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**五礦地產**  
MINMETALS LAND

**中國五礦**

**五礦地產有限公司**  
**MINMETALS LAND LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 230)**

**CONNECTED TRANSACTION  
IN RELATION TO PROVISION OF FINANCIAL ASSISTANCE**

**FUNDS COLLECTION AGREEMENTS**

On 17 April 2025, Chengdu Xiangkuang (an indirect non-wholly owned subsidiary of the Company) entered into the Funds Collection Agreements with Shengshi Guangye (an indirect wholly-owned subsidiary of the Company holding 51% of the equity interest of Chengdu Xiangkuang) and Xiangcheng Yingchuang (holder of 49% of the equity interest of Chengdu Xiangkuang) respectively, pursuant to which Chengdu Xiangkuang agreed to transfer the funds to Shengshi Guangye for an amount of RMB27,262,329.67 and Xiangcheng Yingchuang for an amount of RMB26,193,218.73 based on the same terms and conditions and in proportion to their respective shareholdings in Chengdu Xiangkuang on an unsecured interest-free basis.

**LISTING RULES IMPLICATIONS**

Xiangcheng Yingchuang holds 49% of the equity interest of Chengdu Xiangkuang and is therefore a connected person of the Company at the subsidiary level. As such, the transaction contemplated under the Funds Collection Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the amount of funds to be collected for Xiangcheng Yingchuang under the Funds Collection Agreement exceed 1% but are all less than 5%, the transaction contemplated under the Funds Collection Agreement is subject to reporting and announcement requirements, but exempt from circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **INTRODUCTION**

The Board announces that on 17 April 2025, Chengdu Xiangkuang (an indirect non-wholly owned subsidiary of the Company) entered into the Funds Collection Agreements with each of its shareholders, Shengshi Guangye and Xiangcheng Yingchuang, pursuant to which Chengdu Xiangkuang agreed to transfer the funds to each of Shengshi Guangye and Xiangcheng Yingchuang based on the same terms and conditions and in proportion to their respective shareholdings in Chengdu Xiangkuang on an unsecured interest-free basis.

## **FUNDS COLLECTION AGREEMENTS**

The principal terms of each of the Funds Collection Agreements, which are based on the same terms and conditions, are set out as follows:

### **Date**

17 April 2025

- Parties**
- (i) Chengdu Xiangkuang, an indirect non-wholly owned subsidiary of the Company;
  - (ii) Shengshi Guangye, an indirect wholly-owned subsidiary of the Company and holder of 51% of the equity interest of Chengdu Xiangkuang; and
  - (iii) Xiangcheng Yingchuang, holder of 49% of the equity interest of Chengdu Xiangkuang

### **Principal amount**

Amount of funds of RMB27,262,329.67 and RMB26,193,218.73 will be transferred by Chengdu Xiangkuang to Shengshi Guangye and Xiangcheng Yingchuang respectively in proportion to their respective shareholdings in Chengdu Xiangkuang.

### **Interest rate**

Each of the funds to be collected for Shengshi Guangye and Xiangcheng Yingchuang are interest-free.

## **Maturity date, repayment and early repayment**

Each of the funds to be collected shall be of a term of forty-eight months from the date of drawdown, and shall be repaid in one lump sum upon maturity. Taking into account its operational or capital needs, Chengdu Xiangkuang may, at any time by giving 30 working days advance written notice to each of Shengshi Guangye and Xiangcheng Yingchuang, request for early repayment of all or part of the funds under the Funds Collection Agreements.

The Board has assessed the following factors in respect of the funds to be collected on an unsecured interest-free basis under the Funds Collection Agreements.

- (i) the financial strength of Xiangcheng Yingchuang and the likelihood of Xiangcheng Yingchuang to meet its repayment obligations. The Company has reviewed information such as the open market information and public information from relevant government authorities of Xiangcheng Yingchuang, which indicate that Xiangcheng Yingchuang holds a strong solvency position; and
- (ii) the previous practice of the Group to distribute the idle fund of the project company to its shareholders in principal amounts that are pro-rata to their shareholdings on the same terms and conditions.

The Company will closely monitor the open market information, public information from relevant government authorities and other possible information to analyse changes in solvency position of Xiangcheng Yingchuang. The Company will also maintain adequate internal controls and procedures over the financial and operations of Chengdu Xiangkuang, such as reviewing the accounts of Chengdu Xiangkuang and the development progress of Chengdu Xindu Guiyu Mingdi and Chengdu Xindu Lanyue Xian Huayuan quarterly during the terms of the Funds Collection Agreements, in order to mitigate the collection risk for Xiangcheng Yingchuang and safeguard the Group's assets.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE FUNDS COLLECTION AGREEMENTS**

Chengdu Xiangkuang is engaged in the ownership and development of Chengdu Xindu Guiyu Mingdi and Chengdu Xindu Lanyue Xian Huayuan, and are generating steady funding from its operation to meet its development needs. Based in the planned development schedule, sale programme and costing of Chengdu Xindu Guiyu Mingdi and Chengdu Xindu Lanyue Xian Huayuan, it is expected that Chengdu Xiangkuang may accumulate idle fund from time to time.

The Directors consider that the funds to be transferred by Chengdu Xiangkuang to its shareholders will allow Chengdu Xiangkuang to release its idle fund to other members of the Group, and will also enhance the working capital of the Group as a whole, and provide flexibility in the planning and management of the Group's liquidity position during the term of the Funds Collection Agreements.

The Directors (including the independent non-executive Directors) consider that the terms of the Funds Collection Agreements are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole. None of the Directors is regarded as having a material interest in the Funds Collection Agreements and hence none of the Directors has abstained from voting in the resolution to approve the Funds Collection Agreements.

## **INFORMATION ABOUT THE PARTIES**

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

Shengshi Guangye is an indirect wholly-owned subsidiary of the Company and is principally engaged in investment holding.

Xiangcheng Yingchuang is principally engaged in real estate development, sales of electromechanical equipment, investment management and property management, and is an indirect wholly-owned subsidiary of Xiangcheng Investment Group. Xiangcheng Investment Group, together with its subsidiaries, are principally engaged in the business including industrial investment, urban construction, modern transportation, asset management, etc.

Chengdu Xiangkuang is an indirect non-wholly owned subsidiary of the Company owned as to 51% by Shengshi Guangye and 49% by Xiangcheng Yingchuang. It is principally engaged in the development of Chengdu Xindu Guiyu Mingdi and Chengdu Xindu Lanyue Xian Huayuan, residential development projects situated at No.5 Community, Huamei Village, Dafeng Town, Xindu District, Chengdu, Sichuan Province, the PRC and No.7 Community, Tuojiang, No.7 Community, Hancheng Village, Xindu Town, Xindu District, Chengdu, Sichuan Province, the PRC, respectively.

## **LISTING RULES IMPLICATIONS**

Xiangcheng Yingchuang holds 49% of the equity interest of Chengdu Xiangkuang and is therefore a connected person of the Company at the subsidiary level. As such, the transaction contemplated under the Funds Collection Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the amount of funds to be collected for Xiangcheng Yingchuang under the Funds Collection Agreement exceed 1% but are all less than 5%, the transaction contemplated under the Funds Collection Agreement is subject to reporting and announcement requirements, but exempt from circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## DEFINITIONS

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

“Board”	the board of Directors;
“Chengdu Xiangkuang”	成都香礦置業有限公司 Chengdu Xiangkuang Real Estate Co., Ltd.*, a company established under the laws of the PRC with limited liability undertaking the development of Chengdu Xindu Guiyu Mingdi and Chengdu Xindu Lanyue Xian Huayuan and an indirect non-wholly owned subsidiary of the Company;
“Chengdu Xindu Guiyu Mingdi”	成都新都桂語名邸 Chengdu Xindu Guiyu Mingdi*, a residential development project situated in No.5 Community, Huamei Village, Dafeng Town, Xindu District, Chengdu, Sichuan Province, the PRC;
“Chengdu Xindu Lanyue Xian Huayuan”	成都新都瀾悅溪岸花園 Chengdu Xindu Lanyue Xian Huayuan*, a residential development project situated in No.7 Community, Tuojiang, No.7 Community, Hancheng Village, Xindu Town, Xindu District, Chengdu, Sichuan Province, the PRC;
“Company”	Minmetals Land Limited, a company incorporated in Bermuda with limited liability, whose Shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 230);
“connected person(s)” and “subsidiary(ies)”	each has the meaning as ascribed to it under the Listing Rules;
“Directors”	the directors (including independent non-executive directors) of the Company;
“Funds Collection Agreement(s)”	the funds collection agreements dated 17 April 2025 entered into by Chengdu Xiangkuang with Shengshi Guangye and Xiangcheng Yingchuang respectively, pursuant to which Chengdu Xiangkuang will transfer the funds of RMB27,262,329.67 for Shengshi Guangye and RMB26,193,218.73 for Xiangcheng Yingchuang;
“Group”	the Company and its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PRC”	the People’s Republic of China (for the purpose of this announcement, shall exclude Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan);
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Shengshi Guangye”	五礦盛世廣業（北京）有限公司 Minmetals Shengshi Guangye (Beijing) Co., Ltd.*, a company established under the laws of the PRC with limited liability and an indirect wholly-owned subsidiary of the Company;
“Xiangcheng Investment Group”	成都香城投資集團有限公司 Chengdu Xiangcheng Investment Group Co., Ltd*, a state-owned enterprise established under the laws of the PRC;
“Xiangcheng Yingchuang”	成都香城盈創實業有限公司 Chengdu Xiangcheng Yingchuang Industrial Co., Ltd.*, a company established under the laws of the PRC with limited liability and an indirect wholly-owned subsidiary of Xiangcheng Investment Group; and
“%”	per cent.

*\* For identification purposes only*

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

Hong Kong, 17 April 2025

*As at the date of this announcement, the Board comprises nine directors, namely Mr. He Jianbo as the Chairman and an executive director, Mr. Liu Bo, Mr. Chen Xingwu and Mr. Yang Shangping as executive directors, Ms. He Xiaoli and Mr. Huang Guoping as non-executive directors, and Mr. Lam Chung Lun, Billy, Ms. Law Fan Chiu Fun, Fanny and Professor Wang Xiuli as independent non-executive directors.*