



五礦建設有限公司*

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 Garden Rooms, 2/F., The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 1 December 2008 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the Subscription Agreement and the Shareholders’ Agreement (as defined and described in the circular of the Company dated 14 November 2008 and copies of which have been produced to this meeting marked “A” and “B” respectively and signed by the Chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder, including without limitation the Buy-back Option, the Default Sell Option, the Default Buy Option, the Interim Exit Option and the Final Exit Option and the transactions in connection therewith, and the execution of the Subscription Agreement and the Shareholders’ Agreement, be and are hereby approved, confirmed and ratified; and
- (b) any one of the directors of the Company be and is hereby authorised to do all such further acts and things and execute all such further documents and take all steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the Subscription Agreement and the Shareholders’ Agreement and the transactions contemplated thereunder, including without limitation the Buy-back Option, the Default Sell Option, the Default Buy Option, the Interim Exit Option and the Final Exit Option and the transactions in connection therewith, with any changes as such director may consider necessary, desirable or expedient.”

2. “THAT

- (a) the Capital Expansion Agreement and the JV Agreement (as defined and described in the circular of the Company dated 14 November and copies of which have been produced to this meeting marked “C” and “D” respectively and signed by the Chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder, and the execution of the Capital Expansion Agreement and the JV Agreement, be and are hereby approved, confirmed and ratified; and
- (b) any one of the directors of the Company be and is hereby authorised to do all such further acts and things and execute all such further documents and take all steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the Capital Expansion Agreement and the JV Agreement and the transactions contemplated thereunder with any changes as such director may consider necessary, desirable or expedient.”

By Order of the Board of
Minmetals Land Limited
He Jianbo
Managing Director

Hong Kong, 14 November 2008

Notes:

1. A member entitled to attend and vote at the abovementioned meeting is entitled to appoint one or more proxies to attend and vote on his/her 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 18th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). 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 27 November 2008 to 1 December 2008, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending the above mentioned 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 Wednesday, 26 November 2008.

4. The votes at the above mentioned meeting for the ordinary resolution no. 2 will be taken by poll.

As at the date of this announcement, the board of directors of the Company comprises nine directors, namely Mr. Zhou Zhongshu as the Chairman and a non-executive director, Mr. Qian Wenchao, Mr. He Jianbo, Mr. Yan Xichuan, Mr. Yin Liang and Ms. He Xiaoli as 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*