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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult an exchange participant or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in MMG Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, exchange participant or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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MMG Limited
五礦資源有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1208)

PROPOSALS FOR

- (1) RE-ELECTION OF DIRECTORS;**
(2) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES; AND
(3) CONTINUING CONNECTED TRANSACTION —
PRODUCTS SALE FRAMEWORK AGREEMENT —
REVISION OF ANNUAL CAP;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

Independent financial adviser to
the Independent Board Committee and the Independent Shareholders
in respect of the continuing connected transaction

 **SOMERLEY CAPITAL LIMITED**

A letter from the Board is set out on pages 5 to 12 of this circular. A letter from the Independent Board Committee is set out on pages 20 to 21 of this circular. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 22 to 28 of this circular.

A notice convening the annual general meeting of MMG Limited to be held at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Wednesday, 21 May 2014 at 10:30 a.m. is set out on pages 35 to 39 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M 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 annual general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

10 April 2014

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“2012 Circular”	the circular of the Company dated 27 April 2012 in relation to, among other things, the Products Sale Framework Agreement;
“A\$”	Australian dollar(s), the lawful currency of Australia;
“AGM”	the annual general meeting of the Company to be held at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Wednesday, 21 May 2014 at 10:30 a.m., a notice of which is set out on pages 35 to 39 of this circular;
“Album Enterprises”	Album Enterprises Limited, a company incorporated in Hong Kong with limited liability and a direct wholly owned subsidiary of CMN, holding approximately 43.04% of the total number of Shares in issue as at the Latest Practicable Date;
“Approved Annual Caps”	the maximum aggregate annual amount payable by the CMN Group to the Group under the Products Sale Framework Agreement for each of the financial years ending 31 December 2012, 2013 and 2014 as set out in the First Announcement;
“Articles of Association”	the articles of association of the Company;
“associate”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“CEO”	chief executive officer;
“CFO”	chief financial officer;
“CMC”	中國五礦集團公司 (China Minmetals Corporation), formerly known as 中國五金礦產進出口總公司 (China National Metals and Minerals Import and Export Corporation), a state-owned enterprise incorporated on 7 April 1950 under the laws of the PRC and the ultimate controlling shareholder of the Company;
“CMC Group”	CMC and its subsidiaries from time to time (excluding the Group);

DEFINITIONS

“CMCL”	中國五礦股份有限公司 (China Minmetals Corporation Limited), a joint stock limited company incorporated on 16 December 2010 under the laws of the PRC and owned as to approximately 87.538% directly by CMC and as to approximately 0.846% directly by 中國五金製品有限公司 (China National Metal Products Co., Ltd.), a wholly owned subsidiary of CMC. CMC has an attributable interest of approximately 88.384% in CMCL as at the Latest Practicable Date;
“CMN”	五礦有色金屬股份有限公司 (China Minmetals Non-ferrous Metals Company Limited), a joint stock limited company incorporated on 27 December 2001 under the laws of the PRC and owned as to approximately 99.999% directly by CMNH and approximately 0.001% directly by CMCL as at the Latest Practicable Date. CMN is the controlling shareholder of the Company, holding indirectly approximately 73.69% of the total number of Shares in issue as at the Latest Practicable Date;
“CMN Group”	CMN and its subsidiaries and associates from time to time (excluding the Group);
“CMNH”	五礦有色金屬控股有限公司 (China Minmetals Non-ferrous Metals Holding Company Limited), a joint stock limited company incorporated on 22 December 2009 under the laws of the PRC and a wholly owned subsidiary of CMCL. CMNH is a controlling shareholder of CMN, holding directly approximately 99.999% of CMN as at the Latest Practicable Date;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) which became effective on 3 March 2014;
“Company”	MMG Limited, a company incorporated on 29 July 1988 in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“First Announcement”	the announcement of the Company dated 5 April 2012 in relation to the Products Sale Framework Agreement;

DEFINITIONS

“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Independent Board Committee”	an independent committee of the Board, comprising all the independent non-executive Directors, namely Dr Peter William Cassidy, Mr Anthony Charles Larkin and Mr Leung Cheuk Yan, established to give an opinion in relation to the Revised Annual Cap;
“Independent Financial Adviser”	Somerley Capital Limited, a corporation licensed to carry out business in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Revised Annual Cap;
“Independent Shareholders”	Shareholders who do not have any material interests in the Products Sale Framework Agreement other than by virtue of their respective shareholdings in the Company;
“Issue Mandate”	the general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and deal with or grant rights to subscribe for or convert any securities into, Shares proposed under ordinary resolution numbered 5 in the notice of the AGM set out on pages 35 to 37 of this circular;
“Latest Practicable Date”	3 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan);
“Products”	copper cathode, copper concentrate, zinc concentrate and lead concentrate produced, processed, manufactured, traded or distributed by any member of the Group;

DEFINITIONS

“Products Sale Framework Agreement”	the agreement dated 5 April 2012 between the Company and CMN in relation to the sale of copper cathode, copper concentrate, zinc concentrate and lead concentrate produced, processed, manufactured, traded or distributed by any member of the Group to the CMN Group;
“Repurchase Mandate”	the general and unconditional mandate to the Directors authorizing the repurchases by the Company proposed under ordinary resolution numbered 6 in the notice of the AGM set out in page 37 of this circular;
“Revised Annual Cap”	the revised maximum aggregate annual amount payable by the CMN Group to the Group under the Products Sale Framework Agreement for the financial year ending 31 December 2014;
“Revised Copper Concentrate Annual Cap”	the revised maximum annual amount payable by CMN Group to the Group for the sale of copper concentrate under the Products Sale Framework Agreement for the financial year ending 31 December 2014;
“Second Announcement”	the announcement of the Company dated 19 March 2014 in relation to the Revised Annual Cap;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Shareholder(s) ”	the holder(s) of Shares;
“Share(s) ”	the fully paid share(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial Shareholders(s)”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Top Create”	Top Create Resources Limited, a company incorporated in the British Virgin Islands with limited liability and a direct wholly owned subsidiary of CMN, holding approximately 30.65% of the total number of Shares in issue as at the Latest Practicable Date; and
“%”	percentage.

Unless otherwise specified, conversion of US\$ into HK\$ in this circular is based on the exchange rate of US\$1.00 = HK\$7.8 for the purpose of illustration only. No representation is made and there is no assurance that US\$ or HK\$ can be purchased or sold at such rate.

LETTER FROM THE BOARD



MMG Limited
五礦資源有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 1208)

Chairman:
WANG Lixin (*Non-executive Director*)

Executive Directors:
Andrew Gordon MICHELMORE
David Mark LAMONT
XU Jiqing

Non-executive Directors:
JIAO Jian
GAO Xiaoyu

Independent Non-executive Directors:
Peter William CASSIDY
Anthony Charles LARKIN
LEUNG Cheuk Yan

Registered Office:
Units 8501-8503
Level 85
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

10 April 2014

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES; AND
(3) CONTINUING CONNECTED TRANSACTION —
PRODUCTS SALE FRAMEWORK AGREEMENT —
REVISION OF ANNUAL CAP;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the information relating to the resolutions to be proposed at the AGM, among other things, (i) re-election of Directors; (ii) grant of general mandates to issue and to repurchase Shares; and (iii) approving the Revised Annual Cap.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently comprises nine Directors, of which three are executive Directors, namely Mr Andrew Gordon Michelmore, Mr David Mark Lamont and Mr Xu Jiqing; three are non-executive Directors, namely Mr Wang Lixin (Chairman), Mr Jiao Jian and Mr Gao Xiaoyu; and three are independent non-executive Directors, namely Dr Peter William Cassidy, Mr Anthony Charles Larkin and Mr Leung Cheuk Yan.

In accordance with Article 85 of the Articles of Association, each Director appointed by the Board shall be subject to re-election by Shareholders at the next general meeting (in the case of filling a casual vacancy) or at the next annual general meeting (in the case of an addition to the Board). There was no new appointment of directors since the Company's last annual general meeting in 2013. Accordingly, no directors shall retire at the AGM pursuant to Article 85.

In accordance with Article 101 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (save and except those Directors in respect of whom the provision of Article 85 applies) or, if their number is not three or a multiple of three, then the number nearest but greater than one-third, shall retire from office by rotation. The Directors to retire in each year shall be those who have been longest in office since their last re-election but as between persons who became Directors on the same day, those to retire shall (unless otherwise agreed between themselves) be determined by lot. Accordingly, Mr Wang Lixin, Mr Xu Jiqing and Mr Anthony Charles Larkin will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

The biographical and other details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 22 May 2013, ordinary resolutions were passed to grant general mandates to the Directors, inter alia, (i) to allot, issue and deal with Shares (and to make or grant offers, agreements and options which would or might require the exercise of such power); and (ii) to repurchase Shares. Such mandates will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, a total of 5,289,607,889 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 1,057,921,577 Shares representing 20% of the total number of issued Shares at the date of the AGM, provided that certain issues or grants are not included in determining whether that maximum permitted number of Shares has been reached, as set out under the terms of the Issue Mandate.

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by Hong Kong Law or the Articles of Association to be held; or (c) the passing of ordinary resolution(s) by Shareholders in general meeting revoking or varying the authority given to the Directors.

LETTER FROM THE BOARD

It will be proposed at the AGM to grant to the Directors the Issue Mandate and the Repurchase Mandate, as well as to extend the Issue Mandate by adding to it the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

An explanatory statement, as required by the Listing Rules to be given to Shareholders in connection with the Repurchase Mandate, is set out in Appendix II to this circular.

CONTINUING CONNECTED TRANSACTION — PRODUCTS SALE FRAMEWORK AGREEMENT — REVISION OF ANNUAL CAP

Introduction

Reference is made to the First Announcement, the 2012 Circular and the Second Announcement.

On 5 April 2012, the Company entered into the Products Sale Framework Agreement with CMN in relation to the sale of copper cathode, copper concentrate, zinc concentrate and lead concentrate produced, processed, manufactured, traded or distributed by any member of the Group to the CMN Group.

On 30 May 2012, the Independent Shareholders approved the Products Sale Framework Agreement and the Approved Annual Caps.

Products Sale Framework Agreement

Parties : (1) the Company
(2) CMN

Products to be sold : copper cathode, copper concentrate, zinc concentrate and lead concentrate produced, processed, manufactured, traded or distributed by any member of the Group

Term : from 30 May 2012 to 31 December 2014

CMN may purchase or procure other members of the CMN Group to purchase, and the Company may sell or procure other members of the Group to sell, the Products at prices determined on an arm's length basis and comparable to the prevailing market rates or at rates similar to those offered by the Group to any other independent third party. Such prices shall be calculated based on the relevant metal prices quoted on the London Metal Exchange or other relevant London markets, subject to premiums and treatment and refining charges consistent with those prevailing in the PRC metal trading market for comparable imported products at the time of the relevant sale agreement.

In addition, in order to ensure that the terms of individual transactions between the Company and CMN or other members of the CMN Group are fair and reasonable and in accordance with market practice, the Company's usual practices involve:

- the Company having regular contact with a wide range of participants in the relevant metal and concentrates markets, including smelters and international traders, in order to keep abreast of market trends and sale and purchase terms in the international market throughout each year;

LETTER FROM THE BOARD

- from time to time, and as appropriate to market conditions, the Company inviting bids for the purchase of the Products under competitive tender conditions from a range of potential buyers, which enables the Company to have visibility into purchase terms from a range of independent participants in the market; and
- consideration of market intelligence provided to the Company through subscription to a range of market analysis publications covering international supply and demand for the Products including reporting on relevant premiums and treatment and refining charges applicable to sales of the Products.

Sales and purchases of the Products shall be made pursuant to sale agreements agreed between the parties, setting out, among other things, the identity of the Products, quantity, specifications, price, term of agreement, shipping schedule, delivery terms, place of delivery, place of shipment, payment terms, quotational period and other usual conditions (including those dealing with weights and assays, title and risk, insurance requirements and termination and suspension rights) provided always that such terms and conditions must always be on normal commercial terms. Payment shall be made in accordance with the terms of the sale agreement, with the consideration payable by the CMN Group for the purchase of such Products to be cash settled in immediately available funds and in all respects on normal commercial terms for transactions of this type.

Revised Annual Cap for the Products Sale Framework Agreement

The Company has reviewed the existing annual cap of the Products Sale Framework Agreement for the year ending 31 December 2014 and it is expected that the transaction amount for the sale of copper concentrate under the Products Sale Framework Agreement would be greater than originally estimated. As such, the Company is seeking approval from the Independent Shareholders to revise the annual cap of the Products Sale Framework Agreement for the year ending 31 December 2014.

As at the Latest Practicable Date, the annual cap for the Products Sale Framework Agreement for the year ending 31 December 2014 had not been exceeded.

Proposed Revised Annual Cap

The Company proposes that the annual cap for the sale of copper concentrate under the Products Sale Framework Agreement for the financial year ending 31 December 2014 to be increased from US\$40 million (equivalent to approximately HK\$312 million) by US\$85 million (equivalent to approximately HK\$663 million) to US\$125 million (equivalent to approximately HK\$975 million),

LETTER FROM THE BOARD

and hence the proposed maximum aggregate amount payable by the CMN Group to the Group under the Products Sale Framework Agreement for the financial year ending 31 December 2014 is as follows:

	For the financial year ending 31 December 2014	
	Original annual cap	Revised annual cap
	<i>US\$'000,000</i>	<i>US\$'000,000</i>
Sale of Products		
Copper cathode	108	108
(in HK\$'000,000 equivalent)	(842.4)	(842.4)
Copper concentrate	40	125
(in HK\$'000,000 equivalent)	(312)	(975)
Zinc concentrate	60	60
(in HK\$'000,000 equivalent)	(468)	(468)
Lead concentrate	50	50
(in HK\$'000,000 equivalent)	<u>(390)</u>	<u>(390)</u>
	258	343
Total:	<u>(2,012.4)</u>	<u>(2,675.4)</u>

The Revised Copper Concentrate Annual Cap has been determined by reference to the historical transaction amounts for the sale of copper concentrate by the Group to the CMN Group, the anticipated growth in demand for copper concentrate in the PRC, demand from new end users that CMN has introduced to the Group's copper concentrate and who wish to buy through CMN, prevailing and projected market prices of copper concentrate and an additional buffer of approximately 11% to allow for possible price fluctuations during the year. The remaining annual caps allocated to copper cathode, zinc concentrate and lead concentrate, remain unchanged.

Historical Transaction Amounts

For the two years ended 31 December 2012 and 2013, (i) the total amount payable by the CMN Group to the Group for the sale of copper concentrate amounted to US\$25.6 million (equivalent to approximately HK\$199.7 million) and US\$36.7 million (equivalent to approximately HK\$286.3 million) respectively; and (ii) the aggregate amount payable by the CMN Group to the Group under the Products Sale Framework Agreement amounted to US\$141.9 million (equivalent to approximately HK\$1,106.8 million) and US\$130.9 million (equivalent to approximately HK\$1,021.0 million) respectively.

Reasons for the Revised Annual Cap

As part of the Group's ordinary and usual course of business, the Group has been selling Products to the CMN Group. Given that the expected purchase amount of the copper concentrate in the PRC, and consequently from the CMN Group under the Products Sale Framework Agreement for the year ending 31 December 2014, would be greater than originally estimated, the Directors are of the view

LETTER FROM THE BOARD

that it would be in the interest of the Company and its Shareholders to revise the annual cap for the sale of copper concentrate under the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Copper Concentrate Annual Cap and hence the annual cap of the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Annual Cap in order to enable the Company to take advantage of the increased demand for copper concentrate from the CMN Group.

Listing Rules Implications

As disclosed in the First Announcement, CMN is the controlling shareholder of the Company and is therefore a connected person of the Company under the Listing Rules. As a result, the Products Sale Framework Agreement constitutes a continuing connected transaction for the Company.

As the relevant percentage ratios in respect of the Revised Annual Cap are more than 5%, the Revised Annual Cap will be subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

By virtue of its interests in the Products Sale Framework Agreement described above, CMN and its associates, which together are interested in 3,898,110,916 Shares (representing approximately 73.69% of the voting rights of the Company) as at the Latest Practicable Date (including Album Enterprises and Top Create who are wholly owned subsidiaries of CMN and directly hold, and control the voting rights over, approximately 43.04% and 30.65%, respectively of the total number of Shares in issue as at the Latest Practicable Date), will abstain from voting on the ordinary resolution approving the Revised Annual Cap. The vote of the Independent Shareholders at the AGM will be taken by poll.

Information about the Group

The Group is engaged in the exploration, development and mining of zinc, copper, gold, silver and lead deposits around the world.

Information about CMN

CMN is a trader and supplier of non-ferrous metals.

Independent Financial Adviser

Somerley Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Revised Annual Cap.

Independent Board Committee

The Independent Board Committee has been established to advise the Independent Shareholders in respect of the Revised Annual Cap.

LETTER FROM THE BOARD

The Independent Board Committee, having considered the Revised Annual Cap and the advice of the Independent Financial Adviser, considers that it would be in the interest of the Company and its Shareholders to revise the annual cap for the sale of copper concentrate under the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Copper Concentrate Annual Cap, and hence the annual cap of the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Annual Cap.

Additional Information

Your attention is drawn to (i) the letter from the Independent Board Committee set out in Appendix III to this circular which contains the opinion of the Independent Board Committee to the Independent Shareholders regarding the Revised Annual Cap, and (ii) the letter from the Independent Financial Adviser set out in Appendix IV to this circular which contains, among other things, its advice to the Independent Board Committee and the Independent Shareholders in respect of the Revised Annual Cap. Your attention is also drawn to the general information set out in Appendix V to this circular.

AGM

A notice convening the AGM to be held at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Wednesday, 21 May 2014 at 10:30 a.m. is set out on pages 35 to 39 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the results of the voting by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining Shareholders' eligibility to attend and vote at the AGM

The register of members of the Company will be closed from Monday, 19 May 2014 to Wednesday, 21 May 2014, inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare

LETTER FROM THE BOARD

Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 16 May 2014. The record date for determining Shareholders' eligibility to attend and vote at the AGM will be on Wednesday, 21 May 2014.

For determining Shareholders' entitlement to the recommended final dividend

The register of members of the Company will be closed from Tuesday, 27 May 2014 to Thursday, 29 May 2014, inclusive, during which period no transfer of shares will be registered. In order to be entitled to the recommended final dividend (which is subject to the approval by the Shareholders at the AGM), all completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 26 May 2014. The record date for determining entitlements of the Shareholders to the final dividend will be on Thursday, 29 May 2014. The payment date for the final dividend will be on Friday, 6 June 2014. The payment of dividend shall be made in Hong Kong dollars.

RECOMMENDATION

The Board is of the opinion that the proposals for the re-election of the retiring Directors and the grant of the Issue Mandate and the Repurchase Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of all the related resolutions to be proposed at the AGM.

The Board is also of the view that it would be in the interests of the Company and its Shareholders to revise the annual cap of the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Annual Cap, to enable the Company to continue to sell the Products to CMN Group in accordance with the expected level of demand from CMN Group. No Director has any material interest in the transactions contemplated under the Products Sale Framework Agreement which prohibits him from voting on the Board resolution approving the Revised Annual Cap of the Products Sale Framework Agreement and no Director has abstained from approving such Board resolution.

Yours faithfully,
For and on behalf of the Board
MMG Limited
Andrew Gordon Michelmore
CEO and Executive Director

The biographical and other details of the Directors proposed to be re-elected at the AGM are set out as follows:

MR WANG LIXIN

Mr Wang, aged 46, was appointed the Chairman of the Company on 1 April 2011. He is a member of the Company's Remuneration and Nomination Committee.

Prior to his appointment as the Chairman, Mr Wang served as an Executive Director and the Vice President of the Company from October 2005 until December 2007; a Non-executive Director from January 2008 until June 2009; the Vice Chairman and a Non-executive Director from July 2009 until December 2009; and a Non-executive Director from December 2009 until his appointment as the Chairman in April 2011. Mr Wang has also served as a Director of a number of subsidiaries of the Company.

Mr Wang has also been an Independent Director of Maike Metals International Limited since January 2013.

Mr Wang holds a Bachelor of Arts in International Trade from the University of International Business and Economics in the PRC and has more than 14 years' experience in foreign trade and corporate management, as well as five years' experience with government services.

Mr Wang joined the Ministry of Foreign Trade and Economic Cooperation in 1990 and the CMC Group in 1995. From 2007 to 2009, he was the President of CMN and a Director of China Minmetals Rare Earth Co., Ltd. (formerly known as Shanxi Guanlv Co. Ltd), a company listed on the Shenzhen Stock Exchange, from April 2009 to December 2009.

Mr Wang has not held any other directorships in any listed public companies in the three years prior to the Latest Practicable Date. He does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr Wang does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Wang has entered into a Chairman's service agreement with the Company for a term of three years commencing from 1 January 2014. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr Wang is entitled to a director's fee of A\$450,000 per annum for his appointment as a Non-executive Director and Chairman of the Company. The emolument of Mr Wang as a Non-executive Director and Chairman is determined by reference to the remuneration policy of the Company, and a review of international industry benchmarks and the prevailing market conditions by an independent international remuneration consulting firm.

Save as disclosed above, there are no other matters in relation to the re-election of Mr Wang which need to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

MR XU JIQING

Mr Xu, aged 46, was appointed as an Executive Director and Executive General Manager - Strategic Planning of the Company in May 2013. Prior to that, Mr Xu served as a Non-executive Director of the Company from May 2009 until May 2013 and a member of the Company's Audit Committee from July 2009 until May 2013.

Mr Xu is a Director of a number of subsidiaries of the Company. He has also been a Director of CMNH since December 2009. Mr Xu has been a Director of Jiangxi Tungsten Industry Group Co., Ltd. since April 2010.

Mr Xu holds a Bachelor's degree in Accounting from the University of International Business and Economics in the PRC, and a Master of Business Administration from Saint Mary's University in Canada. He is a qualified senior accountant in the PRC and is a fellowship member of the Certified General Accountants Association of Canada. Mr Xu has extensive experience in accounting and corporate financial management.

Mr Xu joined the CMC Group in 1991. He was appointed as the Manager of Finance at Minmetals Development Co. Ltd. in 1997, and was promoted to Vice General Manager in 1999 and General Manager in 2000. He was also the General Manager of Finance at China National Nonferrous Metals Industry Trading Group Corporation from July 2001 to April 2002, and the General Manager of Finance at CMN from April 2002 to December 2007. Mr Xu was the CFO of CMN from December 2005 to November 2007 and the Vice President and CFO of CMN from December 2007 until May 2013. He was the Vice President and CFO of CMNH from January 2011 until May 2013. Mr Xu was the Director of Album Enterprises and Top Create from December 2005 to October 2013 and from February 2012 to October 2013 respectively. He was the Director of Copper Partners Investment Co., Ltd and Hunan Nonferrous Metals Holding Group Co., Ltd from March 2009 to December 2013 and from July 2010 to September 2013 respectively.

Mr Xu has not held any other directorships in any listed public companies in the three years prior to the Latest Practicable Date. Save as disclosed above, he does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr Xu has an interest in share options of the Company to subscribe for 1,000,000 Shares.

Mr Xu has entered into a service agreement on 21 May 2013 with the Company (Mr Xu's Service Agreement). Subject to earlier termination pursuant to the terms and conditions of Mr Xu's Service Agreement and retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association, Mr Xu's appointment as an Executive Director and Executive General Manager - Strategic Planning under such agreement commenced on 20 May 2013 until either the Company or he terminates such agreement by serving on the other not less than three month's prior written notice. Mr Xu is entitled to a total fixed remuneration (TFR) of A\$790,000 per annum, a short-term incentive payment up to a maximum of 120% of TFR, and a long-term equity-based performance incentive of up to a maximum of 80% of TFR both subject to certain company and individual performance criteria. Mr. Xu is also entitled to a once-off retention payment of up to a maximum of 100% of TFR subject to the eligibility requirements under the executive

retention plan approved by the Board, which include certain individual performance and services criteria. The emolument of an Executive Director is determined by reference to the management function of the individual director, the Company's performance and profitability, and appropriate market related industry remuneration benchmarks.

Save as disclosed above, there are no other matters in relation to the re-election of Mr Xu which need to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

MR ANTHONY CHARLES LARKIN

Mr Larkin, aged 71, was appointed as an Independent Non-executive Director of the Company in November 2011. He is the Chairman of the Company's Audit Committee and a member of the Company's Remuneration and Nomination Committee.

Mr Larkin has been a Fellow of the Australian Society of Certified Practising Accountants and the Australian Institute of Company Directors since 1984 and 1992, respectively. He received his accounting education from Wollongong Technical College and Sydney Technical College. Mr Larkin has extensive experience in enterprise audit and risk management.

Mr Larkin has been a Non-executive Director of Incitec Pivot Limited (a company listed on the Australian Stock Exchange) since 2003. He is Chair of the Audit and Risk Committee and a member of the Nominations Committee of Incitec Pivot Limited. Mr Larkin has also been a Director of Oakton Limited (a company listed on the Australian Stock Exchange) since 2009. He chairs the Audit and Risk Committee and is a member of the Remuneration and Appointments Committee of Oakton Limited.

Mr Larkin was previously a Director of Corporate Express Australia Limited, a company listed on the Australian Stock Exchange (2004 to 2010), and Eyecare Partners Limited, a company listed on the Australian Stock Exchange (2007 to 2010), being the Chairman of their respective Audit and Risk Committees. Mr Larkin was also a Director and Chairman of the Audit and Risk Committee and a member of the Remuneration and Appointments Committee of OZ Minerals Limited, a company listed on the Australian Stock Exchange (2008 to 2009), a Director and Chairman of the Audit and Risk Committee and a member of the Remuneration and Appointments Committee of Zinifex Limited, a company formerly listed on the Australian Stock Exchange (2004 to 2008), Chairman of the company and member of the Remuneration and Appointments Committee of Ausmelt Limited, a company formerly listed on the Australian Stock Exchange (2003 to 2007), and the Executive Director of Finance of Orica Limited, a company listed on the Australian Stock Exchange (1998 to 2002).

Mr Larkin does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Larkin has entered into an appointment agreement with the Company as an Independent Non-executive Director for a term of three years commencing from 30 November 2011. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr Larkin is entitled to a service fee of A\$188,000 per annum as an

Independent Non-executive Director of the Company and A\$25,000 per annum as the Chairman of the Audit Committee of the Company. The emolument of the Independent Non-executive Director is determined by reference to the duties and responsibilities of directors towards the Company, the remuneration policy of the Company, the benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters in relation to the re-election of Mr Larkin which need to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders for their consideration of the proposed Repurchase Mandate.

REASONS FOR REPURCHASE MANDATE

While the Directors do not presently intend to repurchase any Shares, they believe that the flexibility afforded by the mandate granted to them if the ordinary resolution no. 6 set out in the notice of AGM is passed would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years and if there are occasions in the future when Shares are being traded at a discount to their underlying value, the ability of the Company to repurchase Shares can be beneficial to those Shareholders who retain their investment in the Company since this may, depending on the circumstances, result in increases to the fully diluted net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued shares of the Company is 5,289,607,889 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 528,960,788 Shares representing 10% of the total number of issued Shares at the date of the AGM.

SOURCE OF FUNDS FOR REPURCHASES

In repurchasing Shares, the Company may only apply funds from the Company's available cash flow or working capital facilities, which will be funds legally available for such purpose in accordance with its Articles of Association and the Companies Ordinance. Such funds include but are not limited to the Company's profits available for distribution.

While the Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to Repurchase Mandate in accordance with the Listing Rules and the Companies Ordinance.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, presently intend to sell any Shares to the Company under the Repurchase Mandate in the event that the latter is granted by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that Repurchase Mandate is granted by the Shareholders.

TAKEOVERS CODE

If as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Album Enterprises and Top Create have an attributable interest of approximately 43.04% and 30.65% respectively of the total number of Shares in issue. In the event that the Repurchase Mandate is exercised in full, the aggregate interests of Album Enterprises and Top Create in the Company would be increased from approximately 73.69% to approximately 81.88% and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code. Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of repurchase, an exercise of the Repurchase Mandate in whole would result in an insufficient public float of less than 25% of the total number of Shares in issue, assuming neither Album Enterprises nor Top Create participated in such repurchase. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Directors also have no intention to exercise the Repurchase Mandate to an extent that may result in a public shareholding of less than the minimum public float requirement.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

MARKET PRICE

The highest and lowest prices at which Shares were traded on the Stock Exchange during each of previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2013		
April	2.88	2.31
May	2.57	2.11
June	2.21	1.83
July	2.06	1.73
August	2.13	1.74
September	1.92	1.71
October	1.82	1.67
November	1.90	1.70
December	1.94	1.59
2014		
January	1.80	1.57
February	1.64	1.28
March	1.65	1.22
April (up to the Latest Practicable Date)	1.69	1.59

SHARES REPURCHASES MADE BY THE COMPANY

No repurchases of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

Set out below is the text of the letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Revised Annual Cap for inclusion in this circular.



MMG Limited
五礦資源有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1208)

10 April 2014

To the Independent Shareholders

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTION —
PRODUCTS SALE FRAMEWORK AGREEMENT —
REVISION OF ANNUAL CAP**

We refer to the circular dated 10 April 2014 of the Company (Circular) of which this letter forms part. Terms defined in the Circular shall have the same meanings herein unless the context requires otherwise.

We have been appointed as the Independent Board Committee to advise the Independent Shareholders as to whether, in our opinion, it would be in the interest of the Company and its Shareholders to revise the annual cap for the sale of copper concentrate under the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Copper Concentrate Annual Cap, and hence the annual cap of the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Annual Cap. Somerley Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Revised Annual Cap.

We wish to draw your attention to the letter from the Board set out on pages 5 to 12 of the Circular, and the letter of advice from Somerley Capital Limited, the Independent Financial Adviser, set out on pages 22 to 28 of the Circular which contains its advice and recommendation in respect of the Revised Annual Cap.

Having taken into account the advice of Somerley Capital Limited and its recommendation in relation thereto, we consider that it would be in the interest of the Company and its Shareholders to revise the the annual cap for the sale of copper concentrate under the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Copper Concentrate Annual Cap, and hence the annual cap of the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Annual Cap. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution approving the Revised Annual Cap.

Yours faithfully,

For and on behalf of

the Independent Board Committee

Peter William Cassidy, Anthony Charles Larkin, Leung Cheuk Yan

Independent non-executive Directors

Set out below is the text of the letter of advice from Somerley Capital Limited to the Independent Board Committee and the Independent Shareholders in relation to the Revised Annual Cap for inclusion in this circular.



SOMERLEY CAPITAL LIMITED

20th Floor

China Building

29 Queen's Road Central

Hong Kong

10 April 2014

To: the Independent Board Committee and the Independent Shareholders of MMG Limited

Dear Sirs,

**CONTINUING CONNECTED TRANSACTION —
PRODUCTS SALE FRAMEWORK AGREEMENT —
REVISION OF ANNUAL CAP**

INTRODUCTION

We refer to our appointment by the Company to advise the Independent Board Committee and the Independent Shareholders in connection with the Revised Annual Cap. Details of the Revised Annual Cap are set out in the letter from the Board contained in the circular of the Company to the Shareholders dated 10 April 2014 (the “**2014 Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the 2014 Circular unless the context requires otherwise.

Reference is made to the First Announcement, the 2012 Circular and the Second Announcement. On 5 April 2012, the Company entered into the Products Sale Framework Agreement with CMN in relation to the sale of copper cathode, copper concentrate, zinc concentrate and lead concentrate produced, processed, manufactured, traded or distributed by any member of the Group to the CMN Group. On 30 May 2012, the Independent Shareholders approved the Products Sale Framework Agreement and the Approved Annual Caps.

CMN is the controlling shareholder of the Company and is therefore a connected person of the Company under the Listing Rules. As a result, the Products Sale Framework Agreement constitutes a continuing connected transaction for the Company. As the relevant percentage ratios in respect of the Revised Annual Cap are more than 5%, the Revised Annual Cap will be subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee, comprising all of three independent non-executive Directors, namely Dr Peter William Cassidy, Mr Anthony Charles Larkin and Mr Leung Cheuk Yan, has been formed to make recommendation to the Independent Shareholders in respect of the Revised Annual Cap. We, Somerley Capital Limited, have been appointed to advise the Independent Board Committee and the Independent Shareholders in the same regard.

We are not associated with the Company, CMN, or their respective substantial shareholders or associates and accordingly we are considered eligible to give independent advice on the Revised Annual Cap. Apart from normal professional fees payable to us in connection with this and similar appointments, no arrangement exists whereby we will receive any fees or benefits from the Company, CMN, or their respective substantial shareholders or associates.

In formulating our opinion, we have reviewed, amongst others, the Products Sale Framework Agreement, the First Announcement, the Second Announcement, the annual results of the Company for the year ended 31 December 2013, the historical and projected production volume of copper concentrate of the Group, the sales obligations of copper concentrate to customers of the Group for the year ending 31 December 2014, the Group's inventory reports for the year ended 31 December 2013, the historical sales volume and value of copper concentrate sold by the Group to the CMN Group, the projected sale price of copper concentrate to be charged to the CMN Group by the Group, the 2013 fourth quarter production report of the Company dated 23 January 2014 (the "**Q4 Production Report**"), the prevailing and projected price information of copper, gold and silver and the information contained in the 2012 Circular and the 2014 Circular. We have also discussed with and reviewed information provided by the management of the Group regarding the basis for estimating the Revised Annual Cap.

We have relied on the information and facts supplied, and the opinions expressed to us, by the management of the Group which have assumed to be true, accurate, complete and not misleading in all material aspects at the time they were made. We have also sought and received confirmation from the Company that no material facts have been omitted from the information supplied and opinions expressed to us. We have no reason to believe that any material information has been withheld from us, or to doubt the truth, accuracy or completeness of the information provided. We have relied on such information and consider that the information we have received is sufficient for us to reach an informed view. We have not, however, conducted any independent investigation into the business and affairs of the Group, nor have we carried out any independent verification of the information supplied.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our recommendation with regard to the Revised Annual Cap, we have taken into account the principal factors and reasons set out below:

1. INFORMATION ON THE GROUP AND CMN

The Company is the CMN Group's flagship international upstream base metals company. The Group is engaged in mining, processing and production of zinc, copper, gold, silver and lead, and exploration for mineralisation and development of mining projects.

CMN, the controlling shareholder of the Company holding indirectly approximately 73.69% of the total number of Shares in issue as at the Latest Practicable Date, is a trader and supplier of non-ferrous metals. The Group and the CMN Group have a history of trading of non-ferrous metals which dates back to 2009.

2. Information on the Products Sale Framework Agreement and the Approved Annual Caps

As set out in the First Announcement and the 2012 Circular, on 5 April 2012, the Company announced that it entered into the Products Sale Framework Agreement with CMN in relation to the sale of copper cathode, copper concentrate, zinc concentrate and lead concentrate produced, processed, manufactured, traded or distributed by any member of the Group to the CMN Group. The term of the Products Sale Framework Agreement is from 30 May 2012 to 31 December 2014.

CMN may purchase or procure other members of the CMN Group to purchase, and the Company may sell or procure other members of the Group to sell, the Products at prices determined on an arm's length basis and comparable to the prevailing market rates or at rates similar to those offered by the Group to any other independent third party. Such prices shall be calculated based on the relevant metal prices quoted on the London Metal Exchange ("LME") or other relevant London markets, subject to premiums and treatment and refining charges consistent with those prevailing in the PRC metal trading market for comparable imported products at the time of the relevant sale agreement.

Sale and purchases of the Products shall be made pursuant to sale agreements agreed between the parties, setting out, among other things, the identity of the Products, quantity, specifications, price, term of agreement, shipping schedule, delivery terms, place of delivery, place of shipment, payment terms, quotational period and other usual conditions (including those dealing with weights and assays, title and risk, insurance requirements and termination and suspension rights) provided always that such terms and conditions must always be on normal commercial terms. Payment shall be made in accordance with the terms of the sale agreement, with the consideration payable by the CMN Group for the purchase of such Products to be cash settled in immediately available funds and in all respects on normal commercial terms for transactions of this type.

As set out in the letter from Somerley Limited in the Circular, the terms of the Products Sale Framework Agreement are on normal commercial terms and fair and reasonable as far as the Independent Shareholders are concerned. As at the Latest Practicable Date, our view on the terms of the Products Sale Framework Agreement remains unchanged.

Set out below are the Approved Annual Caps for the year ending 31 December 2014:

	For the year ending 31 December 2014
	<i>US\$'000,000</i> <i>(in HK\$'000,000</i> <i>equivalent)</i>
<i>Sale of the Products</i>	
Copper cathode	108 (842.4)
Copper concentrate	40 (312)
Zinc concentrate	60 (468)
Lead concentrate	50 (390)
Total	258 <u>(2,012.4)</u>

Both the Products Sale Framework Agreement and the Approved Annual Caps were approved by the then independent Shareholders at the annual general meeting of the Company held on 30 May 2012 and became effective thereafter.

3. The Revised Annual Cap

As stated in the letter from the Board of the 2014 Circular, the Company has reviewed the Approved Annual Caps for the year ending 31 December 2014 and it is expected that the transaction amount for the sale of copper concentrate under the Products Sale Framework Agreement for the year ending 31 December 2014 would be greater than originally estimated. As such, the Company proposes that the annual cap for the sale of copper concentrate under the Products Sale Framework Agreement for the year ending 31 December 2014 to be increased from US\$40 million (equivalent to approximately HK\$312 million) by US\$85 million (equivalent to approximately HK\$663 million) to US\$125 million (equivalent to approximately HK\$975 million), i.e. the Revised Copper Concentrate Annual Cap, and hence the annual cap of the Products Sale Framework Agreement for the year ending 31 December 2014 to be increased by the same amount to the Revised Annual Cap, i.e. from US\$258 million (equivalent to approximately HK\$2,012.4 million) to US\$343 million (equivalent to approximately HK\$2,675.4 million).

The Revised Copper Concentrate Annual Cap has been determined by reference to the historical transaction amounts for the sale of copper concentrate by the Group to the CMN Group, the anticipated growth in demand for copper concentrate in the PRC, demand from new end users that CMN has introduced to the Group's copper concentrate and who wish to buy through CMN, prevailing and projected market prices of copper concentrate and an additional buffer of approximately 11% to

allow for possible price fluctuations during the year. For the avoidance of doubt, the annual caps for the sale of the other types of products under the Products Sale Framework Agreement, namely copper cathode, zinc concentrate and lead concentrate, for the year ending 31 December 2014 will remain unchanged.

4. **Reasons for the Revised Annual Cap**

As part of the Group's ordinary and usual course of business, the Group has been selling the Products to the CMN Group. Given that the expected purchase amount of the copper concentrate in the PRC, and consequently from the CMN Group under the Products Sale Framework Agreement for the year ending 31 December 2014, would be greater than originally estimated, the Directors are of the view that it would be in the interest of the Company and its Shareholders to revise the annual cap for sale of copper concentrate under the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Copper Concentrate Annual Cap and hence the annual cap of the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Annual Cap in order to enable the Company to take advantage of the increased demand for copper concentrate from the CMN Group.

5. **Assessment of the basis for determining the Revised Copper Concentrate Annual Cap**

We have reviewed the basis for determining the Revised Copper Concentrate Annual Cap, by way of the following, in order to assess the fairness and reasonableness of the Revised Copper Concentrate Annual Cap:

(i) *Production by the Group*

As advised by the management of the Group, the projected maximum annual sales volume of copper concentrate to the CMN Group for the year ending 31 December 2014 will be approximately 75,000 tonnes. The Group's historical production volume of copper concentrate, which was produced in Golden Grove mine and Rosebery mine in Australia, was approximately 116,848 tonnes in 2011, 141,993 tonnes in 2012 and 177,789 tonnes in 2013. The management of the Group anticipates the production volume of copper concentrate for the year ending 31 December 2014 will be approximately 133,000 tonnes. Production of copper concentrate varies each year in accordance with the availability of copper and zinc ore from the mine, which in turn vary in accordance with variations in the ore body and associated sequencing of the mining plan. After deducting the sales obligations committed to other customers of the Group of copper concentrate for the year ending 31 December 2014, we note that the remaining projected production volume and current stock level of copper concentrate are expected to be sufficient to meet the potential demand from the CMN Group for the projected maximum annual sales volume of copper concentrate for the year ending 31 December 2014.

(ii) *Purchases by the CMN Group*

Based on our discussion with the management of the Group, the volume of copper concentrate sold by the Group to the CMN Group in 2012 and 2013 were approximately 15,119 tonnes and approximately 27,719 tonnes respectively, which represented approximately 20% or

less of the annual import of copper concentrate, in terms of tonnage, by the CMN Group from overseas in the corresponding year. For the year ending 31 December 2014, the management of the Group expects a significant increase in the purchase of copper concentrate by the CMN Group based on marketing activity undertaken by the CMN Group during 2012 and 2013 to develop the market for the Group's copper concentrates in China and indicated commitments from Chinese buyers. Given that copper concentrate exhibits the characteristics of a commodity, it is possible that the CMN Group, as a major trader and supplier of non-ferrous metals in the PRC, may be able to purchase significant volume of copper concentrate from any of its suppliers, including the Group, for resell and distribution purposes. The potential demand for copper concentrate from the Group therefore may significantly increase if the CMN Group slightly shifts the allocation of its purchase to the Group.

For the two years ended 31 December 2012 and 2013, the total amount payable by the CMN Group to the Group for the sale of copper concentrate amounted to US\$25.6 million (equivalent to approximately HK\$199.7 million) and US\$36.7 million (equivalent to approximately HK\$286.3 million) respectively. As at the Latest Practicable Date, the Group has already delivered three shipments of copper concentrate to the CMN Group with a total size of 15,000 tonnes and a total value of approximately US\$22.0 million (equivalent to approximately HK\$171.6 million), which was over half of the original annual cap of sale of copper concentrate to the CMN Group for the year ending 31 December 2014.

After taking into account, among others, (i) a sufficient level of projected production volume and current stock of copper concentrate to meet the potential demand from the CMN Group; (ii) the ability of the CMN Group to purchase significant volume of copper concentrate from the Group; and (iii) the actual amount of sales of copper concentrate to the CMN Group for the last two years and up to the Latest Practicable Date, we consider the estimate of the projected maximum annual sales volume of copper concentrate to the CMN Group reasonable.

(iii) *Pricing*

As advised by the management of the Group, the estimated average sale price of copper concentrate for determination of the Revised Copper Concentrate Annual Cap will be approximately US\$1,500 (equivalent to approximately HK\$11,700) per tonne, which was determined with reference to the average monthly official cash settlement price for copper quoted at LME between 2010 and 2013.

Copper concentrate sold by the Group (i) has a payable contained copper of approximately 20% of the gross weight of the copper concentrate; and (ii) is polymetallic, which means the copper concentrate also contains other residual metals such as gold and silver. Therefore the price of copper concentrate is not directly comparable to the price of copper but is subject to, among other things, (i) the market prices of copper, gold and silver; (ii) the relative proportion of copper, gold and silver in the copper concentrate; and (iii) the associated processing charges such as treatment and refining charges.

In analysing the reasonableness of the estimated average sale price of copper concentrate, we have reviewed and are satisfied that: (i) the prices of copper, gold and silver used in the estimation of sale price of copper concentrate are generally in line with the historical sales price based on the historical LME official cash settlement prices as well as the projected market prices of these metals based on the industry price forecasts as published in Energy and Metals Consensus Forecasts, a bi-monthly publication issued by Consensus Economics Inc., which is an international economic survey organisation and polls more than 700 economists each month to obtain their forecasts and views on economic growth, inflation, interest rates, exchange rates as well as energy and metal prices; (ii) the relative proportion of copper, gold and silver used in the estimation of sales price of copper concentrate is in line with the historical relative proportion as stated in the Q4 Production Report; and (iii) the associated treatment and refining charges are of market convention.

On the basis above, we consider the estimated average sale price of copper concentrate of approximately US\$1,500 (equivalent to approximately HK\$11,700) per tonne reasonable.

(iv) *Buffer*

Based on our review of the average monthly LME official cash settlement prices of copper for 2013, we note that the maximum and the minimum of the aforesaid prices have varied by approximately 17%. On this basis, we consider the inclusion of a buffer of approximately 11% in determining the Revised Copper Concentrate Annual Cap reasonable and appropriate in light of the possible fluctuations of copper prices.

OPINION AND RECOMMENDATION

Having taking into account the above principal factors and reasons, we consider that the revision of the annual cap for the sale of copper concentrate under the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Copper Concentrate Annual Cap, and hence the annual cap of the Products Sale Framework Agreement for the year ending 31 December 2014 to the Revised Annual Cap to be in the interests of the Company and its Shareholders as a whole and fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Board Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favor of the ordinary resolution to be proposed at the AGM in relation to the Revised Annual Cap.

Yours faithfully,
for and on behalf of
SOMERLEY CAPITAL LIMITED
Danny Cheng
Director

1 RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular or this circular misleading.

2 DISCLOSURE OF INTERESTS

(a) Directors' interests and short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations

As at the Latest Practicable Date, the interests and short positions of each of the Directors and the CEO of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register required to be kept pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (Model Code) as set out in Appendix 10 of the Listing Rules were as follows:

Long position in the Shares and underlying Shares

Name of Director	Nature of interest	Number of Shares Held	Number of Underlying Shares held	Approximate percentage of total number of issued Shares as at the Latest Practicable Date (Note 1)
Andrew Gordon Michelmore	Personal	527,000	28,150,200 (Note 2)	0.54%
David Mark Lamont	Personal	450,000	6,240,582 (Note 2)	0.13%
Xu Jiqing	Personal	—	1,000,000 (Note 3)	0.02%
Jiao Jian	Personal	—	1,200,000 (Note 3)	0.02%

Notes:

- (1) The calculation is based on the number of shares as a percentage of the total number of issued Shares (i.e. 5,289,607,889 Shares) as at the Latest Practicable Date.

- (2) The Directors' interests in the underlying Shares are through share options granted by the Company pursuant to the share option scheme adopted by the Company on 28 May 2004.
- (3) The Directors' interests in the underlying Shares are through share options granted by the Company pursuant to the share option scheme adopted by the Company on 26 March 2013.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the CEO of the Company had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register required to be kept pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Substantial Shareholders' interests and short positions in the Shares and underlying Shares

So far as is known to the Directors and CEO of the Company, as at the Latest Practicable Date, the following persons had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Long position in the Shares

Name of Shareholder	Capacity	Number of Shares held	Approximate percentage of total number of issued Shares as at the Latest Practicable Date (Note 1)
CMC	Interest of controlled corporation (Notes 2 and 3)	3,898,110,916	73.69%
CMCL	Interest of controlled corporation (Notes 2 and 3)	3,898,110,916	73.69%
CMNH	Interest of controlled corporation (Notes 2 and 3)	3,898,110,916	73.69%
CMN	Interest of controlled corporation (Notes 2 and 3)	3,898,110,916	73.69%
Album Enterprises	Beneficial owner (Note 3)	2,276,800,860	43.04%
Top Create	Beneficial owner (Note 2)	1,621,310,056	30.65%

Notes:

1. The calculation is based on the number of Shares which each person is interested in (whether directly/indirectly interested or deemed to be interested) as a percentage of the total number of issued Share (i.e. 5,289,607,889 shares) as at the Latest Practicable Date.
2. Top Create is a wholly owned subsidiary of CMN, which in turn is owned as to approximately 99.999% by CMNH and approximately 0.001% by CMCL. CMNH is a wholly owned subsidiary of CMCL. CMCL is owned as to approximately 87.5% by CMC and approximately 0.8% by China National Metal Products Co. Ltd., which in turn is a wholly owned subsidiary of CMC. Accordingly, CMN, CMNH, CMCL and CMC were, by virtue of the SFO, deemed to be interested in the shares held by Top Create as at the Latest Practicable Date.
3. Album Enterprises is a wholly owned subsidiary of CMN. Accordingly, CMN, CMNH, CMCL and CMC were by virtue of the SFO deemed to be interested in the shares held by Album Enterprises as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, there were no other persons who were recorded in the register of the Company as having an interest or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Save as disclosed below, no other Directors are directors or employees of CMC, CMCL, CMNH, CMN, Album Enterprises and/or Top Create.

Name of Director	Title	Company
Xu Jiqing	director	CMNH
Jiao Jian	President and director	CMNH and CMN
	Chairman	Album Enterprises
	director	Top Create
Gao Xiaoyu	Vice President	CMNH and CMN
	director	Top Create

3 DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which will not expire or be determinable by the relevant member of the Group within one year without payment of compensation (other than statutory compensation).

4 COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and their respective associates had any interest in a business which competes or may compete with the businesses of the Group (which would be required to be disclosed under Rule 8.10 of the Listing Rules if each of them was a controlling shareholder of the Company) save as disclosed below:

(a) **Xu Jiqing, a executive Director, is:**

- a director of CMNH.

(b) **Wang Lixin, a non-executive Director and Chairman, is:**

- an independent director of Maike Metals International Limited.

(c) **Jiao Jian, a non-executive Director, is:**

- the President and director of CMN;
- the President and director of CMNH;
- the Chairman of Album Enterprises;
- a director of Top Create;
- a director of Hunan Nonferrous Metals Holding Group Co. Ltd; and
- a director of Copper Partners Investment Co., Ltd.

(d) **Gao Xiaoyu, a non-executive Director, is:**

- the Vice President of CMNH;
- the Vice President of CMN; and
- a director of Top Create.

Although the Group together with its jointly-controlled entities and the above companies are involved in businesses in the same industry, they are separate companies operated by separate and independent management. The Company is therefore capable of carrying on its business independently of, and at arm's length from the CMC Group, Hunan Nonferrous Metals Holding Group Co. Ltd., Copper Partners Investment Co., Ltd. and Maike Metals International Limited.

5 INTEREST IN ASSETS AND CONTRACTS

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect in any assets which have been, since 31 December 2013 (being the date to which the latest published audited financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

There is no contract or arrangement subsisting as at the date of this circular, in which any of the Directors are materially interested and which is significant to the business of the Group.

6 QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has provided advice for inclusion in this circular:

Name	Qualification
Somerley Capital Limited	Licensed corporation under the SFO for carrying out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities

The above expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and/or reference to its name or opinion in the form and context in which it appears.

As at the Latest Practicable Date, the above expert was not beneficially interested in the share capital of any member of the Group nor did it have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the above expert did not have any direct or indirect interest in any assets which had since 31 December 2013 (being the date to which the latest published audited financial statements of the Group were made up) been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

7 MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2013, the date to which the latest published audited financial statements of the Group were made up.

8 GENERAL

- (a) The address of the registered office of the Company is at Units 8501-8503, Level 85, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.
- (b) The company secretary of the Company is Ms LEUNG Suet Kam, Lucia, a fellow of The Institute of Chartered Secretaries and Administrators in the United Kingdom and a fellow of the Hong Kong Institute of Chartered Secretaries.
- (c) The share registrar and the transfer office of the Company is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) In case of inconsistency, the English text of this circular shall prevail over the Chinese text.

9 DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Products Sale Framework Agreement will be available for inspection during business hours at the registered office of the Company at Units 8501-8503, Level 85, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong from the date of this circular until 5 May 2014.

NOTICE OF ANNUAL GENERAL MEETING



MMG Limited
五礦資源有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1208)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (Meeting) of MMG Limited (Company) will be held at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Wednesday, 21 May 2014 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2013;
2. To declare a final dividend of 1.0 US cent per share for the year ended 31 December 2013;
3. To re-elect, each as a separate resolution, the following retiring directors of the Company:
 - (a) Mr Wang Lixin;
 - (b) Mr Xu Jiqing; and
 - (c) Mr Anthony Charles Larkin.

and to authorise the board of directors of the Company (Board) to fix the remuneration of the Directors;

4. To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the Board to fix their remuneration;
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) subject to paragraph (c) below, pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the

NOTICE OF ANNUAL GENERAL MEETING

Company to allot, issue and deal with additional shares in the Company, to grant rights to subscribe for, or convert any security into, shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the grant of options or an issue of shares upon the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iii) the grant of rights of subscription or conversion or the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; or
 - (iv) any script dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company from time to time,

shall not exceed 20 per cent of the total number of shares of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by Hong Kong law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Board by this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares or an offer or issue of options, warrants or other securities giving the right to subscribe for, or of securities convertible into, shares of the Company, open for a period fixed by the Board to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT**

- (a) subject to paragraph (b) below and pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Board during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by Hong Kong law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Board by this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“**THAT**, conditional on Resolutions no. 5 and no. 6 set out in this notice being passed, power be given to the Board to add the number of shares purchased by the Company pursuant to the general mandate referred to in Resolution no. 6 set out in this notice to the 20 per cent general mandate to allot, issue and deal with new shares of the Company, to grant rights to subscribe for, or convert any security into, shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power referred to in Resolution no. 5 set out in this notice.”

8. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“**THAT**

- (a) the revised annual cap amount in respect of the Products Sale Framework Agreement (as defined in the circular of the Company dated 10 April 2014) for the financial year ending 31 December 2014 (Revised Annual Cap) be and is hereby approved; and
- (b) any one of the directors of the Company be and is hereby authorised to execute all such documents, instruments and agreements and to do all such acts or things as he may in his opinion or discretion consider to be incidental to, ancillary or in connection with the Revised Annual Cap.”

9. To transact any other business.

By Order of the Board
MMG Limited
Andrew Gordon Michelmore
CEO and Executive Director

Hong Kong, 10 April 2014

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to qualify for attending and voting at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 16 May 2014. The register of members of the Company will be closed from Monday, 19 May 2014 to Wednesday, 21 May 2014, inclusive, during which period no transfer of shares will be registered. The record date of the Meeting will be on Wednesday, 21 May 2014.

4. In order to be entitled to the recommended final dividend (which is subject to the approval by the Shareholders at the Meeting), all completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 26 May 2014. The register of members of the Company will be closed from Tuesday, 27 May 2014 to Thursday, 29 May 2014, inclusive, during which period no transfer of shares will be registered. The record date of the final dividend will be on Thursday, 29 May 2014. The payment date for the final dividend will be on Friday, 6 June 2014.

5. The payment of dividend shall be made in Hong Kong dollars. The dividend of 1.0 US cent per share will be converted into Hong Kong dollars at the Spot USD/HKD Fixing rate as determined in accordance with the Treasury Markets Association Reference Guide and as published on both Reuters Instrument Code <HKDFIX=> and page HKDFIX at 11:15 a.m. Hong Kong time on 29 May 2014 or the last date on which the Spot USD/HKD Fixing rate is published prior to 29 May 2014 in accordance with the Treasury Markets Association Reference Guide (refer to the Annex at http://www.tma.org.hk/en_market_more1.aspx).