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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; AND (2) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of MMG Limited to be held at Lushan Room, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 21 May 2020 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of 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, Wanchai, Hong Kong as soon as possible and in any event no later than 10:30 a.m. on Tuesday, 19 May 2020. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM including, without limitation:

- (1) compulsory body temperature screening/checks;
- (2) submission of Health Declaration Form;
- (3) wearing of surgical face mask; and
- (4) no provision of refreshments or drinks.

Attendees who do not comply with the precautionary measures (1) to (3) above may be denied entry to the AGM, at the absolute discretion of the Company as permitted by law.

For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person by completing and return the proxy form attached to this document.

20 April 2020

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

With the outbreak and spreading of the COVID-19 pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of the shareholders of the Company (Shareholders) who might be attending the annual general meeting of the Company (AGM) in person, the Company will implement the following precautionary measures at the AGM:

1. **Voting by proxy in advance of the AGM:** The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect the Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person by completing and return the proxy form attached to this document. Physical attendance is not necessary for the purpose of exercising Shareholders' rights. **Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.**

The deadline to submit completed proxy forms is Tuesday, 19 May 2020 at 10:30 a.m.. Completed proxy forms must be returned to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

2. **AGM proceedings online:** Registered and Non-registered Shareholders not attending the AGM in person may view a live webcast of the AGM proceeding. The AGM webcast will open approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with access to the internet with a smart phone, tablet device or computer. Registered and Non-registered Shareholders are welcome to log in to the AGM online platform through https://orange.gmwebcasts.cn/starthere.jsp?ei=1303954&tp_key=56bde30fe1 (AGM Website) by entering their email address.

Registered Shareholders who wish to join the AGM online can send a written email request to the Company Secretary of the Company at company.secretary@mmg.com from Monday, 27 April 2020 to Sunday, 10 May 2020. For the purpose of verification, the written request must state (i) the full name of the Registered Shareholder; (ii) address that had been registered with the share registrar of the Company; and (iii) the email address that the Registered Shareholders will use to login into the AGM Website. The request will be verified and upon confirmation that the information provided is correct, Registered Shareholders will be advised that they can access the AGM Website with their email address. Please however note that in accordance with the Company's Articles of Association, the Shareholders who join the webcast will not be counted towards a quorum nor will they be able to cast their votes online. Registered Shareholders also cannot ask questions online but they can submit their questions prior to the AGM.

Non-registered Shareholders who wish to join the AGM online can send a written email request to the Company Secretary of the Company at company.secretary@mmg.com from Monday, 27 April 2020 to Sunday, 10 May 2020. For the purpose of verification, the written request must state (i) the full name of the Non-registered Shareholder; (ii) a recent shares statement issued within the last 30 days from their bank, custodian or nominee whom their

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

shares are held through; and (iii) the email address that the Non-registered Shareholders will use to login into the AGM Website. The request will be verified and upon confirmation that the information provided is correct, Non-registered Shareholders will be advised that they can access the AGM Website with their email address. Please however note that in accordance with the Company's Articles of Association, the Shareholders who join the webcast will not be counted towards a quorum nor will they be able to cast their votes online. Non-registered Shareholders also cannot ask questions online but they can submit their questions prior to the AGM.

3. **Questions prior to the AGM:** If a Shareholder has a question about the resolutions proposed at the AGM or about the Company, he/she is welcome to send such questions in writing by email at company.secretary@mmg.com from Monday, 27 April 2020 to Sunday, 10 May 2020. Whilst the Company will endeavour to respond to all questions at the AGM, due to time constraints, unanswered questions will be responded to after the AGM as appropriate.

Shareholders attending the AGM at the venue in person can ask questions at the meeting without submitting in advance.

Shareholders are strongly encouraged to cast their votes by submitting a proxy form appointing the Chairman of the AGM as their proxy and, if they so wish, watch the live webcast of the AGM.

To safeguard the health and safety of the Shareholders who might be attending the AGM in person, the Company will also implement the following precautionary measures at the AGM:

1. compulsory body temperature screening/checks will be carried out on every attendee at the entrance of the AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or who is exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue;
2. every attendee will be required to submit a completed and signed Health Declaration Form (Form) prior to entry into the AGM venue. The completed and signed Form must be ready for collection at the main entrance of the AGM venue to ensure prompt and smooth processing. The Form can be downloaded from the website of the Company at www.mmg.com;
3. every attendee will be required to wear a surgical face mask throughout the AGM and sit at a safe distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks; and
4. no refreshments or drinks will be provided to attendees at the AGM.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Attendees are requested to observe and practise good personal hygiene at all times at the AGM venue.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures at short notice. Shareholders should check the Company's website at www.mmg.com for future announcements and updates on the AGM arrangements.

Appointment of proxy by Non-registered Shareholders: Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

If the Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's Share Registrar, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Hong Kong
Telephone: (852) 2862 8555
Facsimile: (852) 2865 0990
Email: hkinfo@computershare.com.hk

DEFINITIONS

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

“A\$”	Australian dollar(s), the lawful currency of Australia;
“AGM”	the annual general meeting of the Company to be held at Lushan Room, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 21 May 2020 at 10:30 a.m., a notice of which is set out on pages AGM-1 to AGM-5 of this circular;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“CEO”	chief executive officer;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“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 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 under the laws of the PRC and an indirect non-wholly owned subsidiary of CMC. CMN is the controlling shareholder of the Company, holding indirectly approximately 72.59% of the total number of Shares in issue as at the Latest Practicable Date;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	MMG Limited, a company incorporated in Hong Kong, the securities of which are listed and traded on the Main Board of the Hong Kong Stock Exchange;
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“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 AGM-1 to AGM-3 of this circular;
“Latest Practicable Date”	15 April 2020, 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 Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“Minmetals HK”	China Minmetals H.K. (Holdings) Limited, a company incorporated in Hong Kong and an indirectly owned subsidiary of CMC. Minmetals HK is the immediate controlling shareholder of the Company holding approximately 72.59% of the total number of Shares in issue as at the Latest Practicable Date;
“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 unless the context requires otherwise);
“Repurchase Mandate”	the general and unconditional mandate to the Directors authorising the repurchase of Shares by the Company proposed under ordinary resolution numbered 6 in the notice of the AGM set out on pages AGM-3 to AGM-4 of this circular;
“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;
“subsidiary”	has the meaning ascribed to it under the Companies Ordinance;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	percentage.

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:
GUO Wenqing (*Non-executive Director*)

Executive Director:
GAO Xiaoyu

Non-executive Directors:
JIAO Jian
ZHANG Shuqiang
XU Jiqing

Independent Non-executive Directors:
Peter CASSIDY
LEUNG Cheuk Yan
CHAN Ka Keung, Peter

Registered Office:
Unit 8506A
Level 85
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

20 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS; AND
(2) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

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

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

The Board currently comprises eight Directors, of which one is an Executive Director, namely Mr Gao Xiaoyu; four are Non-executive Directors, namely Mr Guo Wenqing (Chairman), Mr Jiao Jian, Mr Zhang Shuqiang and Mr Xu Jiqing; and three are Independent Non-executive Directors, namely Dr Peter Cassidy, Mr Leung Cheuk Yan and Mr Chan Ka Keung, Peter.

In accordance with Article 77 of the Articles of Association, Mr Chan Ka Keung, Peter, who was appointed to fill a causal vacancy will retire at the AGM and, being eligible, will offer himself for re-election at the AGM. Mr Chan was appointed as an Independent Non-executive Director, Chairman of the Audit and Risk Management Committee and a member of the Governance, Remuneration and Nomination of the Company on 4 December 2020.

In accordance with Article 98 of the Articles of Association and code provision A.4.2 of Appendix 14 of the Listing Rules, Mr Guo Wenqing, Mr Gao Xiaoyu and Mr Jiao Jian will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

The Company has received from Mr Chan Ka Keung, Peter the confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. During the tenure of Mr Chan as an Independent Non-executive Director, he gives impartial advice and exercise independent judgement on the affairs of the Company but he has not engaged in any executive management of the Company and its subsidiaries. The Governance, Remuneration and Nomination Committee has conducted assessment of his independence, and is of the view that he complies with the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr Chan is a certified accountant and possesses diverse experience and expertise across a wide range of industries, including mining and metals. The Company values Mr Chan's continued service by further replenishing the valuable knowledge of the Board in accounting and finance as well as bringing different perspectives and insights in the boardroom. The Board, having considered his comprehensive knowledge, professional skills and experience as well as his thorough and deepened understanding of the Company's relevant industry, is of the view that Mr Chan's continued tenure will bring valuable contribution to the future sustainable development of the Company which is in the best interests of the Company and of the Shareholders.

The biographical and other details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular. A separate resolution will be proposed for each of the retiring Directors for re-election as Director at the AGM.

3. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 23 May 2019, 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 8,054,950,566 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

LETTER FROM THE BOARD

the date of AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 1,610,990,113 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.

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 805,495,056 Shares representing 10% of the total number of issued Shares at the date of the AGM.

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.

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.

4. AGM

A notice convening the AGM to be held at Lushan Room, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 21 May 2020 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

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.

5. ACTION TO BE TAKEN

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, Wanchai, Hong Kong as soon as possible and in any event no later than 10:30 a.m. on Tuesday, 19 May 2020. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish.

LETTER FROM THE BOARD

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 18 May 2020 to Thursday, 21 May 2020, 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 Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 15 May 2020.

The record date for determining Shareholders' eligibility to attend and vote at the AGM will be on Friday, 15 May 2020.

7. RECOMMENDATION

The Board is of the opinion that the proposals for the re-election of the retiring Directors, 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 resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board
MMG Limited
Gao Xiaoyu
CEO and Executive Director

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

MR GUO WENQING

Mr Guo, aged 55, was appointed as a Non-executive Director and the Chairman of the Company in February 2017.

Mr Guo is a director and the President of CMC, the Chairman of China Minmetals Corporation Limited, as well as the Chairman of China Metallurgical Group Corporation (MCC Group) since May 2016, June 2018 and August 2014, respectively.

Mr Guo graduated from Hebei University of Science and Technology in the PRC with a Bachelor's degree in Business Administration. He also holds an executive MBA degree from Tsinghua University in the PRC.

From 1994 to 2002, Mr Guo served as the deputy director and, subsequently, the director of Hebei Province Highways Authority, the Chairman and the General Manager of Hebei Province Highways Development Company Limited, and the director of Hebei Province Ports Authority. From 2002 to 2008, he served as an executive director and the Deputy General Manager of CRBC International Co., Ltd. From December 2008 to July 2012, Mr Guo served as a director of Metallurgical Corporation of China Ltd. (a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange), and a director of MCC Group. From July 2012 to August 2014, he held positions as the Vice Chairman and the General Manager of MCC Group. Mr Guo served as the Chairman of Metallurgical Corporation of China Ltd. since September 2013. From August 2014 to April 2015, he served as the General Manager of MCC Group.

Save as disclosed above, Mr Guo 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 interest in the Shares within the meaning of Part XV of the SFO.

Mr Guo has entered into an appointment agreement with the Company as a Non-executive Director and a Chairman for a term of three years commencing on 15 February 2020. 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 Guo has elected to waive the payment of director's fee.

Save as disclosed above, there are no other matters in relation to the re-election of Mr Guo 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 GAO XIAOYU

Mr Gao, aged 50, was appointed as the CEO of the Company and redesignated from a Non-executive Director to an Executive Director of the Company in August 2018. He served as a Non-executive Director of the Company from April 2011 to July 2018. Mr Gao was a member of the Company's Audit Committee, Governance and Nomination Committee, Remuneration Committee and Risk Management Committee from May 2013, February 2017, August 2015 and October 2015 to July 2018 respectively. Mr Gao is also a director of a subsidiary of the Company.

Mr Gao was appointed as a director of CMN in February 2016. He is a director of certain subsidiaries of CMC, including Top Create Resources Limited since February 2012. Mr Gao was also appointed as the Chairman of Copper Partners Investment Co., Ltd. in July 2016, and of Album Enterprises Limited in May 2016.

Mr Gao holds a Master's degree in Business Management from The Renmin University of China in the PRC. He has extensive experience in enterprise risk management and control.

Mr Gao joined the CMC and its subsidiaries (CMC Group) in 1993. He worked in the Futures department of China Nonferrous Metals Import and Export Corporation from 1993 to 1997. Mr Gao was the General Manager of the Risk Management department of CMN from 2000 to 2009, the Vice President of CMN from January 2008 to February 2016 and the President of CMN from February 2016 to August 2018. He was also the Vice President of China Minmetals Non-ferrous Metals Holding Company Limited from January 2011 to January 2016.

Mr Gao 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 relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr Gao has an interest in 5,604,754 underlying Shares (within the meaning of Part XV of the SFO) of performance awards representing approximately 0.07 % of the total number of Shares in issue.

Mr Gao has entered into an appointment agreement with the Company as an Executive Director commencing on 1 August 2018. 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 Gao's appointment as CEO of the Company under a contract of employment commenced on 1 August 2018 until either (a) the contract of employment is terminated by giving Mr Gao not less than 12 months' prior written notice or (b) Mr Gao terminates the contract of employment by giving not less than six months' prior written notice. Pursuant to Mr Gao's contract of employment, he is entitled to a total fixed remuneration of A\$2.255 million per annum. Mr Gao is also entitled to: (i) an annual cash bonus of up to 180% of his total fixed remuneration as a short term incentive for the 2020 performance year after which it will revert to 150% for 2021; and (ii) participate in the prevailing long term performance incentive plan of the Company, providing for a grant of either cash, options and/or performance shares valued at up to 150% of total fixed remuneration. The total fixed remuneration, the maximum participation level in respect of the long term performance incentive plan of the Company and the determination and assessment of performance measures are subject to annual

review and determination by the Governance, Remuneration and Nomination Committee of the Company and the Board. The emolument of the CEO and an Executive Director is determined with reference to the duties and responsibilities of such director towards the Company and the prevailing market conditions and practice.

Save as disclosed above, there are no other matters in relation to the re-election of Mr Gao 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 JIAO JIAN

Mr Jiao, aged 51, was redesignated from an Executive Director and CEO to a Non-executive Director of the Company in August 2018. Prior to his redesignation, he was an Executive Director and the CEO of the Company from February 2017 to July 2018, the Chairman of the Company from August 2014 to February 2017 and a Non-executive Director of the Company from December 2010 to February 2017. Mr Jiao is a member of the Company's Governance, Remuneration and Nomination Committee.

Mr Jiao was reappointed as Vice President of CMC and designated as director and the President of China Minmetals Corporation Limited in August 2018. He was appointed as the Chairman of CMN in February 2016, and has been a director of CMN since December 2009. Mr Jiao has also been a director of Hunan Nonferrous Metals Holding Group Co., Ltd. since July 2010.

Mr Jiao holds a Bachelor's degree in International Economics from the Nankai University in the PRC and a Master's degree in Business Administration from Saint Mary's University in Canada. He has extensive experience in international trade, investment and corporate management.

Mr Jiao joined the CMC Group in 1992. He was the Vice President of CMN from 2007 to May 2010. Mr Jiao was the President of CMN from May 2010 to January 2016. He was a director and the President of China Minmetals Non-ferrous Metals Holding Company Limited from December 2009 to February and January 2016, respectively. Mr Jiao was the Vice President of CMC from December 2015 to January 2017. He was also a director of Minmetals HK from August 2016 to March 2017.

Mr Jiao was the Chairman of China Minmetals Rare Earth Co., Ltd (a company listed on the Shenzhen Stock Exchange) and China Tungsten and Hightech Materials Co., Ltd. (a company listed on the Shenzhen Stock Exchange) from April 2010 to April 2014 and from April 2013 to March 2014 respectively. He was a director of Jiangxi Tungsten Industry Group Co., Ltd. and China Minmetals Rare Earth Group Co., Ltd from November 2009 to August 2014 and from December 2011 to September 2016 respectively. Mr Jiao was also the Chairman of Album Enterprises Limited and a director of Top Create Resources Limited from November 2011 to May 2016 and from February 2012 to May 2016 respectively. He resigned as the Chairman of Copper Partners Investment Co., Ltd. in July 2016.

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

Mr Jiao has entered into an appointment agreement with the Company as a Non-executive Director for a term of three years commencing on 1 August 2018. 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 Jiao is entitled to a director's fee of A\$188,000 per annum for his appointment as a Non-executive Director of the Company and an additional fee of A\$7,500 per annum for each standing board committee which he serves as a member (but does not otherwise chair). Mr Jiao is currently a member of the Governance, Remuneration and Nomination Committee of the Company. The emolument of a Non-executive Director is determined by reference to the duties and responsibilities of such director 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 Jiao 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 CHAN KA KEUNG, PETER

Mr Chan, aged 68, was appointed as an Independent Non-executive Director, the Chairman of the Audit and Risk Management Committee and a member of the Governance, Remuneration and Nomination Committee of the Company in December 2019.

Mr Chan has served as an independent non-executive director of Metallurgical Corporation of China Ltd. (a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange) since November 2014 and has been an independent non-executive director of China Railway Signal & Communication Corporation Limited (a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange) since August 2018. He was also an independent non-executive director of CRRC Corporation Limited (a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange) from May 2015 to May 2018.

Mr Chan graduated from Hong Kong Polytechnic majoring in accounting. He is a member of Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants of the United Kingdom, an associate member of the Institute of Chartered Secretaries and Administrators of the United Kingdom, and a member of CPA Australia.

From January 1994 to December 2008, Mr Chan served as Beijing-based managing partner of the Tax and Investment Advisory Service Department and then managing partner of the NPA Transaction Advisory Service Department of Ernst & Young. He also served as member of the executive committee of the Hong Kong Chamber of Commerce in China from 1996 to 2003 and the Chairman of Hong Kong Chamber of Commerce in China in 2000 and 2003.

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

Mr Chan has entered into an appointment agreement with the Company as an Independent Non-executive Director for a term of three years commencing on 4 December 2019. 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 Chan is entitled to a service fee of A\$188,000 per annum for his appointment as an Independent Non-executive Director of the Company and A\$36,500 per annum as the Chairman of the Audit and Risk Management Committee. In addition, he is entitled to an additional fee of A\$7,500 per annum for each standing board committee which he serves as a member (but does not otherwise chair). Mr Chan is currently a member of the Governance, Remuneration and Nomination Committee. The emolument of an Independent Non-executive Director is determined by reference to the duties and responsibilities of such director 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 Chan 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.

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 Hong Kong 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 8,054,950,566 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 805,495,056 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.

DISCLOSURE OF INTERESTS

The Directors have undertaken to the Hong Kong 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 close 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 core 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, Minmetals HK has an attributable interest of approximately 72.59% of the total number of Shares in issue. In the event that the Repurchase Mandate is exercised in full, the interests of Minmetals HK in the Company would be increased to approximately 80.66% of the total number of Shares in issue 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 Minmetals HK do not participate 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.

MARKET PRICE

The highest and lowest prices at which Shares were traded on the Hong Kong Stock Exchange during each of previous 12 months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2019		
April	4.00	3.28
May	3.38	2.20
June	2.96	2.30
July	2.84	2.37
August	2.49	1.50
September	2.16	1.57
October	1.83	1.48
November	1.96	1.57
December	2.37	1.60
2020		
January	2.46	1.69
February	1.97	1.55
March	1.75	1.02
April (up to the Latest Practicable Date)	1.52	1.08

SHARES REPURCHASES MADE BY THE COMPANY

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

NOTICE OF AGM



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 Lushan Room, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 21 May 2020 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 of the auditor of the Company for the year ended 31 December 2019;
2. To re-elect, each as a separate resolution, the following retiring directors of the Company:
 - (a) Mr Guo Wenqing;
 - (b) Mr Gao Xiaoyu;
 - (c) Mr Jiao Jian; and
 - (d) Mr Chan Ka Keung, Peter.
3. To authorise the board of directors of the Company (Board) to fix the remuneration of all Directors;
4. To appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix the remuneration of the auditor;
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) (Companies Ordinance) 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 Company to allot, issue and deal with additional shares in the

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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

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- (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

“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 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

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(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.

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. To transact any other business.

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

Hong Kong, 20 April 2020

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. The register of members of the Company will be closed from Monday, 18 May 2020 to Thursday, 21 May 2020, inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting to be held on Thursday, 21 May 2020, 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 Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 15 May 2020.

The record date for determining Shareholders’ eligibility to attend and vote at the Meeting will be on Friday, 15 May 2020.

3. 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 lodged by a member whose name appearing on the register of members keeping at the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event no later than 10:30 a.m. on Tuesday, 19 May 2020.

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4. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain directors of the Company may attend the AGM through video conference or similar electronic means.
5. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures at short notice. Shareholders should check the Company's website at www.mmg.com for future announcements and updates on the AGM arrangements.