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五礦建設有限公司*
MINMETALS LAND LIMITED

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

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders of Minmetals Land Limited (the “Company”) will be held at Garden Rooms, 2nd Floor, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 1 September 2009 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:-

ORDINARY RESOLUTIONS

1. “THAT

- (a) the Acquisition Agreement together with the First Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement (all as defined and described in the supplemental circular of the Company dated 12 August 2009 and a copy set of which have been produced to this meeting marked “A” and signed by the Chairman of this meeting (this “Meeting”) for the purpose of identification) (the “Acquisition Agreement”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any of the directors of the Company (“the Directors”) be and is/are hereby authorised to do all other acts and things and execute all documents which he/they consider(s) necessary, desirable or expedient for the implementation of and giving effect to the Acquisition Agreement and the transactions contemplated thereunder with any changes as such Director(s) may consider necessary, desirable and expedient;

- (c) subject to the passing of the ordinary resolution no. 2 below, the allotment and issue of such number of ordinary shares at par value of HK\$0.10 each in the share capital of the Company (“the Consideration Shares”) as to be determined in accordance with the terms of the Acquisition Agreement credited as fully paid up to Mountain Trend Global Limited or such person(s) as it may direct pursuant to and in accordance with the Acquisition Agreement be and are hereby approved; and
- (d) any of the Directors be and is/are hereby authorised to allot and issue Consideration Shares as contemplated under ordinary resolution no.1(c) above and to take all steps necessary, desirable or expedient in his/their opinion to implement and/or give and/or give effect to the allotment and issue of such shares.”

2. “THAT

- (a) the authorised share capital of the Company be and is hereby increased from HK\$200,000,000 divided into 2,000,000,000 ordinary shares of par value of HK\$0.10 each (the “Ordinary Shares”) to HK\$1,000,000,000 divided into 10,000,000,000 Ordinary Shares by the creation of an additional 8,000,000,000 Ordinary Shares (“the Proposed Increase in Authorised Share Capital”); and
- (b) any one of the Directors be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Proposed Increase in Authorised Share Capital.”

3. “THAT

- (a) the general mandate granted to the directors to exercise the power to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, as approved by the shareholders of the Company at the annual general meeting of the Company held on 26 May 2009 be and is hereby revoked (but without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
- (b) subject to paragraph (d) below, the exercise by the directors during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (c) the approval in paragraph (b) above shall authorise the directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (d) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors pursuant to the approval in paragraphs (b) and (c) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (e) below) or (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company, shall not exceed the aggregate of (aa) 20% of the total nominal amount of the share capital of the Company in issue on the date of the passing of this resolution plus (bb) (if the directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of such resolution (up to a maximum amount equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution) and the said approval to the directors in paragraphs (b) and (c) above shall be limited accordingly; and
- (e) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares or other securities open for a period fixed by the directors to the shareholders on the register on a fixed record date in proportion to their shareholdings as at that date (subject to such

exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any recognised regulatory body or any stock exchange).”

4. “THAT

- (a) the general mandate granted to the directors to exercise the power to repurchase its own shares, as approved by the shareholders of the Company at the annual general meeting of the Company held on 26 May 2009 be and is hereby revoked (but without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
- (b) subject to paragraph (d) below, the exercise by the directors during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to repurchase its own shares (including redeemable shares) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or the listing rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) above shall authorise the directors during the Relevant Period to procure the Company to repurchase its own shares at a price determined by the directors;
- (d) the aggregate nominal amount of share capital repurchased by the Company pursuant to paragraph (b) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the said approval to the directors in paragraphs (b) and (c) above shall be limited accordingly;
- (e) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.”

5. “THAT conditional upon the passing of ordinary resolutions nos. 3 and 4 above, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in ordinary resolution no. 4 above shall be added to the aggregate nominal amount of share capital that may be allotted by the directors pursuant to ordinary resolution no. 3 above, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

By order of the Board of
Minmetals Land Limited
He Jianbo
Managing Director

Hong Kong, 12 August 2009

Notes:

1. A member entitled to attend and vote at the abovementioned meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 18th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment thereof should they so wish.
3. The register of members of the Company will be closed from Thursday, 27 August 2009 to Tuesday, 1 September 2009, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the abovementioned meeting, all share certificates with completed transfer forms must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 26 August 2009.
4. The votes at the abovementioned meeting will be taken by poll.

As at the date of this announcement, the board of directors of the Company comprises nine directors, namely Mr. Sun Xiaomin as the Chairman and a non-executive director, Mr. Qian Wenchao, Mr. He Jianbo, Mr. Yin Liang, Mr. Yan Xichuan and Ms. He Xiaoli as 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*