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MMG LIMITED
五礦資源有限公司

(Incorporated in Hong Kong with limited liability)
(STOCK CODE: 1208)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the "**Meeting**") of MMG Limited (the "**Company**") will 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. 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 Michelmore
CEO and Executive Director

Hong Kong, 8 March 2013

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.

As at the date of this announcement, the board of directors of the Company comprises nine directors, of which two are executive directors, namely Mr. Andrew Gordon Michelmores 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.