

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**五礦建設有限公司\***  
**MINMETALS LAND LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 230)

**DISCLOSURE PURSUANT TO RULE 13.18  
OF THE LISTING RULES**

This announcement is made pursuant to Rule 13.18 of the Listing Rules in respect of the HK\$3,800,000,000 term loan facility obtained by ONFEM Finance Limited, a wholly-owned subsidiary of the Company, on 5 July 2013. The Facility Agreement imposes a minimum shareholding requirement on the controlling shareholder of the Company.

This announcement is made by Minmetals Land Limited (the “Company”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

ONFEM Finance Limited, a wholly-owned subsidiary of the Company, as borrower, the Company and Minmetals Land Investments Limited, a wholly-owned subsidiary of the Company, as guarantors and certain banks as lenders (the “Lenders”) have on 5 July 2013 entered into a facility agreement (the “Facility Agreement”) for a 3-year term loan facility (the “Loan Facility”) in the principal amount of HK\$3,800,000,000.

Pursuant to the Facility Agreement, China Minmetals Corporation (“CMC”), the controlling shareholder of the Company, shall own beneficially (directly or indirectly) at least 31% of the entire issued share capital in the Company as well as remain the single largest shareholder (directly or indirectly) of the Company and has management control over the Company. A breach of any of the aforesaid conditions would constitute an event of default and the Lenders may:

- (a) cancel all or any part of the commitments under the Facility Agreement whereupon they shall immediately be cancelled; and/or
- (b) declare that all or part of the loans, together with accrued interest, and all other amounts accrued under the Loan Facility be immediately due and payable, whereupon they shall become immediately due and payable; and/or
- (c) declare that all or part of the loans be payable on demand, whereupon they shall immediately become payable on demand by the Lenders.

As at the date of this announcement, CMC holds approximately 62.05% of the issued share capital of the Company.

The Company will make continuing disclosure pursuant to Rule 13.21 of the Listing Rules.

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

Hong Kong, 5 July 2013

*As at the date of this announcement, the Board comprises nine directors, namely Mr. Sun Xiaomin as the Chairman and a non-executive director, Mr. He Jianbo as the Deputy Chairman, Managing Director and an executive director, Mr. Yin Liang and Ms. He Xiaoli as executive directors, Mr. Tian Jingqi and Mr. Liu Zeping as non-executive directors, and Mr. Lam Chun, Daniel, Mr. Selwyn Mar and Ms. Tam Wai Chu, Maria as independent non-executive directors.*

\* *For identification purpose only*