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**MMG LIMITED**

**五礦資源有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(STOCK CODE: 1208)**

**CONTINUING CONNECTED TRANSACTIONS  
LAS BAMBAS MOLYBDENUM CONCENTRATE  
SALES FRAMEWORK AGREEMENTS**

**LAS BAMBAS MOLYBDENUM CONCENTRATE SALES FRAMEWORK AGREEMENTS**

On 2 September 2020, MLB entered into the Framework Agreements with the Buyers in relation to the sale of the Product by MLB.

Each of the Buyers is a connected person of the Company under the Listing Rules. As a result, the Framework Agreements constitute continuing connected transactions for the Company.

As all of the relevant percentage ratios in respect of the maximum transaction value on an annual basis relating to the Framework Agreements when aggregated are more than 0.1% but less than 5%, the transactions under the Framework Agreements constitute continuing connected transactions which are subject to the reporting, annual review and announcement requirements, but exempt from the independent shareholders' approval requirements, under Chapter 14A of the Listing Rules.

**LAS BAMBAS MOLYBDENUM CONCENTRATE SALES FRAMEWORK AGREEMENTS**

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

On 2 September 2020, MLB entered into the Framework Agreements with each of the Buyers, respectively, in relation to the sale of the Product. The principal terms of each of the Framework Agreements are set out below.

- Buyers : (1) China Tungsten  
(2) CMN
- Term : From the Effective Date for sales during 2020, 2021 and 2022 until all obligations of the parties are fulfilled.
- Pricing : China Tungsten and CMN may purchase (or CMN may procure other members of the CMN Group to purchase), and MLB may sell, the Product at prices determined on an arms' length basis and comparable to the prevailing market rates or at rates similar to those offered by MLB to any other independent third party.
- Such prices shall be calculated based on prices quoted by S&P Platts over agreed quotational periods; less agreed deductions negotiated with reference to offers from independent third parties and which are consistent with those prevailing for comparable products at the time of each sales agreement.
- Delivery Terms : Shipment shall be arranged by MLB from the delivery point nominated by MLB to the place of final destination nominated by the relevant Buyer pursuant to the terms of the relevant sales agreement on a CIF (Incoterms 2020®) basis.

Sales and purchases of the Product shall be made pursuant to sales agreements agreed between the parties setting out, among other things, 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 title and risk, insurance requirements and termination and suspension rights). Payment shall be made in accordance with the terms of the respective sales agreement.

The terms of the Framework Agreements were arrived at after arm's length negotiations between MLB and each of the Buyers respectively.

## **ANNUAL CAPS**

The Annual Caps under the Framework Agreements for each of the financial years ending 31 December 2020, 2021 and 2022 are as follows:

Product to	<b>For the financial year ending 31 December</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
	<i>US\$'000,000</i>	<i>US\$'000,000</i>	<i>US\$'000,000</i>
	(HK\$'000,000 equivalent)	(HK\$'000,000 equivalent)	(HK\$'000,000 equivalent)
CMN	15.0 (117.0)	35.0 (273.0)	35.0 (273.0)
China Tungsten	15.0 (117.0)	35.0 (273.0)	35.0 (273.0)
Total	30.0 (234.0)	70.0 (546.0)	70.0 (546.0)

The Annual Caps were determined by reference to internal projections of (a) the maximum number of tonnes that may potentially be sold to the Buyers, and (b) the estimated molybdenum concentrate price for 2020, 2021 and 2022 which is based on molybdenum market prices since mid-2019 and forward price projections by the Company and independent market analysts.

## **REASONS FOR AND BENEFITS OF THE FRAMEWORK AGREEMENTS**

The Group's principal activities include the production and sale of metal products, including copper and molybdenum 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.

In view of the continuing nature of the transactions which are the subject of the Framework Agreements, the Directors (including the independent non-executive Directors) believe that the entering into of the Framework Agreements has the benefit of reducing the administrative burden and costs associated with compliance with laws and regulations to which the Group is subject.

## **GENERAL**

The Directors (including the independent non-executive Directors but excluding the Interested Directors) are of the view that the terms of the Framework Agreements and the transactions contemplated thereunder (together with the Annual Caps) 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 Framework Agreements in order to avoid any possible conflict of interest issue.

## **IMPLICATIONS UNDER THE LISTING RULES**

The Buyers are connected persons of the Company under the Listing Rules as:

- CMN is the controlling shareholder of the Company; and
- China Tungsten is a subsidiary of CMC, the ultimate controlling shareholder of the Company, and is therefore an associate of CMC.

As a result, the Framework Agreements constitute continuing connected transactions for the Company.

As all of the relevant percentage ratios in respect of the maximum transaction value on an annual basis relating to the Framework Agreements, when aggregated, are more than 0.1% but less than 5%, the transactions under the Framework Agreements constitute continuing connected transactions of the Company under the Listing Rules which are subject to the reporting, annual review and announcement requirements, 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. MLB operates the Las Bambas mine which produces copper and molybdenum concentrates.

## **INFORMATION ABOUT THE BUYERS**

CMN is one of the largest state-owned enterprises in the mining sector in China. 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.

China Tungsten is a manufacturer and supplier of non-ferrous metals in China.

## **DEFINITIONS**

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

Annual Caps	the maximum aggregate annual amount payable by the Buyers to MLB under the Framework Agreements for each of the financial years ending 31 December 2020, 2021 and 2022
associate	has the meaning ascribed to it under the Listing Rules
Board	the board of directors of the Company
Buyers	CMN and China Tungsten (each of them a Buyer)
China Tungsten	中鎢高新材料股份有限公司 (China Tungsten and Hightech Materials Co., Ltd.), a company incorporated under the laws of the PRC, and a subsidiary of CMC
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
CMN Group	CMN and its subsidiaries and associates from time to time (excluding the Group)
Company	MMG Limited, a company incorporated in Hong Kong, the securities of which are listed and traded on the main board of the Stock 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
Effective Date	1 August 2020
Framework Agreements	the sales framework agreements dated 2 September 2020 between MLB and each of the Buyers, respectively, in relation to the sale of the Product by MLB
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, Xu Jiqing and Gao Xiaoyu
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange
MLB	Minera Las Bambas S.A., a company incorporated in Peru, a subsidiary of the Company which operates the Las Bambas mine
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	molybdenum concentrate produced by MLB at the Las Bambas mine
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, 2 September 2020

*As at the date of this announcement, the Board 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 William Cassidy, Mr Leung Cheuk Yan and Mr Chan Ka Keung, Peter.*