

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



MMG LIMITED
五礦資源有限公司

(Incorporated in Hong Kong with limited liability)

(STOCK CODE: 1208)

**SATISFACTION OF CONDITIONS AND
TIMING OF COMPLETION IN RELATION TO
THE VERY SUBSTANTIAL ACQUISITION OF THE LAS BAMBAS PROJECT**

The Board is pleased to announce that:

- (i) all of the Conditions to Completion of the Acquisition have been satisfied; and
- (ii) the Purchasers and the Sellers have agreed to work towards Completion in early August 2014.

Reference is made to the circular of MMG Limited (Company) dated 30 June 2014 (Circular) in relation to, among other things, the proposed acquisition of the entire issued share capital of Xstrata Peru S.A. holding the Las Bambas Project (Acquisition) and the announcement of the Company dated 21 July 2014 in relation to the results of the extraordinary general meeting of the Company held on the same day. Unless otherwise specified, capitalised terms defined in the Circular shall have the same meanings when used in this announcement.

It was disclosed in the Circular that pursuant to the Share Purchase Agreement, Completion is conditional upon the satisfaction (or waiver in accordance with the terms of the Share Purchase Agreement) of the Conditions. These Conditions included:

- (a) the approval of the Acquisition by MOFCOM having been obtained;
- (b) the necessary confirmation and consent by ProInversion to replace XTintaya with the Company as guarantor of the Project Company under the Transfer Agreement having been obtained;

- (c) the requisite majority of the relevant shareholders of the Company as required under the Listing Rules having approved the entry into and performance of the Share Purchase Agreement and the transactions contemplated thereby by the Purchasers and the Company; and
- (d) (i) the necessary approval by or registration with each of NDRC, MOFCOM and the competent local branch of the State Administration of Foreign Exchange of the PRC of the transactions contemplated under the Share Purchase Agreement having been obtained or completed (as the case may be); and (ii) the necessary approval by MOFCOM of the formation of the JV Company by the Company, Elion Holdings and CITIC (or their respective subsidiaries) having been obtained.

The board of directors of the Company (Board) is pleased to announce that as at the date of this announcement all of the Conditions have been satisfied.

It was further disclosed in the Circular that pursuant to the Share Purchase Agreement, Completion will take place on the last business day of the calendar month during which notification is given of the fulfilment of the last Condition (other than any condition that has been waived in accordance with the terms of the Share Purchase Agreement), provided that if such notification is given later than the 14th day of that month, then Completion will take place on the last business day of the following calendar month unless otherwise agreed.

The Board is pleased to announce that in view of the satisfaction of all Conditions to completion of the Acquisition, the Purchasers and the Sellers have agreed to work towards Completion in early August 2014, instead of the last business day of the following calendar month as provided for in the Share Purchase Agreement.

The Board is also pleased to announce that on 22 July 2014, MMG South America Company Limited (MMG SA) entered into a four-year term loan of up to US\$2,262,000,000 with Top Create Resources Limited, a shareholder of the Company and a wholly owned subsidiary of CMN, for the purpose of financing the pro-rata share of equity contribution to be made by MMG SA to the JV Company under the Shareholders' Agreement, (Shareholder Facility). The Shareholder Facility is on normal commercial terms (or better to the Company) and no security over the assets of the Group has been granted. The Shareholder Facility constitutes a connected transaction for the Company which is, pursuant to Rule 14A.90 of the Listing Rules, fully exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

A further announcement will be made by the Company on Completion.

By order of the Board
MMG Limited
Andrew Gordon Michelmore
CEO and Executive Director

Hong Kong, 22 July 2014

As at the date of this announcement, the Board comprises nine directors, of which three are executive directors, namely Mr Andrew Gordon Michelmore, Mr David Mark Lamont and Mr Xu Jiqing; three are non-executive directors, namely Mr Wang Lixin (Chairman), Mr Jiao Jian and Mr Gao Xiaoyu; and three are independent non-executive directors, namely Dr Peter William Cassidy, Mr Anthony Charles Larkin and Mr Leung Cheuk Yan.