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五礦地產有限公司
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\$5,500,000,000 secured term loan facility obtained by Massive Leader Limited, a wholly-owned subsidiary of the Company, on 20 March 2017. 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”).

Massive Leader Limited, a wholly-owned subsidiary of the Company, as borrower (the “Borrower”), the Company as guarantor and certain banks as lenders (the “Lenders”) have on 20 March 2017 entered into a facility agreement (the “Facility Agreement”) for a 5.5-year secured term loan facility (the “Loan Facility”) in the principal amount of HK\$5,500,000,000.

The purpose of the Loan Facility is to (i) to refinance part of the land premium paid by the Borrower in respect of its acquisition of Yau Tong Inland Lot No. 44 at the junction of Shung Shun Street and Yan Yue Wai, Yau Tong, Kowloon (the “Yau Tong Land”) as referred to in the Company’s announcement dated 3 August 2016, and (ii) to finance the construction of the residential and commercial development on the Yau Tong Land and other related costs and expenses.

Pursuant to the Facility Agreement, China Minmetals Corporation (“CMC”), the controlling shareholder of the Company, shall (i) beneficially own (directly or indirectly) not less than 31% of the entire issued share capital in the Company, (ii) remain the single largest shareholder of the Company, and (iii) have 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;

- (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;
- (c) declare that all or part of the loans be payable on demand, whereupon they shall immediately become payable on demand by the Lenders; and/or
- (d) exercise or direct the security agent to exercise any or all of its rights, remedies, powers or discretions under the Finance Documents (as defined in the Facility Agreement) and in respect of the Transaction Security (as defined in the Facility Agreement).

As at the date of this announcement, CMC holds approximately 61.93% 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, 20 March 2017

As at the date of this announcement, the board of directors of the Company comprises nine directors, namely Mr. Zhang Yuanrong as the Chairman and a non-executive director, Mr. He Jianbo as the Deputy Chairman, Managing Director and an executive director, Mr. Yin Liang, Ms. He Xiaoli and Mr. Liu Zeping as executive directors, Mr. Cui Hushan as a non-executive director, and Mr. Selwyn Mar, Ms. Tam Wai Chu, Maria and Mr. Lam Chung Lun, Billy as independent non-executive directors.