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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 a stockbroker 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, stockbroker 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 Monet Room B, Basement 1, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 20 May 2022 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 Wednesday, 18 May 2022. 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

Please see pages (ii) and (iii) of this circular for the precautionary measures to be implemented at the AGM to ensure the safety of the AGM attendees and to prevent the spreading of the COVID-19 pandemic, which include without limitation:

- (1) compulsory body temperature screening/checks and health declaration;
- (2) scanning the "LeaveHomeSafe" venue QR Code;
- (3) mandatory wearing of surgical face mask;
- (4) maintaining an appropriate social distancing between seats; and
- (5) no distribution of corporate gifts and no provision of refreshments or drinks.

Any attendee, who (a) refuses to comply with the precautionary measures (1) to (4) above; (b) is subject to the Government's quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of COVID-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law.

It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing Government regulations. Shareholders are strongly encouraged to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 pandemic, Shareholders can attend the AGM in person or through the online platform. The Company will implement the following precautionary measures at the AGM to ensure the safety of the Shareholders who might be attending the AGM in person:

VOTING BY PROXY IN ADVANCE OF 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. **Shareholders are strongly encouraged 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.** 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 so wish.

The deadline to submit completed proxy forms is on Wednesday, 18 May 2022 at 10:30 a.m.. Completed proxy forms must be returned 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.

PHYSICAL ATTENDANCE

1. compulsory body temperature screening/checks will be conducted 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;
3. each attendee must scan the "LeaveHomeSafe" venue QR code and comply with the requirements of Vaccine Pass Direction (defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong) prior to entry into the AGM venue.
4. 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
5. no distribution of corporate gifts and no provision of refreshments or drinks.

Any attendee, who (a) refuses to comply with the precautionary measures (1) to (4) above; (b) is subject to the Government's quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of COVID-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The Company will limit attendance in person at the AGM venue in accordance with prevailing requirements or guidelines published by the Government and/or regulatory authorities at the time of the AGM. Given the limited capacity of the AGM venue and the requirements for social distancing to ensure attendees safety, admission to the AGM venue will not be granted in excess of the capacity of the AGM venue.

ONLINE ATTENDANCE

Shareholders can attend the AGM through an online platform. By logging in the dedicated online platform with a smart phone, tablet or computer with access to the internet, shareholders participate in the AGM through the live video broadcast and submit questions. Details of the dedicated online platform and the login details are set out in the Company's notification letter sent together with the Circular.

Non-registered shareholders whose shares in the Company are held in the Central Clearing and Settlement System through banks, brokers, custodians, nominees or HKSCC Nominees Limited (together, the Intermediary) may be able to attend the AGM and submit questions online. In this regard, you should consult directly with your Intermediary for the necessary arrangements.

In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19 pandemic, certain Directors may attend the AGM through electronic means. Subject to the development of the COVID-19 pandemic, 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.

If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the share registrar of the Company, as follows:

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

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 Monet Room B, Basement 1, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 20 May 2022 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 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 67.68% 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)”	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;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;

DEFINITIONS

“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”	20 April 2022, 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 67.68% 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 page AGM-3 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)”	holder(s) of Shares;
“Share(s)”	fully paid ordinary share(s) of the Company;
“subsidiary”	has the meaning ascribed to it under the Companies Ordinance;
“Takeovers Code”	the Code on Takeovers and Mergers; and
“%”	per cent.

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:
JIAO Jian (*Non-executive Director*)

Executive Director:
LI Liangang

Non-executive Directors:
ZHANG Shuqiang
XU Jiqing

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

Registered Office:
Unit 1208
12/F, China Minmetals Tower
79 Chatham Road South
Tsimshatsui
Kowloon
Hong Kong

27 April 2022

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 seven Directors, of which one is an Executive Director, namely Mr Li Liangang; three are Non-executive Directors, namely Mr Jiao Jian (Chairman), 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 Li Liangang, who was appointed to fill a casual vacancy will retire at the AGM and, being eligible, offer himself for re-election. Mr Li was appointed as an Executive Director and the Interim CEO of the Company on 5 January 2022.

In accordance with Article 98 of the Articles of Association, Mr Jiao Jian will retire by rotation at the AGM and, being eligible, offer himself for re-election.

In accordance with Article 98 of the Articles of Association and Code Provisions B.2.2 and B.2.3 of the revised Appendix 14 (Revised Appendix 14) of the Listing Rules with effect from 1 January 2022, Dr Peter Cassidy will retire by rotation at the AGM and, being eligible, offer himself for re-election.

Code provision B.2.3 of Revised Appendix 14 of the Listing Rules provides that the further appointment of an independent non-executive director should be subject to a separate resolution to be approved by shareholders if such independent non-executive director has been serving the company for more than nine years. Dr Peter Cassidy was appointed as an Independent Non-executive Director in December 2010 and, if he is re-elected at the AGM, he will continue to serve the Company for more than nine years. A separate resolution for his re-election will therefore be proposed for approval by the Shareholders at the AGM pursuant to code provision B.2.3 of Revised Appendix 14 of the Listing Rules.

The re-election of retiring Directors at the AGM has been considered by the Governance, Remuneration and Nomination Committee of the Company in accordance with the nomination procedures and selection criteria as set out under its Terms of Reference (including without limitation, skills, knowledge and experience, time commitment and standing) as well as taking into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard to the benefits of diversity, as set out under the Board Diversity Statement of the Company.

The Company has received from Dr Cassidy the confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. During the tenure of Dr Cassidy as an Independent Non-executive Director, he has participated in Board meetings and served on various committees of the Board to give 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. Dr Cassidy has over 50 years' experience in the resources and energy sectors, including more than 30 years as a director of major public companies listed in Australia, Canada, the USA and Hong Kong. He also possesses diverse experience and expertise in different sectors. The Company values

LETTER FROM THE BOARD

Dr Cassidy's continued service by 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 and the Company's relevant industry, is of the view that Dr Cassidy'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. In particular, the Board considers that Dr Cassidy remains independent and committed in spite of the length of his service.

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 20 May 2021, 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 8,639,469,585 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 1,727,893,917 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 863,946,958 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 the Shareholders in connection with the Repurchase Mandate, is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. AGM

A notice convening the AGM to be held at Monet Room B, Basement 1, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 20 May 2022 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 Wednesday, 18 May 2022. 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.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 17 May 2022 to Friday, 20 May 2022, 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 Monday, 16 May 2022.

The record date for determining Shareholders' eligibility to attend and vote at the AGM will be on Friday, 20 May 2022.

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
Li Liangang
Interim 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 JIAO JIAN

Mr Jiao, aged 53, a Non-executive Director of the Company since August 2018, was appointed as the Chairman of the Company in January 2022. He was a Non-executive Director of the Company from December 2010 to February 2017 and the Chairman of the Company from August 2014 to February 2017. Mr Jiao was also an Executive Director and the CEO of the Company from February 2017 to July 2018 and was redesignated to a Non-executive Director of the Company since August 2018. He 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 holds a Bachelor's degree in International Economics from the Nankai University in 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 CMC and its subsidiaries 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 a director of Hunan Nonferrous Metals Holding Group Co., Ltd from July 2010 to January 2021. He was the Chairman of two public companies listed in PRC from April 2010 to April 2014.

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 a Deed of Appointment with the Company as the Chairman of the Company for a term of three years commencing on 5 January 2022. 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 has elected to waive all director's fees effective from 1 January 2021.

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 LI LIANGANG

Mr Li, aged 57, was appointed as the Interim CEO and an Executive Director of the Company in January 2022. He has served on the Executive Committee of the Company as the Executive General Manager – Commercial in January 2020 and is the Executive General Manager – Australia and Commercial since July 2020 with responsibilities for the Dugald River and Rosebery operations and Australia support functions, and also the Supply and Marketing functions. Mr Li is also currently responsible for the Africa operations. He is also a director of a number of subsidiaries of the Company.

Mr Li holds a Bachelor's degree in English language from the Normal College for Foreign Language of Beijing Union University in the PRC. He has extensive experience in international business and the non-ferrous metals industry.

Mr Li joined CMC in 1987. He has held various senior management positions with subsidiaries of CMC in PRC, Australia, Mexico and the USA. Mr Li was also a Director of the Company from 2009 to 2012. He was a Vice President of CMN in Beijing, leading several global trading departments from 2016 to 2018. Mr Li was the President and CEO of Minmetals Inc. (L.A.) from 2018 to 2019.

Mr Li 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 Li has an interest in 3,055,730 underlying Shares (within the meaning of Part XV of the SFO) of performance awards representing approximately 0.04% of the total number of Shares in issue.

Mr Li has entered an appointment agreement with the Company as an Executive Director commencing on 5 January 2022. 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 Li had entered into an amendment to his executive employment contract with the Company acknowledging his appointment as the Interim CEO of the Company. Pursuant to Mr Li's executive employment contract with the Company, either party can terminate the contract by giving to the other not less than three months' prior written notice. Mr Li is entitled to a total fixed remuneration of A\$850,589 per annum. In addition, Mr Li received an annual amount of A\$600,000, paid as a monthly allowance of A\$50,000, to reflect his Interim CEO duties. He is also entitled to: (i) an annual cash bonus of up to 120% of his total fixed remuneration as a short-term incentive; 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 80% 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 Interim 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 Li 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.

DR PETER CASSIDY

Dr Cassidy, aged 76, was appointed as an Independent Non-executive Director of the Company in December 2010. He is the Chairman of the Company's Governance, Remuneration and Nomination Committee and a member of Audit and Risk Management Committee.

Dr Cassidy is a metallurgical engineer with over 50 years' experience in the resources and energy sectors, including more than 30 years as a director of major public companies listed in Australia, Canada, the USA and Hong Kong. Following his retirement from the position of CEO of Goldfields Limited in 2001, he has served as a non-executive director on the Boards of companies involved in the base metals, precious metals and renewable energy generation sectors. He was also a member of the Board of Advice of Monash University Division of Mining and Resources Engineering.

Dr Cassidy has most recently been involved in the development and operation of major mining and processing projects in Australia, Peru, PRC, Laos, Papua New Guinea, the Democratic Republic of the Congo and Côte d'Ivoire.

Dr Cassidy 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, Dr Cassidy does not have any interest in the Shares within the meaning of Part XV of the SFO.

Dr Cassidy has entered into an appointment agreement dated 31 December 2010 with the Company (Dr Cassidy's Appointment Agreement). Subject to earlier termination pursuant to the terms and conditions of Dr Cassidy's Appointment Agreement and retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association, Dr Cassidy's appointment as an Independent Non-executive Director of the Company under such agreement commenced on 31 December 2010 until either the Company or he terminates such appointment agreement by serving on the other not less than one month's prior written notice. Dr Cassidy 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\$21,500 per annum as the Chairman of the Governance, Remuneration and Nomination Committee of the Company. 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). Dr Cassidy is currently the Chairman of the Governance, Remuneration and Nomination Committee and a member of the Audit and Risk Management Committee of the Company. 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 Dr Cassidy 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 the 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 8,639,469,585 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 863,946,958 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 67.68% 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 75.20% 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 Takeovers 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. Save as disclosed above, 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>
2021		
April	5.40	4.26
May	6.10	4.48
June	4.36	3.23
July	4.29	3.16
August	4.17	2.85
September	4.32	3.10
October	4.07	3.13
November	3.64	2.78
December	2.90	2.14
2022		
January	2.94	2.27
February	3.08	2.48
March	3.41	2.12
April (up to the Latest Practicable Date)	4.06	3.10

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 of MMG Limited (Company) will be held at Monet Room B, Basement 1, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 20 May 2022 at 10:30 a.m. (Meeting) 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 2021;
2. To re-elect, each as a separate resolution, the following retiring directors of the Company (Directors):
 - (a) Mr Jiao Jian;
 - (b) Mr Li Liangang; and
 - (c) Dr Peter Cassidy.
3. To authorise the board of directors of the Company (Board) to fix the remuneration of all the 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 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;

NOTICE OF AGM

- (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

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“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
- (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.”

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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
Li Liangang
Interim CEO and Executive Director

Hong Kong, 27 April 2022

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 Tuesday, 17 May 2022 to Friday, 20 May 2022, inclusive, during which period no transfer of shares will be registered. 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 Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 16 May 2022.

The record date for determining Shareholders’ eligibility to attend and vote at the Meeting will be on Friday, 20 May 2022.

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 Wednesday, 18 May 2022.

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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 pandemic, certain Directors may attend the Meeting through electronic means.

5. Subject to the development of the COVID-19 pandemic, 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 Meeting arrangements.