
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

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



MMG Limited
五礦資源有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1208)

**(1) VERY SUBSTANTIAL ACQUISITION IN RELATION TO
THE ACQUISITION OF THE TARGET COMPANY HOLDING
THE LAS BAMBAS PROJECT
AND
(2) CONTINUING CONNECTED TRANSACTIONS IN RELATION TO
THE CMN FRAMEWORK OFFTAKE AGREEMENT**

Joint Financial Advisors to the Company

BofA Merrill Lynch



Financial Advisor to CMN

Deutsche Bank 

Financing Advisors to the Company

ICBC International Capital Limited

BOCI Asia Limited

Financiers to the Company

China Development Bank

Industrial and Commercial Bank of China Limited

Bank of China Limited

Export-Import Bank of China Limited

A letter from the Board is set out on pages 16 to 57 of this circular. A letter from the Independent Board Committee is set out on page 58 of this circular. A letter from the Independent Financial Advisor containing their advice to the Independent Board Committee and the Independent Shareholders is set out on pages 59 to 80 of this circular.

A notice convening the EGM of the Company to be held at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Monday, 21 July 2014 at 10:30 a.m. is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish.

30 June 2014