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MMG LIMITED

五礦資源有限公司

(Incorporated in Hong Kong with limited liability)

(STOCK CODE: 1208)

CONNECTED TRANSACTION DUGALD RIVER ZINC CONCENTRATE SALE AGREEMENT

DUGALD RIVER ZINC CONCENTRATE SALE AGREEMENT

On 27 March 2024, the Seller entered into the Dugald River Zinc Concentrate Sale Agreement with Minmetals North-Europe in relation to the sale of the Product by the Seller to Minmetals North-Europe.

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

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

DUGALD RIVER ZINC CONCENTRATE SALE AGREEMENT

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

On 27 March 2024 the Seller entered into the Dugald River Zinc Concentrate Sale Agreement with Minmetals North-Europe in relation to the sale of the Product to Minmetals North-Europe. The principal terms of the Dugald River Zinc Concentrate Sale Agreement are set out below.

Parties : (1) Seller: MMG Dugald River Pty Ltd
(2) Buyer: Minmetals North-Europe

Term	:	From the date of the Dugald River Zinc Concentrate Sale Agreement until all obligations of the parties are fulfilled
Quantity	:	Approximately 10,000 dry metric tonnes of Product (+/- 10% at Seller's option)
Pricing	:	<p>The pricing of the concentrate was determined after arm's length negotiations and is comparable with the market for concentrate qualities such as Dugald River zinc concentrate.</p> <p>Prices shall be:</p> <ul style="list-style-type: none"> • calculated based on agreed amounts of: <ul style="list-style-type: none"> ○ zinc contained in the Product at the Special High Grade Settlement Price for zinc as quoted on the London Metal Exchange; and ○ silver contained in the Product at London Bullion Market Association Silver Price spot quotation, each averaged over the agreed quotational period; • less an agreed treatment charge which is consistent with treatment charges prevailing for comparable sales of zinc concentrate at the time of this Agreement.
Transaction Value	:	If the transaction was executed on 27 March 2024, it would be valued at approximately US\$10 million.
Delivery Terms	:	Shipment shall be arranged by the Seller from the delivery point nominated by the Seller to the place of final destination nominated by Minmetals North-Europe on a CIF (Incoterms 2020®) basis.

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

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

REASONS FOR AND BENEFITS OF THE DUGALD RIVER CONCENTRATE SALE AGREEMENT

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

The Dugald River operation produces approximately 360,000 dry metric tonnes of zinc concentrate per annum. China is an important market for zinc concentrate and the CMC Group has investments in several major Chinese zinc smelters which are in a position to process Dugald River zinc

CMC	中國五礦集團公司 (China Minmetals Corporation), a state-owned enterprise incorporated under the laws of the PRC and the ultimate controlling shareholder of the Company
CMC Group	CMC and its subsidiaries and associates from time to time (excluding the Group)
CMN	五礦有色金屬股份有限公司 (China Minmetals Non-Ferrous Metals Company Limited), a company incorporated under the laws of the PRC and the controlling shareholder of the Company
Company	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
Dugald River Zinc Concentrate Sale Agreement	the agreement dated 27 March 2024 between the Seller and Minmetals North-Europe in relation to the sale of the Product
Group	the Company and its subsidiaries from time to time
Hong Kong	the Hong Kong Special Administrative Region of the People's Republic of China
Interested Directors	Xu Jiqing, Zhang Shuqiang and Li Liangang
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange
Minmetals North-Europe	Minmetals North-Europe Aktiebolag AB, a company incorporated in Sweden, an indirect wholly owned subsidiary of CMC
PRC	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
Product	zinc concentrates produced by the Group at its Dugald River Mine in North-west Queensland, Australia

Seller	MMG Dugald River Pty Ltd, a company incorporated in Victoria, Australia, an indirect wholly owned subsidiary of the Company
Stock Exchange	The Stock Exchange of Hong Kong Limited
subsidiary	has the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
%	Percentage

Unless otherwise specified, conversion of US\$ into HK\$ in this announcement is based on the exchange rate of US\$1.00 = HK\$7.8 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
Li Liangang
Interim CEO and Executive Director

Hong Kong, 27 March 2024

As at the date of this announcement, the Board comprises six directors, of which one is an executive director, namely Mr Li Liangang ; two are non-executive directors, namely Mr Xu Jiqing (Chairman) and Mr Zhang Shuqiang; and three are independent non-executive directors, namely Dr Peter William Cassidy, Mr Leung Cheuk Yan and Mr Chan Ka Keung, Peter.