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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)

PROPOSED ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS

This announcement is made by Minmetals Land Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments to the bye-laws of the Company (the “**Bye-laws**”) to (a) bring the Bye-laws in line with the relevant requirements of the Listing Rules (including the core shareholder protection standards set out in Appendix 3 to the Listing Rules) and the applicable laws of Bermuda; (b) allow the Company to hold hybrid and electronic meetings of its shareholders (the “**Shareholders**”); and (c) introduce corresponding and house-keeping amendments. The Board also proposes to adopt the amended and restated bye-laws (the “**Amended and Restated Bye-laws**”) which consolidated the proposed amendments in substitution for, and to the exclusion of, the existing Bye-laws (the “**Existing Bye-laws**”) in their entirety.

The major proposed amendments to the Existing Bye-laws in the Amended and Restated Bye-laws are summarised as follows:

1. to insert the definitions to, among other things, conform to core shareholder protection standards set out in Appendix 3 to the Listing Rules and the applicable laws of Bermuda, enable the Company to hold hybrid and electronic meetings of its Shareholders, and make corresponding changes to the relevant provisions in the Amended and Restated Bye-laws;

2. to clarify that expressions referring to writing include reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with applicable laws, rules and regulations, any visible substitute for writing (including electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display;
3. to provide that a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by Shareholders;
4. to specify that a special resolution shall be effective for any purpose for which an extraordinary resolution is expressed to be required;
5. to provide that references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
6. to clarify that reference to the right of a shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities;
7. to clarify that references to electronic facilities include, without limitation, website addresses, webinars, webcasts, video or any form of conference call systems (telephone, video, web or otherwise);
8. to allow all general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion;
9. to deem any shareholder or director of the Company attending and participating at a meeting held by means of electronic facilities to be present at that meeting;
10. to clarify that references to a person's participation in the business of a general meeting include the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents required to be made available at the meeting;
11. to clarify that references to a shareholder which is a corporation shall refer to a duly authorised representative of such shareholder;

12. to provide that the principal and branch registers of members shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Bermuda registered office of the Company or such other place at which the register(s) is/are kept, and the register(s) may, after notice has been duly given, be closed at such times or for such periods not exceeding in the whole 30 days in each year as the Board may determine and either generally or in respect of any class of shares;
13. to provide and clarify that registration of transfer of shares or any class of shares may be closed or suspended after notice is given by announcement, by electronic communication or by advertisement in newspapers circulating in the relevant territory in accordance with the requirements of the relevant stock exchange or by any means as may be acceptable to the relevant stock exchange;
14. to provide that an annual general meeting of the Company be held for each financial year and such annual general meeting shall be held within six months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules);
15. to provide that Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board and the special general meetings shall be held in the form of a physical meeting only and within 2 months after the deposit of such requisition, and if within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may convene such physical meeting;
16. to provide that the notice period for an annual general meeting and all other general meetings of the Company shall be at least 21 days and 14 days, respectively, and such notice period shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given;
17. to allow, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy to form a quorum in a general meeting of the Company;
18. to allow the Board to change or postpone a general meeting to another date, time and place and change the form of such meeting in its absolute discretion without approval from the Shareholders prior to such general meeting is held. The postponement of a general meeting may occur automatically where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force;

19. to specify that a resolution put to the vote at general meetings of the Company shall be decided by poll except where the chairman of the meeting decides to allow a resolution to be voted on by a show of hands and specify situations where a poll may be demanded by Shareholders even though a show of hands is allowed by the chairman of the meeting;
20. to provide that votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the directors or the chairman of the meeting may determine;
21. to provide that at any general meeting, on a show of hands every shareholder who is present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote;
22. to allow Shareholder(s) the right to speak and vote at general meetings of the Company held in any form except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
23. to allow the Company to provide an electronic address for the receipt of any document or information relating to proxies for a meeting;
24. to provide that the Directors shall have the power to appoint any person as a Director either to fill a casual vacancy on the Board or, as an addition to the Board and that any Director so appointed shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
25. to amend the definition of “associates” to “close associates” with respect to resolutions of the Board approving contracts, arrangements or other proposals in which a Director has a material interest;
26. to provide that a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material;
27. to update the provisions in relation to Company’s auditor and provide that an ordinary resolution is required to appoint the Company’s auditor and an extraordinary resolution is required to remove Company’s auditor before the expiration of his term of office;
28. to provide that the auditor appointed by the Directors to fill any casual vacancy in the office of auditor shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders at such remuneration to be determined by the Shareholders in accordance with the Amended and Restated Bye-laws; and

29. to make other house-keeping amendments, to update or clarify provisions where the Board considers appropriate, to better align the wordings with the Listing Rules and the applicable laws of Bermuda and to reflect certain updates in relation to the Listing Rules and the applicable laws of Bermuda.

The Company confirms that there is nothing unusual about the Amended and Restated Bye-laws for a company listed on The Stock Exchange of Hong Kong Limited. The proposed adoption of the Amended and Restated Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other matters, details of the adoption of the Amended and Restated Bye-laws, together with a notice of the AGM will be despatched to the Shareholders as soon as practicable in compliance with the Listing Rules.

By order of the Board
Minmetals Land Limited
He Jianbo
Chairman

Hong Kong, 18 April 2023

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.