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五礦建設有限公司*
MINMETALS LAND LIMITED

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

FURTHER ANNOUNCEMENT ON
CO-OPERATION AGREEMENT INVOLVING A MAJOR TRANSACTION
ANNOUNCEMENT ON EXEMPT CONNECTED TRANSACTION
FINALISATION OF TERMS OF JOINT VENTURE

Reference is made to the Announcements and the Circular issued by the Company on 8, 13 and 29 January 2010, and 12 March 2010 respectively relating to, among other things, the entering into of the Co-operation Agreement, which involves the formation of the Joint Venture by the Company and the JV Partner. The terms of the Joint Venture were then still in discussion, but the Company and the JV Partner have set up the two JV Companies that may be used for operating the Joint Venture, one of which is held as to 51% by the Company and the other as to 49% by the Company.

The Board is pleased to announce that Hanten, a wholly-owned subsidiary of the Company, has on 21 June 2010 entered into the Joint Venture Agreements with the JV Partner on the finalised terms of the Joint Venture in line with the fundamental principle underlying the Transaction under the Co-operation Agreement. The JV Companies will be used as the vehicles for operating the Joint Venture, and the Company's interest in each of the JV Companies will change to 50% (i.e. the "Change").

The JV Partner is the substantial shareholder of one of the JV Companies which is held as to 51% by the Company. The JV Partner is a connected person of the Company and transactions between the Group and the JV Partner constitute connected transactions for the Company. The Joint Venture Agreements were entered into on terms as anticipated under the Co-operation Agreement and as disclosed in the Announcements and the Circular issued by the Company on the Co-operation Agreement. The Co-operation Agreement has been approved by written approval of June Glory, then holder of approximately 53.61% of the issued share capital of the Company in accordance with Rule 14.44 of the Listing Rules on 6 January 2010.

The Change constitutes an acquisition of interest and a disposal of interest by the Company in the JV Companies. As no additional consideration will be made by the Company outside the Consideration anticipated under the terms of the Co-operation Agreement, both the Joint Venture Agreements and the Change constitute connected transactions for the Company, but are exempt from the reporting, announcement and shareholders' approval requirements under Rule 14A.31(9) of the Listing Rules. No further shareholders' approval in relation to the Joint Venture Agreements will be sought. The purpose of this Announcement is to provide further information on the finalised terms of the Joint Venture.

INTRODUCTION

Reference is made to the Announcements and the Circular issued by the Company on 8, 13 and 29 January 2010, and 12 March 2010 respectively relating to, among other things, the entering into of the Co-operation Agreement, which involves the formation of the Joint Venture by the Company and the JV Partner. The terms of the Joint Venture were then still in discussion. The Board is pleased to announce that Hanten, a wholly-owned subsidiary of the Company, has on 21 June 2010 entered into the Joint Venture Agreements with the JV Partner on the finalised terms of the Joint Venture in line with the fundamental principle underlying the Transaction under the Co-operation Agreement.

Unless the context otherwise requires, terms used in this announcement shall have the same meanings as defined in the Circular.

BACKGROUND — CO-OPERATION AGREEMENT

As disclosed in the Announcements and the Circular, the Co-operation Agreement involves the establishment of the Joint Venture, a 50:50 co-operation arrangement between the Company and the JV Partner with the Consideration ranging from RMB266.40 million (equivalent to approximately HK\$302.87 million) and RMB5,209 million (equivalent to approximately HK\$5,922.11 million) to be satisfied in stages. The Company and the JV Partner have initially set up two consultancy companies, one of which Langfang Wuyuan Kesheng Corporate Management Limited (廊坊五園科勝企業管理有限公司) (“**JV Co A**”) is held as to 51% and the other Langfang Wanheng Kuangshi Investment Management Limited (廊坊萬恒曠世投資管理有限公司) (“**JV Co B**”) is held as to 49% by the Company and as to the remaining balance by the JV Partner (collectively, the “**JV Companies**”). At the time of the Circular, the Company had no specific intention in relation to these two JV Companies but may consider using them as the operating vehicles for operating the Joint Venture. The JV Companies have an initial capital of US\$20 million each (equivalent to approximately HK\$156 million). Neither of them has commenced operation.

Pursuant to the terms of the Joint Venture Agreements:

1. The JV Companies will be used for the sole purpose of operating the Joint Venture. Langfang Wuyuan Kesheng Corporate Management Limited (廊坊五園科勝企業管理有限公司), i.e. JV Co A, has obtained approval to be renamed Langfang Kuangshi Jiye Property Development Co., Limited (廊坊曠世基業房地產開發有限公司) and

Langfang Wanheng Kuangshi Investment Management Limited (廊坊萬恒曠世投資管理有限公司), i.e. JV Co B, has obtained approval to be renamed Langfang Wanheng Shengye Property Development Co., Limited (廊坊萬恒盛業房地產開發有限公司).

2. The registered capital of each of the JV Companies will change from US\$20 million (equivalent to approximately HK\$156 million) to US\$50 million (equivalent to approximately HK\$390 million) and will remain within the range of the Consideration contemplated under the Co-operation Agreement.
3. The Company and the JV Partner will contribute to the registered capital of the JV Companies in such proportions so that the Company's interests in each of the JV Companies will be changed from 51% and 49% respectively to 50% and the JV Partner will hold and contribute to the remaining 50%. The Joint Venture constituted by these two JV Companies will become a 50:50 arrangement as anticipated under the Co-operation Agreement.
4. JV Co A will remain to be accounted for as a subsidiary of the Company, and JV Co B will remain to be accounted for as an associate of the Company as disclosed in the Circular.

TERMS OF THE JOINT VENTURE AGREEMENTS

Date

21 June 2010

Parties

1. Hanten; and
2. the JV Partner.

Business scope

The scope of business of the JV Companies includes property development and construction of related infrastructure, sale and leasing of property units, investment consultancy services, corporate management services, corporate image design and sale and marketing strategy planning.

Registered capital

The registered capital of each of the JV Companies is US\$50 million (equivalent to approximately HK\$390 million). The Company and the JV Partner will bear and contribute to this total registered capital of the JV Companies in the proportion of 50:50 by way of capital injection. The Company expects to contribute to the registered capital of these two JV Companies within 2010 out of internal resources.

Board composition

The board of directors of each of JV Co A and JV Co B will consist of five members. The Company shall nominate three directors to JV Co A and two directors to JV Co B, and the remaining directors will be nominated by the JV Partner.

Profit-sharing

The Company and the JV Partner will share the profits and bear the losses of the JV Companies on a 50:50 basis.

Restrictions on transfer of interest

Transfer of interest in the JV Companies by a party to the Joint Venture Agreements to a third party is subject to the pre-emptive right of the other party to the Joint Venture Agreements, and the terms of transfer offered to the third party shall not be more favourable than those offered to the other party to the Joint Venture Agreements.

Term of the JV Companies

Each of the JV Companies shall have a term of operation of thirty years.

REASONS FOR FORMING THE JOINT VENTURE

The Joint Venture Agreements were entered into pursuant to and as anticipated under the Co-operation Agreement as a further step to bring the Transaction contemplated under the Co-operation Agreement into fruition, namely, the preparation of the Land for delivery to the Company and the JV Partner as Joint Partners for development, involving a Consideration ranging from RMB266.40 million (equivalent to approximately HK\$302.87 million) to RMB5,209 million (equivalent to approximately HK\$5,922.11 million). The terms are in line with the fundamental principle underlying the Transaction under the Co-operation Agreement.

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

The JV Partner is engaged in real estate business and is a wholly-owned subsidiary of a company engaged in real estate business, whose shares are listed on the Shenzhen Stock Exchange. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, other than the JV Partner's interest in the JV Companies, the JV Partner and its ultimate beneficial owner are as at the date of this announcement independent parties of the Company and its connected persons.

The Directors believe that given the size of the Land and the branding and expertise of the JV Partner, it is in the interest of the Group to participate in the development of the Land by way of the Joint Venture with the JV Partner. The Directors consider that the Joint Venture Agreements have been entered into on normal commercial terms, and the terms and conditions of such agreements are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The JV Partner is a substantial shareholder of JV Co A, which will be accounted for as a subsidiary of the Company, the JV Partner is a connected person of the Company and transactions between the Group and the JV Partner constitute connected transactions for the Company.

The Joint Venture Agreements were entered into on terms as anticipated under the Co-operation Agreement and as disclosed in the Announcements and the Circular issued by the Company on the Co-operation Agreement. The Co-operation Agreement has been approved by written approval of June Glory, then holder of approximately 53.61% of the issued share capital of the Company in accordance with Rule 14.44 of the Listing Rules on 6 January 2010.

The Change constitutes an acquisition of interest and a disposal of interest by the Company in the JV Companies. As no additional consideration will be made by the Company outside the Consideration anticipated under the terms of Co-operation Agreement, both the Joint Venture Agreements and the Change constitute connected transactions for the Company, but are exempt from reporting, announcement and shareholders' approval requirement under Rule 14A.31(9) of the Listing Rules. No further shareholders' approval in relation to the Joint Venture Agreements will be sought. The purpose of this Announcement is to provide further information on the finalised terms of the Joint Venture.

DEFINITIONS

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

“Change”	the change of the Company's interest in JV Co A from 51% to 50%, and in JV Co B from 49% to 50% as set out in the section headed “BACKGROUND — CO-OPERATION AGREEMENT”;
“Circular”	the circular issued by the Company in connection with the Transaction on 12 March 2010;
“Hanten”	Hanten Investment Limited, a company incorporated in Hong Kong with limited liabilities and an indirect wholly-owned subsidiary of the Company;
“Joint Venture Agreements”	the joint venture agreements dated 21 June 2010 entered into between Hanten and the JV Partner in relation to the formation of the Joint Venture;

“JV Co A”	Langfang Wuyuan Kesheng Corporate Management Limited (廊坊五園科勝企業管理有限公司), which has obtained approval to be renamed Langfang Kuangshi Jiye Property Development Co., Limited (廊坊曠世基業房地產開發有限公司), a company incorporated in the PRC and accounted for as a non-wholly owned subsidiary of the Company;
“JV Co B”	Langfang Wanheng Kuangshi Investment Management Limited (廊坊萬恒曠世投資管理有限公司), which has obtained approval to be renamed Langfang Wanheng Shengye Property Development Co., Limited (廊坊萬恒盛業房地產開發有限公司), a company incorporated in the PRC and accounted for as an associate of the Company;
“JV Companies”	collectively, JV Co A and JV Co B; and
“US\$”	United States dollars, the lawful currency of the United States of America.

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\$1.1369, and conversion of United States dollars into Hong Kong dollars in this announcement is based on the exchange rate of US\$1.00 to HK\$7.8. Such conversions should not be construed as a representation that any amount has been, could have been, or may be, exchanged at these or any other rates.

By order of the Board
He Jianbo
Managing Director

Hong Kong, 21 June 2010

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*