

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)

CONTINUING CONNECTED TRANSACTIONS CHAPTER 14A OF THE LISTING RULES

On 23 December 2011, MMG Finance entered into the Uncommitted Revolving Facility Agreement with Album Enterprises, pursuant to which MMG Finance agreed to make a loan facility available to Album Enterprises on an uncommitted basis. On 17 December 2012, MMG Finance agreed to extend the term of the Uncommitted Revolving Facility Agreement for a period of one year.

On 30 September 2011, the Company entered into the Acquisition Finance Facility Agreement with Album Enterprises, pursuant to which Album Enterprises loaned approximately US\$300 million (equivalent to approximately HK\$2,335 million) to the Company towards the funding of the acquisition of Anvil Mining Limited. On 17 December 2012, Album Enterprises agreed to extend the term of the loan for a period of one year.

Album Enterprises is a substantial shareholder of the Company and a wholly-owned subsidiary of CMN, and is therefore a connected person of the Company under the Listing Rules. As a result, each of the Facility Agreements constitutes a continuing connected transaction for the Company.

The Board makes this announcement pursuant to Chapter 14A of the Listing Rules.

INTRODUCTION

References are made to the announcements of the Company dated 23 December 2011 in relation to the Uncommitted Revolving Facility Agreement, and dated 30 September 2011 and 10 February 2012 in relation to the Acquisition Finance Facility Agreement.

On 23 December 2011, MMG Finance entered into the Uncommitted Revolving Facility Agreement with Album Enterprises pursuant to which MMG Finance agreed to make loan facilities available to Album Enterprises on an uncommitted basis. The Uncommitted Revolving Facility Agreement had a term of one year. On 17 December 2012, MMG Finance agreed to extend the term of the Uncommitted Revolving Facility Agreement for a period of one year. The terms of the Uncommitted Revolving Facility Agreement have otherwise not changed.

On 30 September 2011, the Company entered into the Acquisition Finance Facility Agreement with Album Enterprises pursuant to which Album Enterprises loaned US\$300 million (equivalent to approximately HK\$2,335 million) to the Company towards the funding of the acquisition of Anvil Mining Limited. The Acquisition Finance Facility Agreement had a term of one year. On 17 December 2012, Album Enterprises agreed to extend the term of the facility for a period of one year. The terms of the Acquisition Finance Facility Agreement have otherwise not changed.

The amendments to the Facility Agreements were arrived at after arm's length negotiations between the Company and Album Enterprises.

LISTING RULES IMPLICATIONS

Album Enterprises is a substantial shareholder of the Company and a wholly-owned subsidiary of CMN, and is therefore a connected person of the Company under the Listing Rules. As a result, each of the Facility Agreements constitutes a continuing connected transaction for the Company. Album Enterprises is an investment holding company.

The Directors (including the independent non-executive Directors) are of the view that the Uncommitted Revolving Facility Agreement is on normal commercial terms, and is fair and reasonable and in the interests of the shareholders of the Company as a whole. No Director has any material interest in the transaction contemplated under the Uncommitted Revolving Facility Agreement which prohibits him from voting on the resolution of the Board to approve the extension of the Uncommitted Revolving Facility Agreement and no Director has abstained from approving such Board resolution.

As all of the relevant percentage ratios in respect of the Uncommitted Revolving Facility Agreement are less than 5%, it constitutes a continuing connected transaction which is subject to the reporting and announcement requirements under Rule 14A.66 of the Listing Rules but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the Acquisition Finance Facility Agreement is unsecured and its terms otherwise comply with Rule 14A.65(4) of the Listing Rules, it constitutes a continuing connected transaction which is exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

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

"Acquisition Finance Facility Agreement" the agreement dated 30 September 2011 between the Company and Album Enterprises, pursuant to which Album Enterprises provided an unsecured acquisition finance facility of up to US\$1,000 million (approximately HK\$7.8 billion) to the Company and which had a term of one year.

"Album Enterprises" Album Enterprises Limited, a company incorporated on 19 January 2005 in Hong Kong with limited liability and a wholly-owned subsidiary of CMN.

"Board" the board of Directors.

“CMC”	中國五礦集團公司 (China Minmetals Corporation), formerly known as 中國五金礦產進出口總公司 (China National Metals and Minerals Import and Export Corporation), a State-owned enterprise incorporated on 7 April 1950 under the laws of the PRC and the ultimate controlling shareholder of the Company.
“CMCL”	中國五礦股份有限公司 (China Minmetals Corporation Limited), a joint stock limited company incorporated on 16 December 2010 under the laws of the PRC and owned as to approximately 87.54% by CMC and as to approximately 0.85% by 中國五金製品有限公司 (China National Metal Products Co., Ltd.), a wholly-owned subsidiary of CMC. CMC has an attributable interest of approximately 88.38% in CMCL as at the date of this announcement.
“CMN”	五礦有色金屬股份有限公司 (China Minmetals Non-Ferrous Metals Company Limited), a joint stock limited company incorporated on 27 December 2001 under the laws of the PRC and owned as to approximately 93.60% directly by CMNH as at the date of this announcement. CMN is the controlling shareholder of the Company, holding indirectly approximately 71.72% of the issued share capital of the Company as at the date of this announcement.
“CMNH”	五礦有色金屬控股有限公司 (China Minmetals Non-ferrous Metals Holding Company Limited), a joint stock limited company incorporated on 22 December 2009 under the laws of the PRC and a wholly-owned subsidiary of CMCL. CMNH is a controlling shareholder of CMN, directly holding approximately 93.60% of CMN as at the date of this announcement.
“Company”	MMG Limited, formerly known as Minmetals Resources Limited, a company incorporated on 29 July 1988 in Hong Kong with limited liability, the shares of which are listed and traded on the main board of the stock exchange operated by 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.
“Facility Agreements”	the Acquisition Finance Facility Agreement and the Uncommitted Revolving Facility Agreement.
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China.
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange.
“MMG Finance”	MMG Finance Limited, formerly known as MMG Limited, a company incorporated on 15 June 2011 in Hong Kong with limited liability and a wholly-owned subsidiary of the Company.

“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 32 of the Laws of Hong Kong).
“Uncommitted Revolving Facility Agreement”	the agreement dated 23 December 2011 between MMG Finance and Album Enterprises, pursuant to which MMG Finance agreed to make loan facilities available to Album Enterprises on an uncommitted basis and which had a term of one year.
“%”	percentage.

Unless otherwise specified, conversion of US\$ into HK\$ in this announcement is based on the exchange rate of US\$1.00 = HK\$7.78 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
Andrew Gordon Michelmore
CEO and Executive Director

Hong Kong, 17 December 2012

As at the date of this announcement, the Board comprises nine Directors, of which two are executive Directors, namely Mr. Andrew Gordon Michelmore and Mr. David Mark Lamont, four are non-executive Directors, namely Mr. Wang Lixin (Chairman), Mr. Jiao Jian, Mr. Xu Jiqing 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.