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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 Friday, 10 May 2019 immediately after the conclusion of the annual general meeting to be held at the same location on Friday, 10 May 2019 at 2:30 p.m. (the “Meeting”) for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“THAT:

- (a) the Supplemental Agreement (as defined in the circular of the Company dated 23 April 2019 (the “Circular”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) entered into between the Company and Minmetals Finance Co., Ltd. and the transactions contemplated thereunder be hereby approved, ratified and confirmed;
- (b) the Proposed New 2019–2021 Annual Caps (as defined in the Circular) in relation to the revision of the original annual caps under the 2018 Agreement (as defined in the Circular) be hereby approved, ratified and confirmed; and
- (c) any one director of the Company, or any two directors of the Company if affixation of the common seal is necessary, be and is/are hereby authorised to execute and deliver all such documents, instruments or agreements and to do all such acts or things which he/she/they may in his/her/their discretion consider necessary, desirable or expedient to implement and/or give effect to the Supplemental

Agreement and the transactions contemplated thereunder (including the Proposed New 2019–2021 Annual Caps).”

By order of the Board  
**Minmetals Land Limited**  
**He Jianbo**  
*Chairman*

Hong Kong, 23 April 2019

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A member who is a recognized clearing house within the meaning of the Securities and Futures Ordinance is entitled to appoint one or more proxies to attend and vote on its 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 2:30 p.m. on Wednesday, 8 May 2019. 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 Tuesday, 7 May 2019 to Friday, 10 May 2019 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for attending the 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 Monday, 6 May 2019 for registration of share transfer.
4. The votes at the Meeting will be taken by poll.

*As at the date of this announcement, the board of directors of the Company comprises eight directors, namely Mr. He Jianbo as the Chairman and an executive director, Mr. Liu Zeping, Mr. Chen Xingwu and Mr. Yang Shangping as executive directors, Ms. He Xiaoli as a non-executive director, and Mr. Selwyn Mar, Mr. Lam Chung Lun, Billy and Ms. Law Fan Chiu Fun, Fanny as independent non-executive directors.*