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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
KHOEMACAU MINE CAMP ACCOMMODATION
SUPPLY AGREEMENT**

Mine Camp Accommodation Supply Agreement

MMG has approved, and is progressing, the development of the early works of the Khoemacau expansion project at the Khoemacau mine which includes the construction of a 1,200-person camp.

On 9 June 2025, Khoemacau Copper and MCC TianGong Group entered into the Supply Agreement for the procurement of 1,200 cabin houses.

Listing Rules Implications

As a majority interest in MCC TianGong Group is held by MCC Ltd, and CMC holds a more than 30% interest in MCC Ltd, MCC TianGong Group and Khoemacau Copper are associates for the purpose of the Listing Rules, and are connected persons. As a result, the Supply Agreement constitutes a connected transaction for the Company.

As some of the relevant percentage ratios in respect of the Supply Agreement are more than 0.1% but less than 5% (including when aggregated with pre-existing connected transactions), such connected transactions 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.

Mine Camp Accommodation Supply Agreement

MMG is progressing the early works for the Khoemacau expansion project at the Khoemacau mine. On 9 June 2025, Khoemacau Copper and MCC TianGong Group entered into the Supply Agreement for the procurement of 1,200 cabin houses. The principal terms of the Supply Agreement are set out below.

Parties	: 1) Khoemac <u>a</u> u Copper (Principal) 2) MCC TianGong Group (Contractor)
Delivery Term	: FOB Tianjin Port or Shanghai Port, China as requested by Contractor
Quantity	: 1,200 sets of prefabricated cabin house units with integrated bathrooms, furniture and appliances, etc.
Pricing	: Contract sum of US\$7,650,000
Payment Terms	: 20% advance (with purchasing documents and invoice), 40% on delivery (with shipping and compliance documents), 20% upon site receipt and inspection, 10% after installation and commissioning, and 10% after warranty period with no outstanding claims; a 10% performance guarantee is required.

In order to determine the award of the mine camp accommodation supply agreement, nine vendors were invited to tender. Khoemacau Copper determined that four vendors met its internal requirements and were progressed to the selection process. The selection process adopted a comprehensive evaluation method, weighting 60% to price, 30% to technical capability and 10% to commercial terms.

Following evaluation, MCC TianGong Group was the top-ranked bidder, meeting MMG's technical requirements and offering the lowest evaluated price.

The Supply Agreement has been negotiated on an arm's length basis and is considered by management to reflect normal commercial terms, with fair and reasonable pricing, and to be in the best interests of the shareholders.

REASONS FOR AND BENEFITS OF THE MINE CAMP ACCOMMODATION SUPPLY AGREEMENT

The entering into of the Supply Agreement has the benefit of delivery of goods necessary for the construction of the Khoemacau camp, which are on terms that are in the commercial interests of the Group.

The terms of the Supply Agreement have been reviewed and approved by the Directors (including the independent non-executive Directors but excluding the Interested Directors), who are of the view that the terms of the Supply Agreement and the transactions contemplated thereunder are on normal commercial terms, in the ordinary and usual course of business of the Group, 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 Supply Agreement in order to avoid any possible conflict of interest.

LISTING RULES IMPLICATIONS

As a 98.53% stake of MCC TianGong Group is held by MCC Ltd, and CMC holds a 44.26% stake of MCC Ltd, MCC TianGong and Khoemacau Copper are associates for the purpose of the Listing

Rules, and are therefore connected persons. As a result, the Supply Agreement constitutes a connected transaction for the Company.

As some of the relevant percentage ratios in respect of the Supply Agreement are more than 0.1% but less than 5% (including when aggregated with pre-existing connected transactions), such connected transactions 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.

The pre-existing connected transactions include the following agreements:

Consulting services for Expansion Feasibility Study

Parties	: 1) Khoemac <u>a</u> u Copper 2) ENFI
Scope	: Engineering & Procurement Services for the Zone 5 processing plant and the expansion deposits surface
Pricing	: US\$2.7m
Payment Terms	: Payment shall be made in stages based on the delivery of feasibility study deliverables.

Consulting services for Binder and Alternatives study

Parties	: 1) Khoemac <u>a</u> u Copper 2) ENFI
Scope	: Consulting services for binder (cement material) and alternatives study for the Khoemac <u>a</u> u backfill project
Pricing	: US\$157k
Payment Terms	: Payment shall be made on the delivery of study deliverables.

Consulting services for Test Work

Parties	: 1) Khoemac <u>a</u> u Copper 2) CRIMM
Scope	: Consulting services for Test work for the optimisation of the processing plant flotation circuit
Pricing	: US\$98k
Payment Terms	: Payment shall be made on the delivery of study deliverables.

INFORMATION ABOUT THE GROUP

The Group is engaged in the exploration, development and mining of copper, zinc, cobalt, gold, silver, molybdenum and lead deposits around the world.

INFORMATION ABOUT THE CONNECTED PERSONS

MCC Tiangong Group is part of the MCC Group, a subsidiary of CMC. MCC Tiangong Group provides procurement/fabrication/construction services to mining and other industries.

ENFI is also part of the MCC Group and provides engineering and construction services to mining and other industries.

CRIMM is a wholly-owned subsidiary of CMC and provides technical advisory services to the mining industry.

DEFINITIONS

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

associates	has the meaning ascribed to it under the Listing Rules
Board	the board of directors of the Company
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 Co., Ltd), a company incorporated under the laws of the PRC and the controlling shareholder of the Company
Company or MMG	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
CRIMM	長沙礦冶研究院有限責任公司 (Changsha Research Institute of Mining and Metallurgy Co., Ltd.), a company incorporated under the laws of the PRC and a wholly-owned subsidiary of CMC

Director(s)	the director(s) of the Company
ENFI	中國恩菲工程技術有限公司(China ENFI Engineering Corporation), a company incorporated under the laws of the PRC and a subsidiary of MCC Ltd
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, Cao Liang and Zhao Jing Ivo
Khoemacau Copper	Khoemacau Copper Mining (Pty) Ltd, a company incorporated in Botswana, a subsidiary of MMG and the operator of the Khoemacau mine
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange
MCC Group	中國冶金科工集團有限公司 (China Metallurgical Group Corporation), a company incorporated under the laws of the PRC and a wholly-owned subsidiary of CMC
MCC Ltd	中國冶金科工股份有限公司 (Metallurgical Corporation of China Ltd.), a Hong Kong and Shanghai dual-listed company, and a subsidiary of the MCC Group
MCC TianGong Group	中冶天工集團有限公司 (MCC TianGong Group Corporation Limited), a company incorporated under the laws of the PRC, and a subsidiary of the MCC Group
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)
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)
Supply Agreement	the agreement dated 9 June 2025 between the Khoemacau Copper and MCC TianGong Group in relation to the procurement of prefabricated housing units.
%	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
Zhao Jing Ivo
CEO and Executive Director

Hong Kong, 9 June 2025

As at the date of this announcement, the Board comprises eight directors, of which one is an executive director, namely Mr Zhao Jing Ivo; three are non-executive directors, namely Mr Xu Jiqing (Chairman), Mr Zhang Shuqiang and Mr Cao Liang; and four are independent non-executive directors, namely Dr Peter William Cassidy, Mr Leung Cheuk Yan, Mr Chan Ka Keung, Peter and Ms Chen Ying.