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五礦建設有限公司*
MINMETALS LAND LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 230)

GENERAL DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules in respect of the HK\$5,000,000,000 term loan facility agreement dated 24 May 2011 entered into by ONFEM Finance Limited, a wholly-owned subsidiary of the Company, with certain banks. The Facility Agreement imposes a minimum shareholding requirement on the controlling shareholder of the Company.

This announcement is made by Minmetals Land Limited (the “Company”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

ONFEM Finance Limited, a wholly-owned subsidiary of the Company, as borrower, the Company and Minmetals Land Investments Limited, a wholly-owned subsidiary of the Company, as guarantors and certain banks as lenders (the “Lenders”) have on 24 May 2011 entered into a term loan facility agreement (the “Facility Agreement”) for a 4-year term loan facility (the “Loan Facility”) in the principal amount of HK\$5,000,000,000.

Pursuant to the Facility Agreement, China Minmetals Corporation (“CMC”), the controlling shareholder of the Company, shall be the legal and beneficial owner of not less than 31% of the issued share capital of the Company as well as the single largest shareholder of the Company and has control over the management of the Company. A breach of any of the aforesaid conditions would constitute an event of default and the Lenders may:

- (a) cancel all commitments under the Facility Agreement whereupon they shall immediately be cancelled; and/or
- (b) demand that all or part of the loans, together with accrued interest, and all other amounts accrued under the Loan Facility be immediately due and payable, whereupon they shall become immediately due and payable; and/or
- (c) demand that all or part of the loans be payable on demand, whereupon they shall immediately become payable on demand by the Lenders.

As at the date of this announcement, CMC holds approximately 61.91% of the issued share capital of the Company.

The Company will make continuing disclosure pursuant to Rule 13.21 of the Listing Rules.

By order of the Board

He Jianbo

Managing Director

Hong Kong, 24 May 2011

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*