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MMG LIMITED
五礦資源有限公司

(Incorporated in Hong Kong with limited liability)

(HKEX STOCK CODE: 1208)

(ASX STOCK CODE: MMG)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "**Meeting**") of MMG Limited (the "**Company**") will be held at 3.00 p.m. on Thursday, 8 March 2018 at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong for the following purpose:

To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

"THAT

- (a) to the extent they vest in accordance with their terms, the issue and allotment of up to 45,004,750 new Connected Award Shares to 16 Connected Incentive Participants in respect of the 2015 Award and the 2017 Award pursuant to the Long Term Incentive Equity Plan is hereby approved and confirmed; and
- (b) any one or more of the Directors be and is/are hereby authorized to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the transactions contemplated thereunder, including but not limited to the issue and allotment of up to 45,004,750 new Connected Award Shares to 16 Connected Incentive Participants in respect of the 2015 Award and the 2017 Award pursuant to the Long Term Incentive Equity Plan."

By order of the Board

MMG Limited

Jiao Jian

CEO and Executive Director

Hong Kong, 14 February 2018

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. The register of members of the Company will be closed from Monday, 5 March 2018 to Thursday, 8 March 2018, inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting to be held on Thursday, 8 March 2018,
 - (a) in respect of the shares registered with the share registrar of the Company in Hong Kong, all completed transfer forms accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4.30 p.m. (Hong Kong time) on Friday, 2 March 2018; or
 - (b) in respect of the CHESS Depository Interests (CDI) registered with the share registrar of the Company in Australia, all completed CDI transfer forms accompanied by the sellers identification requirements, must be lodged with Computershare Investor Services Pty Limited at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, Australia not later than 5.00 p.m. (Australian Eastern Daylight Time) on Friday, 2 March 2018.

The record date for determining Shareholders' eligibility to attend and vote at the Meeting will be on Friday, 2 March 2018.

3.
 - (a) 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 lodged by a member whose name appearing on the register of members keeping at the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no later than 3.00 p.m. (Hong Kong Time) on Tuesday, 6 March 2018.
 - (b) To be valid, a CDI Voting Instruction Form must be lodged by a member whose name appearing on the record of members keeping at the share registrar of the Company in Australia, Computershare Investor Services Pty Limited, by mail at GPO Box 242 Melbourne, Victoria 3001, Australia or by fax at 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) by 5.00 p.m. (Australian Eastern Daylight Time) on Monday, 5 March 2018.

As at the date of this announcement, the Board comprises nine directors, of which two are executive directors, namely Mr Jiao Jian and Mr Xu Jiqing; three are non-executive directors, namely Mr Guo Wenqing (Chairman) Mr Gao Xiaoyu and Mr Zhang Shuqiang; and four are independent non-executive directors, namely Dr Peter William Cassidy, Mr Leung Cheuk Yan, Ms Jennifer Anne Seabrook and Professor Pei Ker Wei.