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五礦地產有限公司
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 Monet Room B, Basement 1, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 31 May 2017 immediately after the conclusion of the annual general meeting to be held at the same location on 31 May 2017 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

(1) **“THAT:**

- (a) the conditional agreement dated 19 April 2017 entered into between the Company and China Minmetals Corporation (“China Minmetals”) in relation to the engagement of China Minmetals and (i) its subsidiaries; and (ii) entities whose financial statements have been accounted for in the financial statements of China Minmetals on a consolidated basis, which in both cases are engaged in the business of construction projects as construction contractor(s) (subject to successful tender) in respect of the existing and future real estate development projects of the Company and its subsidiaries in the People’s Republic of China (the “PRC”) and the Hong Kong Special Administrative Region of the PRC for the three years from 19 April 2017 to 18 April 2020 (the “Construction Agreement”) and the transactions contemplated thereunder (including the proposed annual caps for the three years from 19 April 2017 to 18 April 2020) (details of which are described in the circular of the Company dated 12 May 2017 and a copy of which has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) be and are hereby approved, confirmed and ratified; and

- (b) any one of the directors of the Company be hereby authorised to do all such further acts and things and execute such further documents and take all steps which in his/her opinion may be necessary, desirable or expedient to implement and/or give effect to the Construction Agreement and the transactions contemplated thereunder.”

By order of the Board
Minmetals Land Limited
He Jianbo

Deputy Chairman and Managing Director

Hong Kong, 12 May 2017

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 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not later than 10:30 a.m. on Saturday, 27 May 2017. 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, 25 May 2017 to Wednesday, 31 May 2017, 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, 24 May 2017 for registration of share transfer.
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. 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.