

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubts** as to any aspect of this circular or as to the action to be taken, you should consult an exchange participant or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in MMG Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, exchange participant or other agent through whom the sales or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



**MMG Limited**  
**五礦資源有限公司**

*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 1208)**

**PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A letter from the Board is set out on pages 4 to 8 of this circular.

A notice convening the extraordinary general meeting of MMG Limited to be held at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, 26 March 2013 at 10:30 a.m. is set out on pages 17 to 18 of this circular.

Whether or not you are able to attend extraordinary general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

8 March 2013

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
1. INTRODUCTION .....	4
2. PROPOSED ADOPTION OF THE NEW SCHEME .....	5
3. SHAREHOLDER'S UNDERTAKING .....	7
4. EXTRAORDINARY GENERAL MEETING .....	7
5. RECOMMENDATION .....	7
6. RESPONSIBILITY STATEMENT .....	8
7. DOCUMENT AVAILABLE FOR INSPECTION .....	8
<b>APPENDIX SUMMARY OF THE PRINCIPAL TERMS OF THE NEW SCHEME</b> .....	9
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b> .....	17

---

## DEFINITIONS

---

*In this circular, the following expressions shall have the following meanings unless the context requires otherwise:*

“Award”	a Cash Award, a Conditional Award, Forfeitable Shares or an Option;
“Award Date”	the date on which an Award is granted;
“Board”	the board of directors of the Company;
“Cash Award”	a conditional entitlement to a cash payment on vesting the amount of which will be determined in accordance with the Performance Condition;
“Committee”	the Board or any person or person to whom it has delegated some or all of its functions under the New Long-Term Incentive Plan
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“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 on the Stock Exchange;
“Conditional Award”	a conditional right to acquire and/or subscribe for shares granted under the New Long-Term Incentive Plan;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, 26 March 2013 at 10:30 a.m., a notice of which is set out on pages 17 to 18 of this circular;
“Existing Scheme”	the share option scheme adopted by the Company on 28 May 2004;
“Forfeitable Shares”	Shares held in the name of or for the benefit of a Participant subject to the Forfeitable Share Agreement;
“Forfeitable Share Agreement”	the agreement to be entered into between a Participant and the Grantor pursuant to the terms of the New Long-Term Incentive Plan in respect of the Award of Forfeitable Shares;

---

## DEFINITIONS

---

“Grantor”	in respect of an Award, the entity which is liable to satisfy an Award which, in the absence of any determination to the contrary under the New Long-Term Incentive Plan will be the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	1 March 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“Member of the Group”	(i) the Company;  (ii) its Subsidiaries from time to time; or  (iii) any other company which is associated with the Company and is so designated by the Directors for some or all purposes of the New Long-Term Incentive Plan;
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company;
“New Long-Term Incentive Plan”	the new long-term incentive plan of the Company, pursuant to which eligible persons may be granted a Conditional Award, an Option (subject to approval by Shareholders at the EGM), a Cash Award, Forfeitable Shares or a combination of the above;
“New Scheme”	the share option scheme under the New Long-Term Incentive Plan which is proposed to be adopted by the Company at the EGM, the principal terms of which are set out in the Appendix to this circular;
“Normal Vesting Date”	the date on which an Award will normally vest, as set by the Committee under the New Long-Term Incentive Plan;
“Option”	a right to acquire Shares granted under the terms of the Existing Scheme and the New Scheme (as the case may be);
“Option Period”	a period starting on the grant of an Option and ending at the end of the day before the 10th anniversary of the grant, or such shorter period as may be specified pursuant to the terms of the New Scheme on the grant of an Option;

---

## DEFINITIONS

---

“Option Price”	the amount payable on the exercise of an Option;
“Participant”	a person holding an Award or his or her personal representatives;
“Performance Condition”	any performance condition imposed when granting the Award;
“Share(s)”	fully paid share(s) of the Company;
“Shareholder(s) ”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	a “subsidiary undertaking” as defined in the twenty third schedule to the Companies Ordinance; and
“Vesting/Vest/Vested”	in relation to an Option, the Option becoming exercisable.

*Unless otherwise stated, all references to a time or date in this circular are references to Hong Kong time and date.*

---

**LETTER FROM THE BOARD**

---



**MMG Limited**  
**五礦資源有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1208)**

*Chairman:*  
WANG Lixin (*Non-executive Director*)

*Executive Directors:*  
Andrew Gordon MICHELMORE  
David Mark LAMONT

*Non-executive Directors:*  
JIAO Jian  
XU Jiqing  
GAO Xiaoyu

*Independent Non-executive Directors:*  
Peter William CASSIDY  
Anthony Charles LARKIN  
LEUNG Cheuk Yan

*Registered Office:*  
Unit 8501-8503  
Level 85  
International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

8 March 2013

***To the Shareholders***

Dear Sir or Madam,

**PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision to consider and, if thought fit, approve the adoption of the New Scheme.

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED ADOPTION OF THE NEW SCHEME

#### The Existing Scheme

Pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting on 28 May 2004, the Company adopted the Existing Scheme. The Existing Scheme would remain in force for a period of 10 years from the date of its adoption and will expire on 27 May 2014.

The total number of shares available for issue under the Existing Scheme is 54,234,961 Shares, representing approximately 1.03% of the issued share capital of the Company as at the Latest Practicable Date. During the term of the Existing Scheme and up to the Latest Practicable Date, a total of 38,900,000 Options had been granted by the Company under the Existing Scheme to subscribe for an aggregate of 38,900,000 Shares, out of which 2,900,000 Options were exercised, 32,400,000 Options had lapsed, and 3,600,000 Options remain outstanding. The Company has not adopted any share option scheme other than the Existing Scheme.

The Board has no intention to grant any further Options under the Existing Scheme which will expire on 27 May 2014. Upon expiration of the Existing Scheme, no further Options can be granted thereunder. However, the rules of the Existing Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of Options granted prior to its expiration or otherwise as may be required in accordance with the rules of the Existing Scheme.

#### Adoption of the New Long-Term Incentive Plan

The Board has adopted the New Long-Term Incentive Plan (save for the New Scheme, which is subject to approval by the Shareholders at the EGM under the requirements of Chapter 17 of the Listing Rules) to enable the Company to grant Awards to the selected employees of Members of the Group as incentives or rewards for their contribution or potential contribution to the development and growth of the Group.

#### Principal terms of the New Long-Term Incentive Plan

Pursuant to the New Long-Term Incentive Plan, eligible persons may be granted:

- (a) a Conditional Award;
- (b) an Option;
- (c) a Cash Award;
- (d) Forfeitable Shares; or
- (e) a combination of the above.

If eligible persons are granted with Forfeitable Shares or a Conditional Award, the Company may issue new Shares or purchase Shares from the market to satisfy the Award. The Company will comply with the relevant Listing Rules for such issuance or purchase.

---

## LETTER FROM THE BOARD

---

The New Scheme is subject to Chapter 17 of the Listing Rules. As such, an ordinary resolution will be proposed for the Company to approve the adoption of the New Scheme at the EGM, which will comply in full with the requirements under Chapter 17 of the Listing Rules.

A summary of the principal terms in relation to the New Scheme is set out in the Appendix to this circular.

### **Reasons for the New Long-Term Incentive Plan**

The purpose of the New Long-Term Incentive Plan is to supplement the Existing Scheme, to assist in the retention and incentivisation of selected employees of Members of the Group and to align their interests with those of Shareholders by issuing them cash or by granting them rights to acquire Shares.

### **Conditions of the adoption of the New Scheme**

The New Scheme is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM for the adoption of the New Scheme; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares which may be issued and allotted pursuant to the New Scheme.

Subject to the satisfaction of the above conditions, the Board will have the right to grant Options to the Participants such that the total number of Shares which may be issued upon exercise of all Options to be granted under the New Scheme and any other share option schemes of the Company (including the Existing Scheme) shall not exceed 10% of the Shares in issue as at the date of the EGM (assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of adoption of the EGM, such 10% shall represent 528,960,788 Shares, being 10% of the Company's issued share capital as at the Latest Practicable Date, unless the Company obtains an approval from the Shareholders to refresh such 10% limit in accordance with Rule 17.03(3) of the Listing Rules, but provided always that the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Scheme and any other share option schemes of the Company (including the Existing Scheme) shall not in aggregate exceed 30% of the Shares in issue from time to time.

### **Value of the Options**

The Directors consider it is inappropriate to value all the Options that can be granted under the New Scheme on the assumption that they had been granted on the Latest Practicable Date, as a number of factors which are crucial for the determination of the valuation cannot be determined at this stage. Such factors include the exercise period and the conditions, such as performance targets, if any, that an Option is subject to. Accordingly, any valuation of the Options based on a large number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.



---

## LETTER FROM THE BOARD

---

### Listing and dealings

Application has been made to the Listing Committee of the Stock Exchange for the granting of the approval of the listing of, and permission to deal in, the new Shares to be issued and allotted pursuant to exercise of the Option granted under the New Scheme.

The Shares are only listed on the Stock Exchange and not on any other stock exchanges.

### 3. SHAREHOLDER'S UNDERTAKING

On 4 March 2013, the Company received an undertaking from 五礦有色金屬股份有限公司 (China Minmetals Non-Ferrous Metals Company Limited) (the controlling shareholder of the Company which, as at the Latest Practicable Date, indirectly holds approximately 71.72% of the issued share capital of the Company through its wholly-owned subsidiaries Album Enterprises Limited (“**Album Enterprises**”) and Top Create Resources Limited (“**Top Create**”)) to procure Album Enterprises and Top Create to vote in favour of the proposed adoption of the New Scheme at the EGM.

### 4. EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, 26 March 2013 at 10:30 a.m. is set out on pages 17 to 18 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the adoption of the New Scheme. As such, no Shareholder is required to abstain from voting at the EGM pursuant to the Listing Rules.

In accordance with Rule 13.39(4) of the Listing Rules, the chairman of the EGM will demand a poll for the resolution to be proposed at the EGM. The results of the voting will be announced after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 5. RECOMMENDATION

The Board considers that adoption of the New Scheme is in the interests of the Company and its Shareholders as a whole and accordingly recommend all Shareholders to vote in favour the resolution to be proposed at the EGM.

---

## LETTER FROM THE BOARD

---

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 7. DOCUMENT AVAILABLE FOR INSPECTION

A draft of the terms of the New Long-Term Incentive Plan will be available for inspection at the registered office of the Company in Hong Kong at Units 8501-8503, Level 85, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong during normal business hours from the date of this circular up to and including the date of the EGM and at the EGM.

Yours faithfully,  
For and on behalf of the Board  
**MMG Limited**  
**Andrew Gordon Michelmore**  
*CEO and Executive Director*

This appendix sets out a summary of the principal terms of the New Scheme.

### **1. PURPOSE OF THE SCHEME**

The purpose of the New Scheme is to assist in the retention and incentivisation of selected employees of Members of the Group and to align their interests with those of Shareholders by granting them rights to acquire Shares.

### **2. WHO MAY JOIN**

The Grantor may grant an Option to anyone who is an employee (including an executive director) of any Member of the Group on the Award Date. However, unless the Committee considers that special circumstances exist, an Option may not be granted to an employee of any Member of the Group who on the Award Date has given or received notice of termination of employment, whether or not such termination is lawful.

### **3. PAYMENT ON ACCEPTANCE OF OPTION OFFER**

Unless the Committee decides otherwise, no amount is payable on application or acceptance of an Option.

### **4. OPTION PRICE**

The Option Price will be determined by the Committee which must not be less than the highest of:

- (i) the closing price of a Share on the Stock Exchange, as stated in the Stock Exchange's daily quotations sheet on the Award Date;
- (ii) the average of the closing prices of a Share on the Stock Exchange as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the Award Date; and
- (iii) the par value of a Share.

### **5. MAXIMUM NUMBER OF SHARES**

#### **Scheme limits**

Subject to any "refreshment" of this limit in accordance with rule 17.03(3) of the Listing Rules, the total number of Shares which may be issued upon exercise of Options under the New Scheme and any other employees' share scheme operated by any Member of the Group must not in aggregate

exceed 10% of the Shares in issue as at the date of the EGM. The Company may also seek separate approval by Shareholders in general meeting in the manner described in rule 17.03(3) of the Listing Rules for granting options beyond the 10% limit provided the Options in excess of the limit are granted only to participants specifically identified by the Company before such approval is sought.

Where an Option has lapsed in accordance with the terms of the New Scheme, it will not be counted for the purpose of calculating this limit. The total number of Shares which may be issued on exercise of all outstanding Options granted and yet to be exercised under the New Scheme and any other employees' share scheme operated by any Member of the Group must not exceed 30% of Shares in issue from time to time. No Options may be granted under any employees' share scheme by any Member of the Group if it will result in this limit being exceeded.

### **Individual limits**

The total number of Shares issued and to be issued upon exercise of Options granted to any one Participant (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the Shares in issue on the date of exercise. Where any grant of Options to a Participant would result in the number of Shares issued and to be issued upon exercise of all options granted and to be granted to the Participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of the Shares in issue, such further grant must be separately approved by the Company in general meeting in the manner described in rule 17.03(4) of the Listing Rules.

## **6. GRANT OF OPTIONS TO CONNECTED PERSONS OR ANY OF THEIR RESPECTIVE ASSOCIATES**

A grant of Options which will be satisfied by the issue of new Shares to a director, chief executive or substantial shareholder of the Company or any of his or her associates must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director of the Company who is the grantee of the Options). A grant of Options to a substantial shareholder or an independent non-executive director of the Company or any of his or her respective associates must also be approved by the Shareholders, if it would result in the Shares issued and to be issued on exercise of all such options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the securities at the date of each grant, in excess of HK\$5 million.

The approval must be obtained in the manner described in rule 17.04 of the Listing Rules.

## **7. CONSEQUENCES OF VESTING**

Under the New Scheme, the Normal Vesting Date(s) must not be less than 12 months after the Award Date. A Participant may exercise an Option only to the extent it has vested. After that, he or

she may exercise it by giving notice in the prescribed form to the Grantor or any person nominated by the Grantor and paying the Option Price (if any). The Option may be exercised at any time during the Option Period subject to such condition(s) as may be imposed by the Committee in their absolute discretion. The Grantor will arrange for Shares to be issued or transferred to the Participant within 30 days of the date on which the Option is exercised.

#### **8. PERFORMANCE TARGETS**

When granting an Option, the Grantor may make its Vesting conditional on the satisfaction of one or more conditions. These may be linked to the performance of the Company, any Member of the Group and/or the Participant and may provide that the Option will lapse to the extent that the Performance Condition is not satisfied.

#### **9. RIGHTS ARE PERSONAL TO GRANTEE**

A Participant may not transfer, assign or otherwise dispose of an Option or any rights in respect of it. If the Participant does, whether voluntarily or involuntarily, then it will immediately lapse. This paragraph does not apply:

- (i) to the transmission of an Option on the death of a Participant to his or her personal representatives; or
- (ii) to the assignment of an Option (other than an Option which will be satisfied by the issue of new Shares, with the prior consent of the Committee, subject to any terms and conditions the Committee imposes.

#### **10. RIGHTS ON LEAVING EMPLOYMENT**

If a Participant leaves employment before the Normal Vesting Date, the Participant's Option will lapse unless he or she leaves for any of the following reasons:

- (i) ill-health, injury or disability, as established to the satisfaction of the Company;
- (ii) retirement with the agreement of the Participant's employer;
- (iii) redundancy;
- (iv) death;
- (v) the Participant's employing company ceasing to be a Member of the Group;
- (vi) a transfer of the undertaking, or the part of the undertaking, in which the Participant works to a person which is neither a Member of the Group; and
- (vii) any other reason, if the Committee so decides in any particular case,

in which case it will continue in effect, but the Committee may decide that the Option will Vest when or after the Participant leaves, and the extent to which the Option Vests will be reduced having regard to the extent to which any Performance Condition is satisfied and having regard to the time between the date of leaving and the Normal Vesting Date.

## **11. EFFECT OF ALTERATIONS TO CAPITAL**

(a) If there is:

- (i) a rights issue;
- (ii) a variation in the equity share capital of the Company, including a capitalisation, sub-division, consolidation or reduction of share capital;
- (iii) a demerger;
- (iv) a special dividend or distribution (including a distribution in specie), or
- (v) any other corporate event which might affect the current or future value of any Option,

the Committee may adjust the number or class of Shares or securities subject to the Option, the Option Price and/or any Performance Condition to take account of the transaction.

(b) The Committee may only adjust an Option which will be satisfied with newly issued Shares if:

- (i) the proportion of the share capital of the Company represented by the Shares subject to that Option is substantially the same both immediately before and immediately after that adjustment; and
- (ii) it would not cause a Share to be issued at less than its par value; and
- (iii) except in the case of a capitalisation issue, an independent financial adviser or the Company's auditors have confirmed to the Committee in writing that the requirements in sub-paragraphs (b)(i) and (ii) above are met;

and may not adjust such an Option solely because of an issue of securities as consideration in a transaction.

## **12. RIGHTS ON TAKEOVER, PRIVATISATION OR WINDING-UP**

### **Vesting and exchange of awards**

(a) If

- (i) a general offer is made for Shares and such offer becomes or is declared unconditional;

- (ii) privatisation is declared or becomes unconditional or effective;
- (iii) a general offer for Shares is made by way of scheme of arrangement and has been approved by the necessary number of Shareholders at the required meeting; or
- (iv) an effective resolution is passed for the voluntary winding-up of the Company,

then the following applies:

- (v) subject to sub-paragraph (vi), the Options will Vest to the extent determined by the Committee, having regard to the extent to which the Performance Condition is satisfied to the date of the relevant event and the time between the date of the relevant event and the Normal Vesting Date; and
- (vi) the Committee may decide before the occurrence of the relevant event described in sub-paragraphs (i) to (iv) (as the case may be) that the Options will be automatically exchanged for an equivalent award over or in relation to shares in any company shares which are listed on a Recognised Exchange and which acquires control of the Company and, to the extent that the Committee so decide, the Options will not Vest.

**Cashout following delisting**

- (b) If Shares cease to be listed on any Recognised Exchange as a result of a transaction mentioned in paragraph 12(a) above or otherwise and:
  - (i) any Option has not Vested (except to the extent it does not vest by virtue of a determination of the Committee described above in paragraph 12(a)) and has not been exchanged under paragraph 12(a); or
  - (ii) such an Option has so Vested but Shares have not been transferred to the Participant before the delisting,

then:

- (iii) where sub-paragraph (i) above applies, the Option will Vest on the date of delisting to the extent described in paragraph 12(a) above; and
  - (iv) in satisfaction of any Option to which this paragraph 12(b) applies, the Grantor will pay to the Participant, for each Share in respect of which the Option Vests or has Vested, a cash amount equal to the volume-weighted average price of a Share over the last 12-month period in which Shares were traded.
- (c) In this paragraph 12, each of “control”, “privatisation” and “Recognised Exchange” has the meaning given to it in the Hong Kong Code on Takeovers and Mergers.

**13. RIGHTS OF PARTICIPANTS**

A Participant is not entitled to vote or to receive dividends and will not have any other rights of a Shareholder until Shares are issued to him or her.

**14. PERIOD OF THE SCHEME**

Subject to paragraph 18, the New Scheme will remain in force for a period of 10 years from the date of the EGM.

**15. LAPSE OF OPTION**

- (a) The Option will lapse at the end of the Option Period or, if earlier, on the earliest of:
- (i) six months after the date the Participant ceased to be an Employee or, if later, after the date it Vested; or
  - (ii) one month after an event which gives rise to Vesting under paragraph 12 or, if earlier, one month after any person becomes entitled to exercise rights of compulsory acquisition of Shares pursuant to section 168 of the Companies Ordinance and gives notice in writing to any holders of Shares that he or she intends to exercise such rights; or
  - (iii) if the Participant dies, the earlier of two years from this death or three months after the Participant's personal representatives provide evidence satisfactory to the Committee of their capacity to act as such; or
  - (iv) such other date as the Committee may determine in their absolute discretion at the time of granting the Option.
- (b) If an Option Vests or lapses under more than one provision of the terms of the New Scheme, the provision resulting in the shortest exercise period will prevail.

**16. ALTERATION OF THE NEW SCHEME****Power to amend**

- (a) The Committee may at any time change the New Scheme in any way, including any Performance Condition or other terms of an Option already granted, or suspend or terminate the operation of the New Scheme.

**Participant consent**

- (b) However, any change which would have an adverse effect on the rights of any Participant in respect of an Option already granted will not be effective until approved by the holders of Options affected by the proposed change representing at least 75% of the Shares subject to all



such Options. This paragraph does not apply to any change which the Committee considers is necessary or desirable to take account of any law, regulation, enactment, code of practice or the rules of any stock exchange or any change therein, to correct any manifest error or mistake or to obtain or maintain favourable or avoid penal tax treatment for the Participant or any Member of the Group.

**Shareholder approval**

- (c) Unless the Stock Exchange agrees otherwise, the Company in general meeting (by ordinary resolution) must approve any proposed change to the New Scheme:
- (i) which relates to the matters set out in rule 17.03 of the Listing Rules and is to the advantage of Participants; or
  - (ii) which is of a material nature; or
  - (iii) which relates to the terms of subsisting Options; or
  - (iv) which changes the authority of the Committee in relation to any alteration to the New Scheme
- but only to the extent that such change would have effect after the EGM and would affect Options which will be satisfied with newly issued Shares.
- (d) Paragraph 16(c) above does not apply to the extent that the proposed change takes effect automatically under the terms of the New Scheme.
- (e) The New Scheme, if changed as proposed, must still comply with the relevant requirements of Chapter 17 of the Listing Rules.

**17. CANCELLATION OF UNEXERCISED OPTIONS**

The Committee may cancel any Vested but unexercised Options on such terms and conditions with the consent of the relevant Participant. Where, in the opinion of the Committee, a Participant's Option Vests, or may Vest, as a result of the fraud, dishonesty or breach of obligations of another employee of the Group and, in the opinion of the Committee, the Option would not otherwise have Vested, the Committee may determine that the Option has not Vested, or will not Vest, and may, subject to applicable laws, amend the Performance Conditions applicable to the Option, or determine any other treatment in relation to the Option to ensure no unfair benefit is obtained by a Participant as a result of such actions of another person.

Any Options granted but cancelled will count towards the scheme limits and individual limits under paragraph 5.

**18. TERMINATION**

The New Scheme will terminate on the 10th anniversary of the date of its approval by the Company in general meeting in accordance with Chapter 17 of the Listing Rules, or such earlier date as the Committee may determine. No further Options may be granted after termination but termination will not affect Options previously granted.

---

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

---



**MMG Limited**  
**五礦資源有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1208)**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**Meeting**”) of MMG Limited (the “**Company**”) will be held at Studio 1, W, 7/F, Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, 26 March 2013 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:

### **ORDINARY RESOLUTION**

1. “**THAT:**

- (a) conditional upon The Stock Exchange of Hong Kong Limited granting approval for the listing of and permission to deal in any shares (“**Shares**”) to be issued pursuant to the exercise of any option granted under the new share option scheme (the “**New Scheme**”), the terms of which are set out in the document marked “A” produced to the Meeting and for the purposes of identification signed by the chairman, the New Scheme be and is hereby approved and adopted by the Company; and
- (b) the directors of the Company be and are hereby authorised to grant options and to allot, issue and deal in the Shares pursuant to the exercise of any option granted under the New Scheme and to take all such steps as they may consider necessary or expedient to implement the New Scheme.”

By Order of the Board  
**MMG Limited**  
**Andrew Gordon Michelmores**  
*CEO and Executive Director*

Hong Kong, 8 March 2013

---

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

---

*Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
3. The register of members of the Company will be closed from Friday, 22 March 2013 to Tuesday, 26 March 2013, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 21 March 2013.