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**JUNE GLORY INTERNATIONAL LIMITED**

*(Incorporated in the British Virgin Islands with limited liability)*



**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)**

**JOINT ANNOUNCEMENT**

**(1) PROPOSAL FOR THE PRIVATISATION OF  
MINMETALS LAND LIMITED BY  
JUNE GLORY INTERNATIONAL LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 99 OF THE COMPANIES ACT  
AND  
(2) PROPOSED WITHDRAWAL OF LISTING OF  
MINMETALS LAND LIMITED**

**SANCTION OF THE SCHEME BY THE COURT,  
EXPECTED EFFECTIVE DATE  
AND  
PROPOSED WITHDRAWAL OF LISTING**

**Financial Adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**

**ALTUS CAPITAL LIMITED**

## **INTRODUCTION**

Reference is made to (i) the scheme document dated 16 January 2026 jointly issued by June Glory International Limited (the “**Offeror**”) and Minmetals Land Limited (the “**Company**”) in relation to the Proposal and the Scheme (the “**Scheme Document**”); and (ii) the joint announcement issued by the Offeror and the Company dated 9 February 2026, in relation to, among other things, the results of the Court Meeting and the SGM. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

## **SANCTION OF THE SCHEME BY THE COURT**

The Scheme was sanctioned (without modification) by the Court on Wednesday, 25 February 2026 (Bermuda time).

## **CURRENT STATUS OF THE CONDITIONS TO THE PROPOSAL AND THE SCHEME**

As at the date of this joint announcement, the Proposal remains, and the Scheme will become effective and binding on the Company and all Shareholders, subject to the fulfilment or waiver (as applicable) of the Conditions (other than Conditions (1), (2) and (3) which have been satisfied) as set out in the section headed “4. Conditions to the Proposal and the Scheme” in the Explanatory Statement forming part of the Scheme Document.

A copy of the order of the Court sanctioning the Scheme is expected to be delivered to the Registrar of Companies in Bermuda for registration on Friday, 27 February 2026 (Bermuda time) upon which Condition (4) will be satisfied.

Subject to the Conditions being fulfilled or waived (as applicable), the Scheme is expected to become effective on Friday, 27 February 2026 (Bermuda time). As at the date of this joint announcement, the Offeror and the Company are not aware of any facts or circumstances which would lead to the Conditions not being fulfilled.

## **EXPECTED EFFECTIVE DATE**

Subject to the Conditions being fulfilled or waived (as applicable), the Scheme is expected to become effective on Friday, 27 February 2026 (Bermuda time). A further announcement will be made when the Scheme has become effective.

## **PROPOSED WITHDRAWAL OF THE LISTING OF THE SHARES**

Subject to the Scheme becoming effective, the listing of the Shares on the Stock Exchange is expected to be withdrawn at 4:00 p.m. on Tuesday, 3 March 2026.

## EXPECTED TIMETABLE

**Hong Kong Time unless  
indicated otherwise**

|   |   |
|---|---|
| Latest time for lodging transfer of Shares in order to qualify for entitlements under the Scheme . . . . .  | 4:30 p.m. on<br>Thursday, 26 February 2026        |
| Register of members of the Company closed for determining Scheme Shareholders qualified for entitlements to the Cancellation Price under the Scheme ( <i>Note 1</i> ) . . . . . | From Friday, 27 February 2026<br>onwards          |
| Scheme Record Date. . . . .   | Friday, 27 February 2026                          |
| Effective Date ( <i>Note 2</i> ). . . . .   | Friday, 27 February 2026<br>(Bermuda time)        |
| Announcement of the Effective Date and the withdrawal of listing of the Shares on the Stock Exchange . . . . .  | At or before 8:30 a.m. on<br>Monday, 2 March 2026 |
| Expected withdrawal of the listing of Shares on the Stock Exchange becoming effective . . . . .   | 4:00 p.m. on<br>Tuesday, 3 March 2026             |
| Cheques for cash payment under the Scheme to be despatched ( <i>Notes 3 and 4</i> ) . . . . .   | On or before<br>Tuesday, 10 March 2026            |

### *Notes:*

1. The register of members of the Company will be closed during such period for the purpose of determining Scheme Shareholders who are qualified for entitlements under the Scheme.
2. The Scheme shall become effective upon all the Conditions set out in the section headed “4. Conditions to the Proposal and the Scheme” in Part VIII — Explanatory Statement of the Scheme Document having been fulfilled or (to the extent permitted) waived (as the case may be).
3. Cheques for the cash entitlement in respect of the Cancellation Price will be sent no later than seven Business Days after the Effective Date by ordinary post in postage pre-paid envelopes addressed to the persons entitled thereto at their respective registered addresses on the register of members of the Company as at the Scheme Record Date or, in the case of joint holders, at the address appearing on the register of members of the Company as at the Scheme Record Date of the joint holder whose name then stands first in the register in respect of the relevant joint holding. All such cheques will be posted at the risk of the person(s) entitled thereto and none of the Offeror, the Company, CICC, the

Independent Financial Adviser, the Share Registrar and their respective directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal will be responsible for any loss or delay in despatch.

4. If any severe weather condition is in force in Hong Kong: (a) at any time before 12:00 noon but no longer in force at or after 12:00 noon on the Effective Date or latest date to despatch cheques for the payment of the Cancellation Price under the Scheme, the Effective Date or the latest date to despatch cheques (as the case may be) will remain on the same Business Day; or (b) at any time at or after 12:00 noon on the Effective Date or the latest date to despatch cheques for the payment of the Cancellation Price under the Scheme, the Effective Date or latest date to despatch cheques (as the case may be) will be rescheduled to the following Business Day which does not have any of those warnings in force at 12:00 noon and/or thereafter (or another Business Day thereafter that does not have any severe weather condition at 12:00 noon or thereafter). For the purpose of this expected timetable, “severe weather” refers to the scenario where a tropical cyclone warning signal number 8 or above is hoisted, a black rainstorm warning and/or the “Extreme Conditions” warning as announced by the Hong Kong Government is/are in force in Hong Kong. Further announcement(s) will be made if there is any change to the expected timetable as a result of any severe weather.

Shareholders should note that the above timetable is subject to change. Further announcement(s) will be made in the event that there is any change.

All references to times and dates in this joint announcement are references to Hong Kong times and dates, unless otherwise stated and other than references to the Effective Date, which is the relevant date in Bermuda. For reference only, Bermuda time is 12 hours behind Hong Kong time as at the date of this joint announcement.

**WARNING:**

**Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme are subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented, and the Scheme may or may not become effective.**

**Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

On behalf of the board  
**June Glory International Limited**  
**Zhang Heng**  
*Sole Director*

By Order of the Board  
**Minmetals Land Limited**  
**Dai Pengyu**  
*Director*

Hong Kong, 26 February 2026

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Zhang Heng.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of Minmetals HK are Mr. Yan Xiaoqing, Mr. Wang Changlin, Mr. Guo Yu and Mr. Gao Fei.*

*The directors of Minmetals HK jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises Mr. Dai Pengyu (Acting Chairman), Mr. Chen Xingwu and Mr. Yang Shangping as executive Directors, Ms. He Xiaoli and Mr. Huang Guoping as non-executive Directors, and Ms. Law Fan Chiu Fun, Fanny, Professor Wang Xiuli and Mr. Su Terry Lumin as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Offeror and the Offeror Concert Parties (other than members of the Group)) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror or Minmetals HK in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*