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五礦地產有限公司
MINMETALS LAND LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 230)

VOLUNTARY ANNOUNCEMENT

**CHANGE IN SHAREHOLDING STRUCTURE
OF CONTROLLING SHAREHOLDER**

This is a voluntary announcement made by Minmetals Land Limited (the “Company”).

The Company has been notified by Minmetals HK of a change in the shareholding structure for CMCL's interest in the Company. Minmetals HK was formerly a direct wholly-owned subsidiary of CMCL and the holding company of June Glory which in turn holds approximately 61.93% of the issued share capital of the Company as at the date of this announcement.

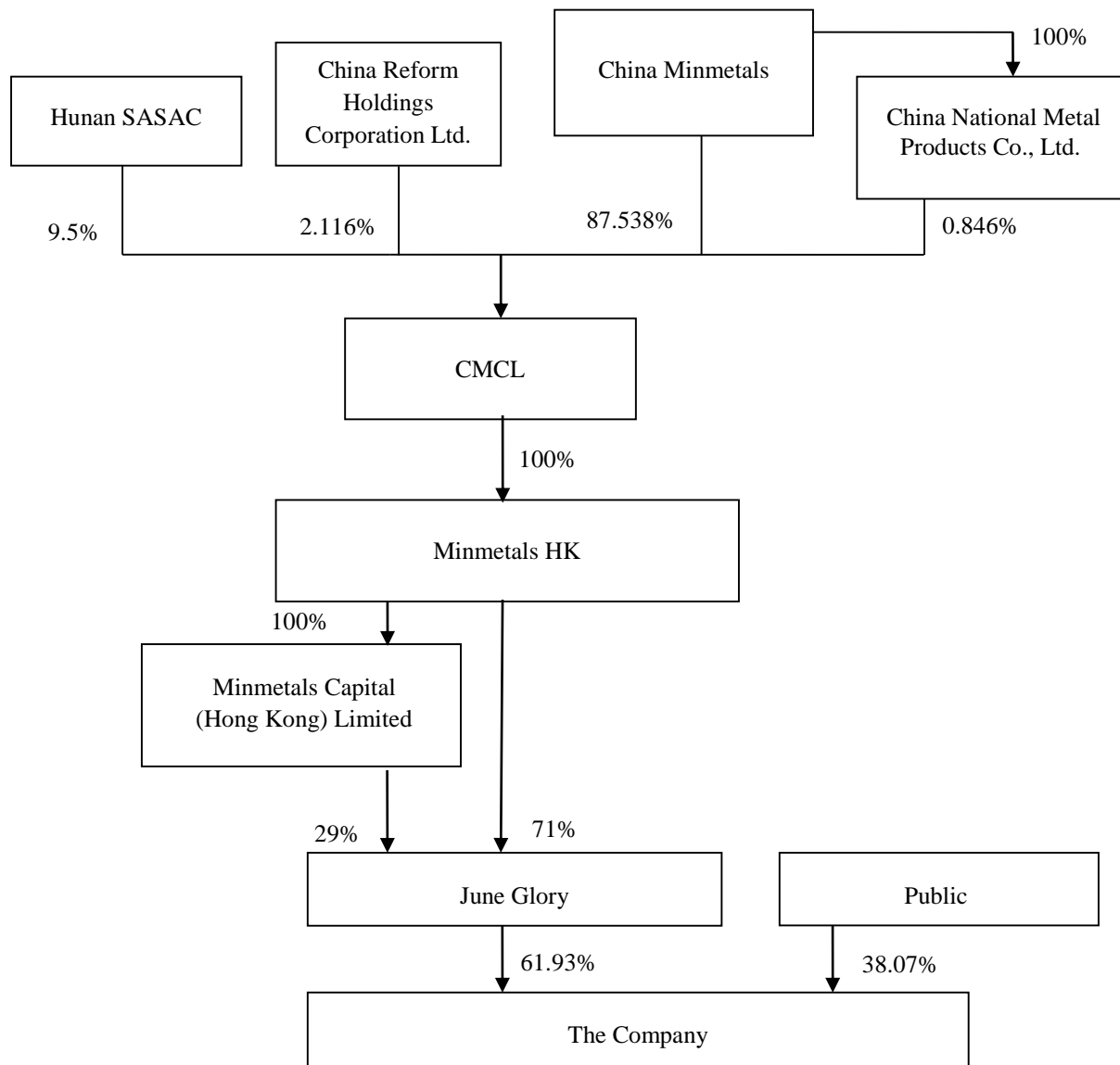
Pursuant to part of an internal restructuring of Minmetals HK, Album Enterprises and Top Create, two indirect wholly-owned subsidiaries of CMCL held through CMN, together have acquired control of more than 50% equity interest in Minmetals HK. As a result, Minmetals HK is now owned by CMCL, Album Enterprises and Top Create as to approximately 39.04%, 38.95% and 22.01% respectively.

China Minmetals, being the holder of approximately 88.4% equity interests in CMCL, remains as the ultimate controlling shareholder of the Company, holding approximately 61.93% of the Company's issued share capital as at the date of this announcement.

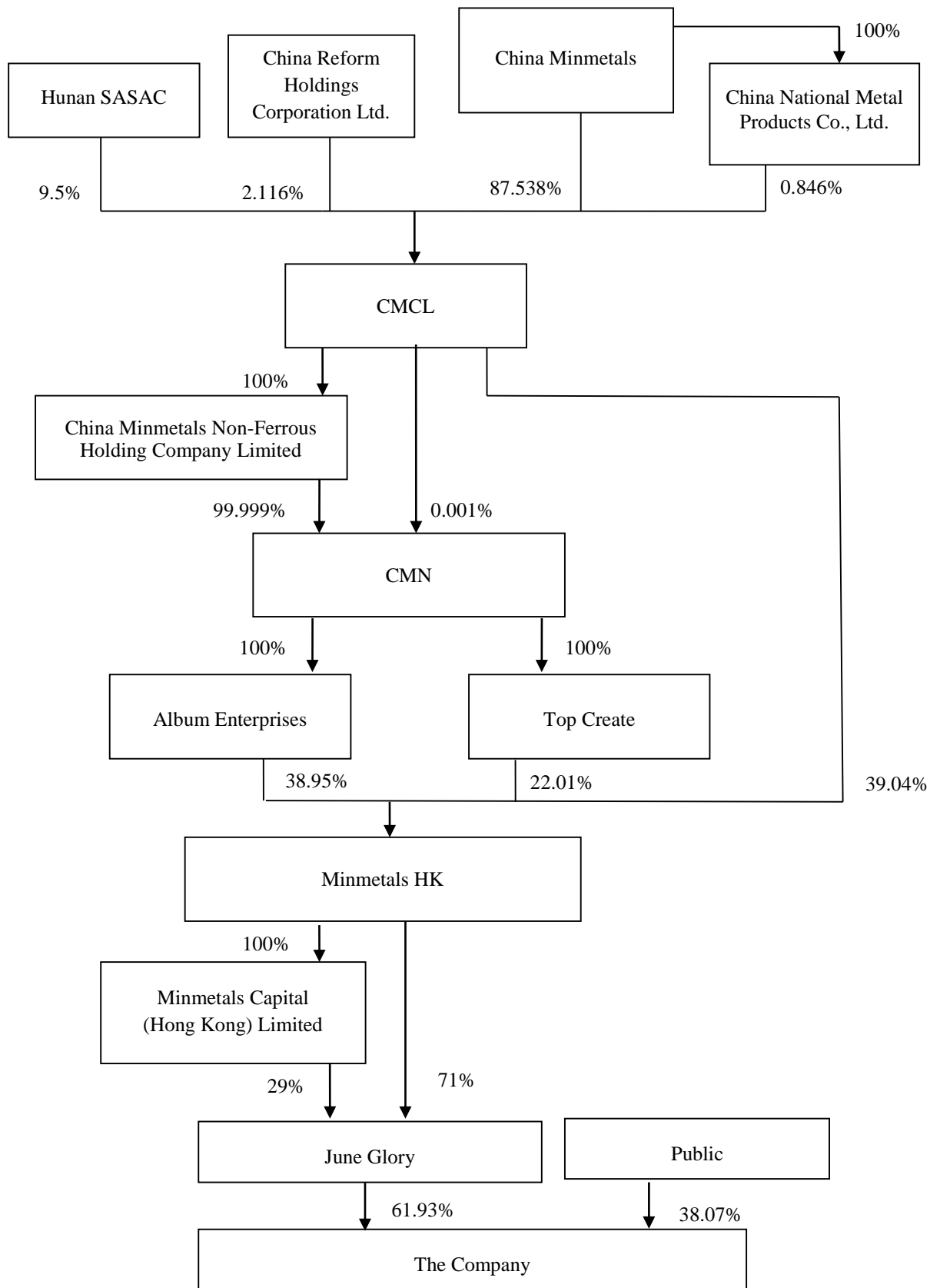
The Securities and Futures Commission of Hong Kong has granted a waiver to CMN, being a wholly-owned subsidiary of CMCL and the holding company of Album Enterprises and Top Create, of its obligation to make a general offer for the Shares of the Company as a result of the aforesaid change pursuant to Note 6(a) to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers on 29 November 2016.

The simplified shareholding structure of the Company before and after the aforesaid change are set out below.

Before the change:



After the change:



The board of directors of the Company considers that the aforesaid change in the shareholding structure of the controlling shareholder does not have any impact on the financial position and operations of the Company and its subsidiaries.

DEFINITIONS

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

“Album Enterprises”	Album Enterprises Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of CMCL and the holder of approximately 38.95% of the issued shares of Minmetals HK as at the date of this announcement;
“China Minmetals”	China Minmetals Corporation, a state-owned enterprise established under the laws of the PRC and the ultimate controlling shareholder of the Company;
“CMCL”	中國五礦股份有限公司 (China Minmetals Corporation Limited*), a company established under the laws of the PRC and a direct non wholly-owned subsidiary of China Minmetals;
“CMN”	五礦有色金屬股份有限公司 (China Minmetals Non-Ferrous Metals Company Limited.*), a company established under the laws of the PRC and an indirect wholly-owned subsidiary of CMCL;
“Company”	Minmetals Land Limited, a company incorporated in Bermuda with limited liability, whose Shares are listed on the Main Board of the Stock Exchange;
“controlling shareholder” and “subsidiary”	each shall have the meaning ascribed to it under the Listing Rules;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hunan SASAC”	State-owned Assets Supervision and Administration Commission for Hunan Province;

“June Glory”	June Glory International Limited, a company incorporated in the British Virgin Islands with limited liability, and an indirect wholly-owned subsidiary of Minmetals HK, and is the immediate controlling shareholder of the Company holding approximately 61.93% 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;
“Minmetals HK”	China Minmetals H.K. (Holdings) Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of CMCL;
“Share(s)”	ordinary shares(s) of HK\$0.10 each in the issued share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Top Create”	Top Create Resources Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of CMCL and the holder of approximately 22.01% of the issued shares of Minmetals HK as at the date of this announcement; and
“%”	per cent.

By order of the Board

He Jianbo

Deputy Chairman and Managing Director

Hong Kong, 12 December 2016

As at the date of this announcement, the Board comprises nine directors, namely Mr. Zhang Yuanrong as the Chairman and a non-executive director, Mr. He Jianbo as the Deputy Chairman, Managing Director and an executive director, Mr. Yin Liang, Ms. He Xiaoli and Mr. Liu Zeping as executive directors, Mr. Cui Hushan as a non-executive director, and Mr. Selwyn Mar, Ms. Tam Wai Chu, Maria and Mr. Lam Chung Lun, Billy as independent non-executive directors.

* *For identification purposes only*