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MMG LIMITED

五礦資源有限公司

(Incorporated in Hong Kong with limited liability)

(HKEX STOCK CODE: 1208)

(ASX STOCK CODE: MMG)

CONNECTED TRANSACTION DUGALD RIVER ZINC CONCENTRATE SALE AGREEMENT

DUGALD RIVER ZINC CONCENTRATE SALE AGREEMENT

On 22 August 2019, the Seller entered into the Dugald River Zinc Concentrate Sale Agreement with Minmetals North-Europe in relation to the sale of the Product by the Seller to Minmetals North-Europe.

Minmetals North-Europe is a wholly owned subsidiary of CMC, the ultimate controlling shareholder of the Company, and is therefore an associate of CMC and a connected person of the Company under the Listing Rules. As a result, the Dugald River Zinc Concentrate Sale Agreement constitutes a connected transaction for the Company.

As the relevant percentage ratios in respect of the maximum transaction value on an annual basis relating to the Dugald River Zinc Concentrate Sale Agreement are more than 0.1% and less than 5%, it constitutes a connected transaction which is subject to the reporting, annual review and announcement requirements under Rule 14A.76 of the Listing Rules, but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DUGALD RIVER ZINC CONCENTRATE SALE AGREEMENT

As part of the ordinary and usual course of business, the Group sells its products to the CMC Group.

On 22 August 2019, the Seller entered into the Dugald River Zinc Concentrate Sale Agreement with Minmetals North-Europe in relation to the sale of the Product to Minmetals North-Europe. The principal terms of the Dugald River Zinc Concentrate Sale Agreement are set out below.

Parties	: (1) Seller: MMG Dugald River (2) Buyer: Minmetals North-Europe
Term	: From the date of the Dugald River Zinc Concentrate Sale Agreement until all obligations of the parties are fulfilled.
Quantity	: Approximately 10,000 dry metric tonnes of Product (+/- 10% at Seller's option).
Pricing	: The pricing of the concentrate was determined after arm's length negotiations and is comparable with the market for concentrate qualities such as Dugald River zinc concentrate. Prices shall be: <ul style="list-style-type: none"> • calculated based on agreed amounts of: <ul style="list-style-type: none"> ○ zinc contained in the Product at the Special High Grade Settlement Price for zinc as quoted on the London Metal Exchange; and ○ silver contained in the Product at London Bullion Market Association Silver Price spot quotation, each averaged over the agreed quotational period; • less an agreed treatment charge which is consistent with treatment charges prevailing for comparable sales of zinc concentrate at the time of this Agreement.
Transaction Value	: If the transaction was executed on 22 August 2019, it would be valued at approximately US\$7.5 million.
Delivery Terms	: Shipment shall be arranged by the Seller from the delivery point nominated by the Seller to the place of final destination nominated by Minmetals North-Europe on a CIF (Incoterms 2010®) basis.

The Dugald River Zinc Concentrate Sale Agreement will also set out, among other things, specifications, shipping schedule, delivery terms, payment terms, quotational period and other usual conditions (including those dealing with title and risk, insurance requirements and termination and suspension rights).

The terms of the Dugald River Zinc Concentrate Sale Agreement were arrived at after arm's length negotiations between the Seller and Minmetals North-Europe and these terms are consistent with prevailing market rates and conditions for comparable zinc concentrate.

REASONS FOR AND BENEFITS OF THE DUGALD RIVER CONCENTRATE SALE AGREEMENT

The Group's principal activities include the production and sale of metal products, including copper, zinc and lead concentrates. As part of its ordinary and usual course of business, the Group sells some of its products to the CMC Group at prices and on terms which are consistent with prevailing market rates and conditions for the relevant products.

The Dugald River operation will produce approximately 340,000 dry metric tonnes of zinc concentrate at full production. China is an important market for zinc concentrate and the CMC Group has investments in several major Chinese zinc smelters which are in a position to process Dugald River zinc concentrates. CMC also has trading relationships with other Chinese zinc smelters which may process Dugald River zinc concentrates.

The Dugald River Zinc Concentrate Sale Agreement has been reviewed and approved by the Directors (including the independent non-executive Directors but excluding the Interested Directors), who are of the view that the terms of the Dugald River Zinc Concentrate Sale Agreement and the transactions contemplated thereunder are on normal commercial terms, and are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Interested Directors, each holding position(s) at CMC and/or CMN, have abstained from voting on the Board resolution approving the Dugald River Zinc Concentrate Sale Agreement in order to avoid any possible conflict of interest issue.

IMPLICATIONS UNDER THE LISTING RULES

Minmetals North-Europe is a wholly owned subsidiary of CMC, the ultimate controlling shareholder of the Company, and is therefore an associate of CMC and a connected person of the Company under the Listing Rules. As a result, the Dugald River Zinc Concentrate Sale Agreement constitutes a connected transaction for the Company.

As announced by the Company on 20 December 2018, the Seller entered into a sale agreement with the Buyer for the purchase of approximately 10,000 dry metric tonnes of the Product, which was delivered in January 2019 at a value of approximately US\$10m. This sale agreement will therefore need to be aggregated with the Dugald River Zinc Concentrate Sale Agreement.

As the relevant percentage ratios (as set out in Chapter 14 and Rule 14A.76 of the Listing Rules) in respect of the maximum transaction value relating to the Dugald River Zinc Concentrate Sale Agreement, when aggregated with the connected transaction referred to above, are more than 0.1% and less than 5%, it constitutes a connected transaction which is subject to the reporting, annual review and announcement requirements under Rule 14A.76 of the Listing Rules, but exempt from the independent shareholders' approval requirements, under Chapter 14A of the Listing Rules.

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 THE CMC GROUP

The CMC Group is one of the largest state-owned enterprises in the mining sector in the PRC. It is engaged in the exploration, development, mining, processing and sale of a wide range of non-ferrous metals including tungsten, rare earth, copper, alumina, lead and zinc.

Minmetals North-Europe is engaged in the purchase and sale of a wide range of non-ferrous metals including copper, lead and zinc.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

associates	has the meaning ascribed to it under the Listing Rules
Board	the board of directors of the Company
CMC	中國五礦集團有限公司 (China Minmetals Corporation), a state-owned enterprise incorporated under the laws of the PRC and the ultimate controlling shareholder of the Company
CMC Group	CMC and its subsidiaries and associates from time to time (excluding the Group)
CMN	五礦有色金屬股份有限公司 (China Minmetals Non-Ferrous Metals Company Limited), a company incorporated under the laws of the PRC and the controlling shareholder of the Company
Company or MMG	MMG Limited, a company incorporated in Hong Kong, the securities of which are listed and traded on the main board of the Stock Exchange and the Australian Securities Exchange
connected person	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
Dugald River Zinc Concentrate Sale Agreement	the agreement dated 22 August 2019 between the Seller and Minmetals North-Europe in relation to the sale of the Product
Group	the Company and its subsidiaries from time to time
Hong Kong	the Hong Kong Special Administrative Region of the PRC
Interested Directors	Guo Wenqing, Zhang Shuqiang, Jiao Jian, Gao Xiaoyu and Xu Jiqing
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange
Minmetals North-Europe	Minmetals North-Europe AB, a company incorporated in Sweden, an indirect wholly owned subsidiary of CMC
PRC	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)

Product	zinc concentrates produced by the Group at its Dugald River Mine in North-west Queensland, Australia
Seller	MMG Dugald River Pty Ltd, a company incorporated in Victoria, Australia, an indirect wholly owned subsidiary of the Company
Stock Exchange	The Stock Exchange of Hong Kong Limited
subsidiary	has the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
%	Percentage

Unless otherwise specified, conversion of US\$ into HK\$ in this announcement is based on the exchange rate of US\$1.00 = HK\$7.80 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.

By order of the Board
MMG Limited
Gao Xiaoyu
CEO and Executive Director

Hong Kong, 22 August 2019

As at the date of this announcement, the Board consists of nine directors, of which two are executive directors, namely Mr Gao Xiaoyu and Mr Xu Jiqing; three are non-executive directors, namely Mr Guo Wenqing (Chairman), Mr Jiao Jian and Mr Zhang Shuqiang; and four are independent non-executive directors, namely Dr Peter William Cassidy, Mr Leung Cheuk Yan, Ms Jennifer Anne Seabrook and Professor Pei Ker Wei.