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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 Thursday, 31 May 2018 immediately after the conclusion of the annual general meeting to be held at the same location on Thursday, 31 May 2018 at 10:30 a.m. (the “Meeting”) for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (1) “THAT:
- (a) the conditional agreement dated 20 April 2018 entered into between the Company and China Minmetals Corporation (“China Minmetals”) in relation to the engagement of subsidiaries of the Company as specialised construction contractor(s) (subject to successful tender) in respect of existing and future real estate development projects of and construction projects undertaken or may be undertaken from time to time by 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 for the three years from 20 April 2018 to 19 April 2021 (the “Specialised Construction Framework Agreement”) and the transactions contemplated thereunder (including the proposed annual caps for the three years from 20 April 2018 to 19 April 2021) (details of which are described in the circular of the Company dated 14 May 2018 and 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) be hereby approved, ratified and confirmed; 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 Specialised Construction Framework Agreement and the transactions contemplated thereunder.”
- (2) “THAT:
- (a) the Proposed New 2018–2020 Annual Caps (as defined in the circular of the Company dated 14 May 2018) in relation to the revision of annual caps under the 2017 Construction Agreement be hereby approved, ratified and confirmed; 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 Proposed New 2018–2020 Annual Caps.”
- (3) “THAT:
- (a) the deposit services to be provided by 五礦集團財務有限責任公司 Minmetals Finance Co., Ltd.* (“Minmetals Finance”) to the Company and its subsidiaries in the Mainland China for the three years from 20 April 2018 to 19 April 2021 under the financial services framework agreement dated 20 April 2018 entered into between the Company and Minmetals Finance (the “Financial Services Framework Agreement”) (including the proposed annual caps for the three years from 20 April 2018 to 19 April 2021) (details of which are described in the circular of the Company dated 14 May 2018 and a copy of which has been produced to this meeting marked “B” and signed by the Chairman of the Meeting for the purpose of identification) be hereby approved and confirmed; 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 Financial Services Framework Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 14 May 2018

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 10:30 a.m. on Tuesday, 29 May 2018. 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 Monday, 28 May 2018 to Thursday, 31 May 2018 (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 Friday, 25 May 2018 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. 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.

** For identification purpose only*