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五礦地產有限公司
MINMETALS LAND LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 230)

CONNECTED TRANSACTION

**SUPPLEMENTAL CONSTRUCTION PROJECT MANAGEMENT AGREEMENT
FOR A CONSTRUCTION PROJECT IN SHENZHEN**

The Company refers to its announcement dated 24 February 2014 in relation to the Construction Project Management Agreement entered into by the Project Managers with Minmetals Futures, a non wholly-owned subsidiary of China Minmetals, on the appointment of the Project Managers as the project managers for the Construction Project.

The Board announces that on 28 November 2018, the Project Managers entered into the Supplemental Construction Project Management Agreement with Minmetals Futures, pursuant to which Minmetals Futures agreed to pay the Additional Service Fee to the Project Managers.

Since Minmetals Futures is a non wholly-owned subsidiary of China Minmetals, the ultimate controlling shareholder of the Company which held approximately 61.88% of the issued share capital of the Company as at the date of this announcement, Minmetals Futures is a connected person of the Company for the purpose of the Listing Rules. Accordingly, the transaction contemplated under the Supplemental Construction Project Management Agreement constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As one of the applicable size tests performed with respect to the Additional Service Fee under the Supplemental Construction Project Management Agreement is more than 0.1% and on aggregate with the Service Fees under the Construction Project Management Agreement, each of the relevant percentage ratios is less than 5%, the transaction contemplated under the Supplemental Construction Project Management Agreement is therefore subject to the reporting and announcement requirements but is exempt from the circular (including independent financial advice) and independent shareholders' approval requirements.

BACKGROUND

The Company refers to its announcement dated 24 February 2014 in relation to the Construction Project Management Agreement entered into by the Project Managers with Minmetals Futures, a non wholly-owned subsidiary of China Minmetals, on the appointment of the Project Managers as the project managers for the Construction Project.

The Board announces that on 28 November 2018, the Project Managers entered into the Supplemental Construction Project Management Agreement with Minmetals Futures, pursuant to which Minmetals Futures agreed to pay the Additional Service Fee to the Project Managers.

THE SUPPLEMENTAL CONSTRUCTION PROJECT MANAGEMENT AGREEMENT

Date	:	28 November 2018
Parties	:	(i) Principal : Minmetals Futures (ii) Project managers : Minmetals Land Beijing Minmetals Zhidi
Subject matter	:	Minmetals Futures pays the Additional Service Fee to Minmetals Land Beijing and Minmetals Zhidi as the project managers for the Construction Project.
Additional Service Fee and terms of payment	:	The Additional Service Fee to be received in cash by the Project Managers is equal to RMB5,347,300 (approximately HK\$6,395,906) (which is equal to approximately 5% of the additional project construction cost of RMB106,946,700 (approximately HK\$127,918,948) incurred for the Construction Project). The Additional Service Fee shall be paid to Minmetals Zhidi in full as a one-off payment within 10 working days after the execution of the Supplemental Construction Project Management Agreement.

REASONS FOR THE TRANSACTION CONTEMPLATED UNDER THE SUPPLEMENTAL CONSTRUCTION PROJECT MANAGEMENT AGREEMENT

Pursuant to the Construction Project Management Agreement, the basic fee (being one of the components of the Service Fees, which is equal to 5% of the project construction cost of the Construction Project) was estimated to be RMB25,000,000 (approximately HK\$29,902,500). Due to various changes to the master design plan of the Construction Project, the actual project construction cost incurred for the Construction Project has exceeded by RMB106,946,700 (approximately HK\$127,918,948). Accordingly, the basic fee should also increase and has also been increased by the Additional Service Fee to reflect the corresponding increase in the project construction cost. The Directors (including independent non-executive Directors) consider that the terms of the Supplemental Construction Project Management Agreement are fair and reasonable, on normal commercial terms and in the interest of the Company and its

Shareholders as a whole. No Director has a material interest in the transaction contemplated under the Supplemental Construction Project Management Agreement nor is required to abstain from voting on the board resolution approving the transaction.

LISTING RULES IMPLICATIONS

Minmetals Futures is a non wholly-owned subsidiary of China Minmetals, the ultimate controlling shareholder of the Company which held approximately 61.88% of the issued share capital of the Company as at the date of this announcement. Accordingly, Minmetals Futures is a connected person of the Company for the purpose of the Listing Rules and the transaction contemplated under the Supplemental Construction Project Management Agreement constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As one of the applicable size tests performed with respect to the Additional Service Fee under the Supplemental Construction Project Management Agreement is more than 0.1% and on aggregate with the Service Fees under the Construction Project Management Agreement, each of the relevant percentage ratios is less than 5%, the transaction contemplated under the Supplemental Construction Project Management Agreement is therefore subject to the reporting and announcement requirements but is exempt from the circular (including independent financial advice) and independent shareholders' approval requirements.

Pursuant to Rule 14A.71 of the Listing Rules, details of the Supplemental Construction Project Management Agreement will be included in the next published annual reports and financial statements of the Company.

GENERAL

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

Minmetals Futures is principally engaged in the commodities and financial futures brokerage business.

DEFINITIONS

In this announcement, the following expressions shall have the respective meanings set opposite thereto:

“Additional Service Fee”	the additional service fee of RMB5,347,300 (approximately HK\$6,395,906) payable by Minmetals Futures to the Project Managers pursuant to the Supplemental Construction Project Management Agreement
“Board”	the board of Directors
“China Minmetals”	China Minmetals Corporation, a state-owned enterprise incorporated under the laws of the PRC and the ultimate

	controlling shareholder of the Company which is indirectly interested in approximately 61.88% of the issued share capital of the Company as at the date of this announcement
“Company”	Minmetals Land Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Construction Project”	the project involving the construction of a commercial complex and certain ancillary facilities for the use by Minmetals Futures as its southern headquarter in the PRC
“Construction Project Management Agreement”	the construction project management agreement entered into between the Project Managers and Minmetals Futures on 24 February 2014 in relation to the appointment of the Project Managers for the Construction Project to provide the Services for the Construction Project
“controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Minmetals Futures”	五礦經易期貨有限公司 (Minmetals & Jingyi Futures Co., Ltd.*, formerly known as 五礦期貨有限公司 Minmetals Futures Co., Ltd.*), a company established under the laws of the PRC and a non wholly-owned subsidiary of China Minmetals
“Minmetals Land Beijing”	五礦建設投資管理(北京)有限公司 (Minmetals Land Investment Management (Beijing) Co., Ltd*), a company established under the laws of the PRC and a wholly-owned subsidiary of the Company
“Minmetals Zhidi”	五礦智地企業管理諮詢(深圳)有限公司 (Minmetals Zhidi Corporate Management Consultancy (Shenzhen) Co., Ltd.*),

	a company established under the laws of the PRC and a wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China and, for the purpose of this announcement, shall exclude Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Project Managers”	Minmetals Land Beijing and Minmetals Zhidi
“RMB”	Renminbi, the lawful currency of the PRC
“Services”	construction project management services to be provided by the Project Managers pursuant to the Construction Project Management Agreement, under which the Project Managers will perform all acts in connection with the Construction Project which are usually or customarily performed by a project manager
“Service Fees”	the aggregate fees payable by Minmetals Futures to the Project Managers for the provision of the Services of up to approximately RMB30,000,000 (approximately HK\$35,883,000)
“Shares”	share(s) of par value of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holders of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Construction Project Management Agreement”	the supplemental construction project management agreement entered into between the Project Managers and Minmetals Futures on 28 November 2018 in relation to the payment of the Additional Service Fee to the Project Managers
“%”	percentage

By order of the Board
He Jianbo
Deputy Chairman and Managing Director

Hong Kong, 28 November 2018

As at the date of this announcement, the Board comprises eight directors, namely Mr. Li Fuli as the Chairman and a non-executive director, Mr. He Jianbo as the Deputy Chairman, Managing Director and an executive director, Ms. He Xiaoli, Mr. Liu Zeping and Mr. Yang Shangping as executive directors, and Mr. Selwyn Mar, Mr. Lam Chung Lun, Billy and Ms. Law Fan Chiu Fun, Fanny as independent non-executive directors.

The exchange rate of RMB1.00 to HK\$1.1961 used in this announcement for translation of RMB to HK\$ is for illustrative purpose only.

** For identification purpose only*