

OTHER INFORMATION

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2023, the interests and short positions of the Directors and the CEO of the Company or any of their associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (SFO)), which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which were required to be recorded in the register required to be kept pursuant to Section 352 of the SFO or which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (Model Code) were as follows:

LONG POSITION IN THE SHARES AND THE UNDERLYING SHARES OF THE COMPANY AS AT 30 JUNE 2023

Name of Directors	Nature of Interest	Number of Underlying Shares Held			Performance Awards	Approximate Percentage of Total Number of Issued Shares (%) ³
		Number of Shares Held	Options			
LI Liangang ¹	Personal	764,962	-		2,009,859	0.03
XU Jiqing ²	Personal	940,050	-		-	0.01

Notes:

- The interests of Mr Li Liangang in the 764,962 shares were from the vested performance awards granted to him under 2020 Performance Awards which were subject to meeting performance conditions and vested on 1 June 2023. The interests in the 2,009,859 performance awards were granted under 2021 and 2022 Performance Awards, details of which are set out under the section headed 'Performance Awards' on pages 39 to 42 of this Interim Report.
- The 940,050 shares held by Mr Xu Jiqing were the balance of the vested performance awards granted to him under 2015 Performance Awards in 2015 and 2016 which were subject to holding locks for various periods of up to three years after vesting in 2018.
- The calculation is based on the number of shares and/or underlying shares as a percentage of the total number of issued shares of the Company (that is, 8,656,047,188 shares) as at 30 June 2023.

Save as disclosed above, as at 30 June 2023, none of the Directors or the CEO of the Company or any of their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions, which they are taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register required to be kept pursuant to Section 352 of the SFO or which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code. In addition, none of the Directors or the CEO of the Company or any of their associates had been granted or had exercised any rights to subscribe for any equity or debt securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) during the six months ended 30 June 2023.

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SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as is known to the Directors and the CEO of the Company, as at 30 June 2023, the following persons had interests or short positions in the shares or underlying shares of the Company that were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or that were recorded in the register required to be kept by the Company under Section 336 of the SFO:

LONG POSITION IN THE SHARES OF THE COMPANY AS AT 30 JUNE 2023

Name of Substantial Shareholders	Capacity	Number of Shares Held ¹	Approximate Percentage of Total Number of Issued Shares (%) ²
China Minmetals Corporation (CMC)	Interest of controlled corporations	5,847,166,374	67.55
China Minmetals Corporation Limited (CMCL)	Interest of controlled corporations	5,847,166,374	67.55
China Minmetals Non-ferrous Metals Holding Company Limited (CMNH)	Interest of controlled corporations	5,847,166,374	67.55
China Minmetals Non-ferrous Metals Company Limited (CMN)	Interest of controlled corporations	5,847,166,374	67.55
Album Enterprises Limited (Album Enterprises)	Interest of controlled corporations	5,847,166,374	67.55
China Minmetals H.K. (Holdings) Limited (Minmetals HK)	Beneficial owner	5,847,166,374	67.55

Notes:

- 1 Minmetals HK is owned as to approximately 39.04 per cent, 38.95 per cent and 22.01 per cent by CMCL, Album Enterprises and Top Create respectively. Album Enterprises and Top Create are wholly owned by CMN that, in turn, is owned as to approximately 99.999 per cent and 0.001 per cent by CMNH and CMCL respectively. CMNH is a wholly owned subsidiary of CMCL. CMCL is owned as to approximately 87.5 per cent by CMC and approximately 0.8 per cent by China National Metal Products Co. Ltd. that, in turn, is a wholly owned subsidiary of CMC. Accordingly, each of CMC, CMCL, CMNH, CMN and Album Enterprises was deemed as interested in the 5,847,166,374 shares of the Company held by Minmetals HK.
- 2 The calculation is based on the number of shares that each person is interested in (whether directly/indirectly interested or deemed to be interested) as a percentage of the total number of issued shares (that is, 8,656,047,188 shares) of the Company as at 30 June 2023.

Save as disclosed above, as at 30 June 2023, there was no other person who was recorded in the register of the Company, as having an interest or short positions in the shares or underlying shares of the Company who was required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was recorded in the register required to be kept by the Company under Section 336 of the SFO.

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BORROWINGS

Particulars of borrowings of the Group, as at 30 June 2023, are set out in Note 15 to the Condensed Consolidated Financial Statements.

During 2023, the Company and its subsidiaries continued to maintain loan agreements that included conditions imposing specific performance obligations on a controlling Shareholder. A breach of such an obligation would cause a default in respect of loans that are significant to the operations of the issuer, the details of which are set out below.

LOAN AGREEMENTS WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDER

In accordance with the continuing disclosure requirements under Rule 13.21 of the Listing Rules, following are the details of the Group's facility agreements that contain covenants requiring specific performance obligations of the controlling Shareholders.

1. Facility granted by China Development Bank, Bank of China Limited, Sydney Branch, Bank of Communications Co., Ltd. and The Export-Import Bank of China to Minera Las Bambas S.A.

On 19 October 2020, Minera Las Bambas S.A. (MLB) entered into a US\$800.0 million three-year credit facility for its operational funding requirements with each of CDB, BOC Sydney, ICBC Macau and EXIM Bank, (2020 Las Bambas Facility). As at 30 June 2023, under 2020 Las Bambas Facility, US\$550.0 million was drawn.

In June 2022, ICBC Macau transferred its interests in the 2020 Las Bambas Facility to BOCOM.

Under the 2020 Las Bambas Facility, upon the occurrence of the following events, CDB, BOC Sydney, BOCOM and EXIM Bank may, by not less than 20 days' notice to MLB, declare all outstanding loans under their respective facility agreement immediately due and payable:

- (a) China Minmetals Corporation (CMC) ceases to beneficially hold more than 50 per cent of the issued share capital of the Company; or
- (b) CMC ceases to have the power, directly or indirectly, to:
 - (i) cast, or control the casting of, more than 50 per cent of the maximum number of votes that might be cast at a general meeting of the Company; or
 - (ii) appoint or remove all, or the majority, of the directors or other equivalent officers of the Company; or
 - (iii) give directions with respect to the operating and financial policies of the Company with which the directors or other equivalent officers of the Company are obliged to comply.

The same control requirements are imposed on the Company in relation to its interest in and control of MLB, failing which CDB, BOC Sydney, BOCOM and EXIM Bank may also cancel commitments and declare all outstanding loans under their respective facility agreement immediately due and payable.

2. Facility granted by Industrial and Commercial Bank of China Limited to MMG Finance Limited

On 21 December 2020, MMG Finance Limited (MMG Finance) entered into a facility agreement (2020 ICBC Facility) pursuant to which ICBC agreed to provide MMG Finance with a US\$300.0 million revolving credit facility for a term of three years for general corporate purposes. As at 30 June 2023, under 2020 ICBC Facility, US\$300.0 million was drawn.

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Under the 2020 ICBC Facility, an event of default will occur in the event that the Company ceases to be a subsidiary of CMN, or MMG Finance ceases to be a wholly owned subsidiary of the Company, and ICBC is entitled to declare all outstanding loans under the facilities immediately due and payable.

3. Facility granted by Bank of China Limited, Sydney Branch to MLB

On 26 April 2023, MLB entered into a US\$275.0 million three-year revolving loan facility for its general funding requirements with BOC Sydney (2023 BOC Facility). The 2023 BOC Facility replaced the US\$175.0 million working capital facility that BOC Sydney granted to MLB from August 2019 to August 2022. As at 30 June 2023, the 2023 BOC Facility was undrawn.

Under 2023 BOC Facility, upon the occurrence of the following events, BOC Sydney may, by not less than 5 days' notice to MLB, declare all outstanding loans under the facility agreement due and payable:

- (a) CMC ceases to beneficially hold more than 50 per cent of the issued share capital of the Company; or
- (b) CMC ceases to have the power, directly or indirectly, to:
 - (i) cast, or control the casting of, more than 50% of the maximum number of votes that might be cast at a general meeting of the Company;
 - (ii) appoint or remove all, or the majority, of the directors or other equivalent officers of the Company; or
 - (iii) directions with respect to the operating and financial policies of the Company with which the directors or other equivalent officers of the Company are obliged to comply.

The same control requirements are imposed on the Company in relation to its interest in, and control of MLB, failing which the Lenders may also declare all outstanding loans under the Facility Agreement immediately due and payable.

4. Facility granted by Industrial and Commercial Bank of China Limited, Panama Branch to MLB

On 18 June 2023, MLB entered into a US\$150.0 million revolving credit facility for working capital funding with ICBC Panama, (2023 ICBC Facility). The 2023 ICBC Facility is comprised of three tranches of US\$50.0 million available with a term of three years and to be drawn pursuant to facility agreements with the ICBC Panama. The 2023 ICBC Facility replaced the US\$175.0 million working capital facility that ICBC Luxembourg granted to MLB from August 2019 to August 2022. As at 30 June 2023, the 2023 ICBC Facility was undrawn.

Under the 2023 ICBC Facility, upon the occurrence of the following events, ICBC Panama may, by not less than 3 days' notice to MLB., declare all outstanding loans under the facility agreements immediately due and payable:

- (a) CMC ceases to beneficially hold more than 50 per cent of the issued share capital of the Company; or
- (b) CMC ceases to have the power, directly or indirectly, to:
 - (i) cast, or control the casting of, more than 50 per cent of the maximum number of votes that might be cast at a general meeting of the Company;
 - (ii) appoint or remove all, or the majority, of the directors or other equivalent officers of the Company; or
 - (iii) give directions with respect to the operating and financial policies of the Company with which the directors or other equivalent officers of the Company are obliged to comply.

The same control requirements are imposed on the Company in relation to its interest in and control of MLB, failing which the lenders may also declare all outstanding loans under the facility agreements immediately due and payable.

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SHARE OPTION SCHEME

2013 SHARE OPTION SCHEME

Pursuant to share option scheme adopted at the extraordinary general meeting of the Company held on 26 March 2013 (2013 Share Option Scheme), options were granted to eligible participants under 2016 Options. The option period of 2013 Share Option Scheme has been expired in March 2023. As at 30 June 2023, there were no options outstanding which granted under 2016 Options.

The following is a summary of the principal terms of the 2013 Share Option Scheme:

1. Purpose

The purpose of the 2013 Share Option Scheme is to enable the Company to grant awards to selected employees of the Group as incentives or rewards for their contribution or potential contribution to the development and growth of the Group.

2. Participants

The Company may grant an option to anyone who is an employee of the Company, its subsidiaries or any other company that is associated with the Company and is so designated by the Directors on the date of grant.

3. Total number of shares available for issue under the 2013 Share Option Scheme

There were no outstanding shares available under 2013 Share Option Scheme as at the date of this report.

4. Maximum entitlement of each participant

No option may be granted to any eligible person which, if exercised in full, would result in the total number of shares issued and to be issued upon exercise of the options already granted and to be granted to such eligible person under the 2013 Share Option Scheme (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such new grant exceeding 1 per cent of the total number of issued shares of the Company as at the date of such new grant. Any grant of further options above this limit shall be subject to the requirements under the Listing Rules.

5. Period within which the shares must be taken up under an option

The Board may in its absolute discretion determine the period during which an option may be exercised, save that such period shall not be more than 10 years from the date on which such option is granted and accepted subject to the provisions for early termination.

6. Minimum period for which an option must be held before it can be exercised

The minimum period for which an option must be held before it can be exercised is 12 months from the date of grant, subject to the Board having the right to determine a longer minimum period at the time of granting the option.

7. Time of acceptance and the amount payable on acceptance of the option

No amount is payable upon application or acceptance of an option.

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8. Basis of determining the exercise price

The exercise price shall be determined by the Board at the time of grant of the relevant option and shall not be less than the highest of:

- the closing price per share of the Company as stated in the Hong Kong Stock Exchange's daily quotations sheet on the date of grant of the relevant option; and
- an amount equivalent to the average closing price per share of the Company as stated in the Hong Kong Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the relevant option.

9. The remaining life of the 2013 Share Option Scheme

The 2013 Share Option Scheme was expired in March 2023.

2016 OPTIONS

On 15 December 2016, the Company granted options to the eligible participants pursuant to the 2013 Share Option Scheme (2016 Options). The option period of 2016 Options has been expired in May 2023. There were no options outstanding as at 30 June 2023.

During the six months ended 30 June 2023, the movements of the 2016 Options were as follows:

Category Participant	Date of Grant ¹	Exercise Price Per Share (HK\$)	Exercise Period ²	Number of Options				Balance As at 30 June 2023
				Balance As at 1 January 2023	Granted During the Period	Exercised During the Period ³	Lapsed During the Period ⁴	
Employees of the Group	15 December 2016	2.29	4 years after the date of vesting	3,261,984	-	(3,158,983)	(103,001)	-
Total				3,261,984	-	(3,158,983)	(103,001)	-

Notes:

- 1 The closing price of the shares of the Company immediately before the date on which the options were granted on 15 December 2016 was HK\$2.25 per share.
- 2 The vesting and performance period of the options is three years from 1 January 2016 to 31 December 2018, with 60 per cent of vested options exercisable from 1 January 2019 and 40 per cent of the vested options subject to a 12-month exercise deferral period, such options being exercisable after 1 January 2020. The vesting of options is conditional upon the achievement of certain performance conditions as set out in the respective letters of grant including, among others, achievement of resources growth and market-related performance targets during the vesting period. Options vest on a percentage basis based on the target performance level achieved. Achievement of the Company and individual performance conditions have resulted in 33.33 per cent of the 2016 Options granted to participants vesting on 22 May 2019.
- 3 The weighted average closing price of the shares of the Company immediately before the date on which the options were exercised was HK\$2.83.
- 4 Options lapsed due to cessation of employment.
- 5 No options were cancelled during the year.

The estimated fair value of the options granted on 15 December 2016 was approximately US\$0.1371 each, estimated as at the date of grant by using the Black-Scholes option-pricing model.

The value of the share options was subject to a number of assumptions and limitations of the option-pricing model, including a risk-free interest rate, option price volatility, expected life of the option, market price of the Company's shares and expected dividend. The risk-free interest rate was 1.89 per cent, the expected volatility used in calculating the value of options was 40 per cent and the expected dividend was assumed to be nil.

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The validity period of the options is from the date of vesting until four years from 22 May 2019 to 22 May 2023. The vesting and performance period of the options was three years from 1 January 2016 to 31 December 2018. The 2016 Options vested with an overall outcome of 33.33 per cent of the target values on 22 May 2019. In accordance with the terms and conditions of the 2016 Options, if a participant ceased employment before the expiry of the vesting period, the option would lapse unless the participant departed due to certain specific reasons including ill-health, injury or disability, retirement with the agreement of the employer, redundancy, death, the participating employing company ceasing to be part of the Group and any other reason, subject to approval by the Board. In addition, if a participant ceased employment after expiry of the vesting period, the option would lapse six months after the date the participant ceased to be an employee.

PERFORMANCE AWARDS

The purpose of the performance awards is to assist in the retention and incentivisation of selected employees of Members of the Group and align their interests with the development and growth of the Group.

The Company may grant performance awards to anyone who is an employee of the Group or any other company that is associated with the Company and is so designated by Directors.

The Governance, Nomination, Remuneration and Sustainability Committee has reviewed the following plans for approval by the Board from 1 January 2022 to 30 June 2023:

- 2022 Long-Term Incentive Plan;
- Vesting of 0 per cent of Share Awards under 2019 Long-Term Incentive Plan;
- Structure of the 2023 Long-Term Incentive Plan; and
- Vesting of 33.33 per cent of Share Awards under 2020 Long-Term Incentive Plan.

Pursuant to the performance awards granted under the Long-Term Incentive Equity Plan, performance awards were granted to eligible participants under the 2020 Performance Awards, 2021 Performance Awards and 2022 Performance Awards. As at 30 June 2023, there were a total of 41,652,668 performance awards granted under the 2021 Performance Awards and 2022 Performance Awards, which represented approximately 0.48 per cent of the total number of issued shares of the Company as at that date.

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2020 PERFORMANCE AWARDS

On 29 April 2020, the Company granted performance awards to the eligible participants pursuant to the Long-Term Incentive Equity Plan (2020 Performance Awards). There were no performance awards outstanding as at 30 June 2023 due to vesting has been completed in June 2023.

During the six months ended 30 June 2023, the movements of the 2020 Performance Awards were as follows:

Category and Name of Participants	Date of Grant ²	Number of Performance Awards					Balance as at 30 June 2023
		Balance as at 1 January 2023	Granted During the Period	Vested During the Period ²	Cancelled During the Period	Lapsed During the Period ³	
Director							
Li Liangang ¹	29 April 2020	2,295,115	-	(764,962)	-	(1,530,153)	-
Employees of the Group	29 April 2020	45,943,153	-	(12,356,010)	-	(33,587,143)	-
Total		48,238,268	-	(13,120,972)	-	(35,117,296)	-

Notes:

- 1 Upon vesting has been completed in June 2023, portion of the performance awards of 764,962 were vested and 1,530,153 performance awards were lapsed during the vesting period.
- 2 The vesting and performance period of the performance awards is three years from 1 January 2020 to 31 December 2022. The vesting has been completed in June 2023. The vesting of performance awards is conditional upon the achievement of certain performance conditions as set out in the respective letters of grant including, among others, achievement of resources growth, financial and market-related performance targets during the vesting period. Performance awards vest on a percentage basis based on the threshold and target performance levels achieved. Portions of the vested performance awards will be subject to holding locks for various periods of up to two years after vesting. The performance awards are granted for nil cash consideration. Achievement of the Company and individual performance conditions have resulted in 33.33% of the 2020 Performance Awards granted to participants vesting on 1 June 2023. The closing price on the vesting date and the date before the vesting date were HK\$2.39 and HK\$2.35 respectively. The closing price of the Shares of the Company immediately before the date on which the performance awards were granted on 29 April 2020 was HK\$1.34 per share.
- 3 Performance awards lapsed due to non-achievement of performance conditions during the vesting period and cessation of employment during the period.

The estimated fair value of the performance awards granted on 29 April 2020 was approximately US\$0.1462 each, estimated at the date of grant by using Monte Carlo Simulations (for market based conditions) and reference to market price of the Company's shares at the date of grant.

The value of the performance awards was subject to a number of assumptions and limitations of the performance awards-pricing model, including a risk-free interest rate, price volatility, expected life of the performance awards, market price of the Company's shares and expected dividend. The risk-free interest rate was 0.80 per cent; the expected volatility used in calculating the value of performance awards was 60.29 per cent and the expected dividend was assumed to be nil.

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2021 PERFORMANCE AWARDS

On 21 June 2021, the Company granted performance awards to the eligible participants pursuant to the Long-Term Incentive Equity Plan (2021 Performance Awards). There were 14,298,396 performance awards outstanding as at 30 June 2023, representing approximately 0.17 per cent of the total number of issued shares of the Company as at that date.

During the six months ended 30 June 2023, the movements of the 2021 Performance Awards were as follows:

Category and Name of Participants	Date of Grant ²	Number of Performance Awards					Balance as at 30 June 2023
		Balance as at 1 January 2023	Granted During the Period	Vested During the Period	Cancelled During the Period	Lapsed During the Period ³	
Director							
Li Liangang ¹	21 June 2021	760,615	-	-	-	-	760,615
Employees of the Group	21 June 2021	14,060,567	-	-	-	(522,786)	13,537,781
Total		14,821,182	-	-	-	(522,786)	14,298,396

Notes:

- Mr Li Liangang was appointed as the Interim CEO and an Executive Director of the Company on 5 January 2022. He was granted 760,615 performance awards on 21 June 2021.
- The vesting and performance period of the performance awards is three years from 1 January 2021 to 31 December 2023. The time of vesting will be on or around June 2024. The vesting of performance awards is conditional upon the achievement of certain performance conditions as set out in the respective letters of grant including, among others, achievement of resources growth, financial and market-related performance targets during the vesting period. Performance awards vest on a percentage basis based on the threshold and target performance levels achieved. Portions of the vested performance awards will be subject to holding locks for various periods of up to two years after vesting. The performance awards are granted for nil cash consideration. The closing price of the Shares of the Company immediately before the date on which the performance awards were granted on 21 June 2021 was HK\$3.39 per share.
- Performance awards lapsed due to cessation of employment during the period.

The estimated fair value of the performance awards granted on 21 June 2021 was approximately US\$0.3928 each, estimated at the date of grant by using Monte Carlo Simulations (for market based conditions) and reference to market price of the Company's shares at the date of grant.

The value of the performance awards was subject to a number of assumptions and limitations of the performance awards-pricing model, including a risk-free interest rate, price volatility, expected life of the performance awards, market price of the Company's shares and expected dividend. The risk-free interest rate was 0.45 per cent; the expected volatility used in calculating the value of performance awards was 69.06 per cent and the expected dividend was assumed to be nil.

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2022 PERFORMANCE AWARDS

On 21 April 2022, the Company granted performance awards to the eligible participants pursuant to the Long-Term Incentive Equity Plan (2022 Performance Awards). There were 27,354,272 performance awards outstanding as at 30 June 2023, representing approximately 0.32 per cent of the total number of issued shares of the Company as at that date.

During the six months ended 30 June 2023, the movements of the 2022 Performance Awards were as follows:

Category and Name of Participants	Date of Grant ¹	Number of Performance Awards					Balance as at 30 June 2023
		Balance as at 1 January 2023	Granted During the Period	Vested During the Period	Cancelled During the Period	Lapsed During the Period ²	
Director							
LI Liangang ¹	21 April 2022	1,249,244	-	-	-	-	1,249,244
Employees of the Group	21 April 2022	26,802,050	-	-	(697,022)	(697,022)	26,105,028
Total		28,051,294	-	-	(697,022)	(697,022)	27,354,272

Notes:

- The vesting and performance period of the performance awards is three years from 1 January 2022 to 31 December 2024. The time of vesting will be on or around June 2025. The vesting of performance awards is conditional upon the achievement of certain performance conditions as set out in the respective letters of grant including, among others, achievement of resources growth, financial and market-related performance targets during the vesting period. Performance awards vest on a percentage basis based on the threshold and target performance levels achieved. Portions of the vested performance awards will be subject to holding locks for various periods of up to two years after vesting. The performance awards are granted for nil cash consideration. The closing price of the Shares of the Company immediately before the date on which the performance awards were granted on 21 April 2022 was HK\$3.50 per share.
- Performance awards lapsed due to cessation of employment during the period.

The estimated fair value of the performance awards granted on 21 April 2022 was approximately US\$0.4114 each, estimated at the date of grant by using Monte Carlo Simulations (for market based conditions) and reference to market price of the Company's shares at the date of grant.

The value of the performance awards was subject to a number of assumptions and limitations of the performance awards-pricing model, including a risk-free interest rate, price volatility, expected life of the performance awards, market price of the Company's shares and expected dividend. The risk-free interest rate was 2.87 per cent; the expected volatility used in calculating the value of performance awards was 68.26 per cent and the expected dividend was assumed to be nil.

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CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices by emphasizing a quality Board, sound internal controls, and transparency and accountability to all Shareholders.

The Company has complied with all the code provisions set out in the Corporate Governance Code (CG Code) under Appendix 14 of the Listing Rules throughout the six months ended 30 June 2023, except for the deviations from code provisions C.2.7, F.1.1 and F.2.2 of the CG Code as explained below.

Code provision C.2.7 of the CG Code requires that the Chairman should at least annually hold meetings with the independent non-executive directors without the presence of other directors. The then Chairman of the Board was Mr Jiao Jian. He resigned as the Chairman of the Board and a Non-Executive Director with effect from 31 March 2023. During the reporting period, the then Chairman met with all the Directors including the Non-executive Directors and Independent Non-executive Directors at each Board meeting, except the boarding meeting held after 31 March due to his resignation. The preliminary section of each meeting was devoted to an exchange of ideas and discussion between the Chairman and the Directors.

Code provision F.1.1 of the CG Code requires the issuer should have a policy on payment of dividends. The Company does not have a dividend policy. The Board will decide on the declaration/recommendation of any future dividends after taking into consideration a number of factors, including the prevailing market conditions, the Company's operating results, future growth requirements, liquidity position, and other factors that the Board considers relevant. The recommendation of the payment of any dividend is subject to the discretion of the Board, and any declaration of dividend will be subject to the approval of Shareholders at the annual general meeting of the Company.

Code provision F.2.2 of the CG Code requires the Chairman of the Board to attend and answer questions at the Annual General Meeting (AGM). Mr Jiao Jian, the then Chairman of the Board, resigned as the Chairman of the Board on 31 March 2023. As such, Mr Leung Cheuk Yan, an Independent Non-executive Director, a member of the Audit and Risk Management Committee and the Governance, Remuneration, Nomination and Sustainability Committee of the Company, was nominated by the Board to take the chair of the AGM on 25 May 2023.

The Company adopted a Board Charter to outline the manner in which its constitutional powers and responsibilities will be exercised, delegated and discharged, having regard to principles of good corporate governance, international best practices and applicable laws. The Board Charter is adopted on the basis that strong corporate governance can add to the performance of the Company, create Shareholder value and engender the confidence of the investment market.

AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee comprised five members including three Independent Non-executive Directors, namely Mr Chan Ka Keung, Peter as Chair, Dr Peter Cassidy, Mr Leung Cheuk Yan and two Non-executive Directors, namely Mr Zhang Shuqiang and Mr Xu Jiqing.

The Audit and Risk Management Committee is principally responsible for (i) the financial reporting related matters, such as reviewing financial information and overseeing financial reporting related systems and controls; and (ii) advising the Board on high-level risk related matters, risk management and internal control, including advising on risk assessment and oversight of the internal audit function.

The Audit and Risk Management Committee has reviewed the unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 June 2023, which have also been reviewed by the Company's independent auditor, Deloitte Touche Tohmatsu, in accordance with the Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

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DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a model code for securities trading by Directors (Securities Trading Model Code) on terms no less exacting than the required standard of the Model Code.

Specific enquiry was made with all the Directors and all confirmed that they have complied with the requirements set out in the Model Code and the Securities Trading Model Code during the six months ended 30 June 2023.

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B of the Listing Rules, the information on Directors provided since publication of Company's Annual Report 2022 up to 15 August 2023 (being the date of approval of the Company's Interim Report) are set out below:

CHANGES IN DIRECTORSHIPS

Name of Director	Position	Details of Change
Jiao Jian	Non-executive Director and the Chairman	Resigned as a Chairman and a Non-executive Director of the Company on 31 March 2023.
Xu Jiqing	Non-executive Director	He was appointed as a Chairman of the Company on 18 August 2023.

CHANGES IN REMUNERATION

Name of Director	Position	Details of Changes
Li Liangang	Executive Director and Interim CEO	<ol style="list-style-type: none"> Total fixed remuneration increased effective 1 January 2023 from A\$852,313 to A\$882,144. Increase following standard MMG Annual Remuneration Review process. Total fixed remuneration increased effective 1 July 2023 from A\$882,144 to A\$884,250. Increase due to legislative changes to the Superannuation Guarantee Contribution. A higher duties allowance implemented from 5 January 2022 of A\$600,000 (A\$50,000 per month) to reflect Mr Li's temporary role as Interim CEO continues to be provided.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2023.