announcement requirements and are exempt from the independent shareholders' approval requirement.

MANAGEMENT SERVICE AGREEMENT I

The principal terms of Management Service Agreement I are as follows:

- Date : 31 August 2011
- Parties : (i) Industrial Park Property Co; and
(ii) Yingkou Minmetals Grace Home
- Subject matter : the provision of property management service by Yingkou Minmetals Grace Home to Real Estate Property of a gross floor area of approximately 344.36 square metres
- Period : 1 year commencing from 1 September 2011 to 31 August 2012 (both dates inclusive)
- Fees : (i) set up fee of the sales office of RMB73,475.00 (approximately HK\$90,631.55), payable in cash in one lump sum
- (ii) annual management fee of RMB838,917.26 (approximately HK\$1,034,806.04), payable in cash per calendar month in the following manner:
- RMB59,936.86 (approximately HK\$73,932.23) for September 2011
 - RMB70,816.40 (approximately HK\$87,352.16) for October 2011 to August 2012

The annual cap for the fees payable by Industrial Park Property Co in respect of Management Service Agreement I for 2011 and 2012 shall not exceed RMB345,861.06 (approximately HK\$426,620.28) and RMB566,531.20 (approximately HK\$698,817.32) respectively.

The terms of Management Service Agreement I have been agreed by the parties after arm's length negotiation and are on normal commercial terms. The management service fees have been determined with reference to the service as stipulated in Management Service Agreement I.

MANAGEMENT SERVICE AGREEMENT II

The principal terms of Management Service Agreement II are as follows:

- Date : 16 January 2012
- Parties : (i) Industrial Park Development Co; and
(ii) Yingkou Minmetals Grace Home
- Subject matter : the provision of property management service by Yingkou Minmetals Grace Home to Industrial Property of a gross floor area of approximately 18,905.9 square metres

Period : 2 years commencing from 1 January 2012 to 31 December 2013 (both dates inclusive)

Fee : annual management fee of RMB761,160.00 (approximately HK\$938,892.32) payable in cash every half yearly

The annual cap for the fee payable by Industrial Park Development Co in respect of Management Service Agreement II shall not exceed RMB761,160.00 (approximately HK\$938,892.32).

The terms of Management Service Agreement II have been agreed by the parties after arm's length negotiation and are on normal commercial terms. The fee has been determined with reference to the service as stipulated in Management Service Agreement II.

REASONS FOR ENTERING INTO THE MANAGEMENT SERVICE AGREEMENTS

Industrial Park Development Co and Industrial Park Property Co would need to engage property management service to its properties as well as the sales office in Yingkou. The Directors (including independent non-executive Directors) consider that the terms of the Management Service Agreements 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 Transactions nor is required to abstain from voting on the board resolution approving the Transactions.

INFORMATION ON THE GROUP, YINGKOU MINMETALS GRACE HOME, INDUSTRIAL PARK PROPERTY CO AND INDUSTRIAL PARK DEVELOPMENT CO

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

Yingkou Minmetals Grace Home is a wholly-owned subsidiary of the Company and is principally engaged in property management service in Yingkou.

Industrial Park Property Co and Industrial Park Development Co are wholly-owned subsidiaries of China Minmetals. Industrial Park Development Co is principally engaged in the development and operation of Yingkou Industrial Park (營口產業園) and Industrial Park Property Co is principally engaged in the property development in Yingkou.

LISTING RULES IMPLICATIONS

Industrial Park Property Co is a wholly-owned subsidiary of Industrial Park Development Co which in turn 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% of the issued share capital of the Company as at the date of this announcement. Accordingly, Industrial Park Property Co and Industrial

Park Development Co are connected persons of the Company and the Transactions constitute continuing connected transactions for the Company.

Based on the applicable size tests performed with respect to the aggregate sum under Management Service Agreement I, each of the relevant percentage ratios are less than 0.1%. Pursuant to Rule 14A.33(3) of the Listing Rules, the transaction contemplated thereunder is exempt from the reporting, announcement and independent shareholders' approval requirements.

Based on the applicable size tests performed with respect to the aggregate sum under Management Service Agreement I and the annual fee under Management Service Agreement II, each of the relevant percentage ratios are less than 5%. Pursuant to Rule 14A.34(1) of the Listing Rules, the Transactions are subject to the reporting and announcement requirements and are exempt from the independent shareholders' approval requirement.

Pursuant to Rule 14A.46 of the Listing Rules, details of the Management Service Agreements will be included in the subsequently 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 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.

DEFINITIONS

“Board”	the board of Directors;
“China Minmetals”	China Minmetals Corporation, a State-owned enterprises incorporated under the laws of the People’s Republic of China and the ultimate controlling shareholder of the Company which is indirectly interested in approximately 62% 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;
“Group”	the Company and its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Industrial Park Development Co”	Minmetals (Yingkou) Industrial Park Development Co., Ltd. (五礦(營口)產業園發展有限公司), a company incorporated under the laws of the People’s Republic of China and a wholly-owned subsidiary of China Minmetals;
“Industrial Park Property Co”	Minmetals (Yingkou) Industrial Park Real Estate Development Co., Ltd. (五礦(營口)產業園房地產開發有限公司), a company incorporated under the laws of the People’s Republic of China and a wholly-owned subsidiary of Industrial Park Development Co;
“Industrial Property”	Phase I of Minmetals (Yingkou) Industrial Park Binhai Industrial Zone 五礦(營口)產業園濱海工業坊一期, an industrial development project undertaken by Industrial Park Development Co, situated in Yingkou, Liaoning Province, the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Management Service Agreement I”	the property management service agreement entered into between Yingkou Minmetals Grace Home and Industrial Park Property Co on 31 August 2011;
“Management Service Agreement II”	the property management service agreement entered into between Yingkou Minmetals Grace Home and Industrial Park Development Co on 16 January 2012;
“Management Service Agreements”	Management Service Agreement I and Management Service Agreement II;
“Real Estate Property”	sales office of Platinva Coastal (五礦·鉑海岸), a real estate development project undertaken by Industrial Park Property Co, situated in Yingkou, Liaoning Province, the People’s Republic of China;
“Transactions”	the provision of property management services by Yingkou Minmetals Grace Home as contemplated under the Management Service Agreements;

“Yingkou Minmetals Grace Home” Yingkou Minmetals Grace Home Property Management Co., Ltd. (營口五礦悅居物業管理有限公司), a company incorporated under the laws of the People’s Republic of China and a wholly-owned subsidiary of the Company; and

“%” per cent.

For the purpose of illustration only, conversion of Renminbi into Hong Kong dollars in this announcement is based on the exchange rate of RMB0.8107 to HK\$1.00. 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, 16 January 2012

**For identification purpose only*