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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)

CONNECTED TRANSACTION
DUGALD RIVER ZINC CONCENTRATE SALE AGREEMENT

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On 18 October 2017, the Seller entered into the Dugald River Zinc Concentrate Sale Agreement with Minmetals North-Europe in relation to the sale of the Product by the Seller to Minmetals North-Europe AB.

Minmetals North-Europe is a wholly owned subsidiary of CMC, the ultimate controlling shareholder of the Company, and is therefore an associate of CMC and a connected person of the Company under the Listing Rules. As a result, the Dugald River Zinc Concentrate Sale Agreement constitutes a connected transaction for the Company.

As the relevant percentage ratios in respect of the maximum transaction value on an annual basis relating to the Dugald River Zinc Concentrate Sale Agreement are more than 0.1% and less than 5%, it constitutes a connected transaction which is subject to the reporting, annual review and announcement requirements under Rule 14A.76 of the Listing Rules, but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DUGALD RIVER ZINC CONCENTRATE SALE AGREEMENT

As part of the ordinary and usual course of business, the Group sells its products to the CMC Group.

On 18 October 2017, the Seller entered into the Dugald River Zinc Concentrate Sale Agreement with Minmetals North-Europe in relation to the sale of the Product to Minmetals North-Europe. The principal terms of the Dugald River Zinc Concentrate Sale Agreement are set out below.

- Parties : (1) Seller: MMG Dugald River
(2) Buyer: Minmetals North-Europe
- Term : From the date of the Dugald River Zinc Concentrate Sale Agreement until all obligations of the parties are fulfilled
- Quantity : Approximately 10,000 dry metric tonnes of Product (+/- 10% at Seller's option)
- Pricing : The pricing of the concentrate was determined after arm's length negotiations and is comparable with the market for concentrate qualities such as Dugald River zinc concentrate.

Prices shall be:

- calculated based on agreed amounts of:
 - zinc contained in the Product at the Special High Grade Settlement Price for zinc as quoted on the London Metal Exchange; and
 - silver contained in the Product at London Bullion Market Association Silver Price spot quotation, each averaged over the agreed quotational period;
- less an agreed treatment charge which is consistent with those charges prevailing for comparable zinc concentrate sold by major global zinc concentrate producers in the PRC at the time of the delivery.

Transaction Value : If the transaction was executed on 18 October 2017, it would be valued at approximately US\$12.0 million.

Delivery Terms : Shipment shall be arranged by the Seller from the delivery point nominated by the Seller to the place of final destination nominated by Minmetals North-Europe on a CIF (Incoterms 2010®) basis.

The Dugald River Zinc Concentrate Sale Agreement will also set out, among other things, specifications, shipping schedule, delivery terms, payment terms, quotational period and other usual conditions (including those dealing with title and risk, insurance requirements and termination and suspension rights).

The terms of the Dugald River Zinc Concentrate Sale Agreement were arrived at after arm's length negotiations between the Seller and Minmetals North-Europe and these terms are consistent with prevailing market rates and conditions for comparable zinc concentrate.

REASONS FOR AND BENEFITS OF THE DUGALD RIVER CONCENTRATE SALE AGREEMENT

The Group's principal activities include the production and sale of metal products, including copper, zinc and lead concentrates. As part of its ordinary and usual course of business, the Group sells some of its products to the CMC Group at prices and on terms which are consistent with prevailing market rates and conditions for the relevant products.

The Dugald River operation will produce approximately 340,000 dry metric tonnes of zinc concentrate at full production. Concentrate production is forecast to commence before the end of 2017. Minmetals North-Europe has agreed to purchase the first shipment of the Product on terms which are consistent with prevailing market rates and conditions for comparable zinc concentrate.

The Dugald River Zinc Concentrate Sale Agreement has been reviewed and approved by the Directors (including the independent non-executive Directors but excluding the Interested Directors), who are of the view that the terms of the Dugald River Zinc Concentrate Sale Agreement and the transactions contemplated thereunder are on normal commercial terms, and are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Interested Directors, each holding position(s) at CMC and/or CMN, have abstained from voting on the Board resolution approving the Dugald River Zinc Concentrate Sale Agreement in order to avoid any possible conflict of interest issue.

IMPLICATIONS UNDER THE LISTING RULES

Minmetals North-Europe is a wholly owned subsidiary of CMC, the ultimate controlling shareholder of the Company, and is therefore an associate of CMC and a connected person of the Company under the Listing Rules. As a result, the Dugald River Zinc Concentrate Sale Agreement constitutes a connected transaction for the Company.

As the relevant percentage ratios in respect of the maximum transaction value relating to the Dugald River Zinc Concentrate Sale Agreement are more than 0.1% and less than 5%, it constitutes a connected transaction which is subject to the reporting, annual review and announcement requirements under Rule 14A.76 of the Listing Rules, but exempt from the independent shareholders' approval requirements, under Chapter 14A of the Listing Rules.

INFORMATION ABOUT THE GROUP

The Group is engaged in the exploration, development and mining of zinc, copper, gold, silver and lead deposits around the world.

INFORMATION ABOUT THE CMC GROUP

The CMC Group is one of the largest state-owned enterprises in the mining sector in the PRC. It is engaged in the exploration, development, mining, processing and sale of a wide range of non-ferrous metals including tungsten, rare earth, copper, alumina, lead and zinc.

Minmetals North-Europe is engaged in the purchase and sale of a wide range of non-ferrous metals including copper, lead and zinc.

DEFINITIONS

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

associates	has the meaning ascribed to it under the Listing Rules
Board	the board of directors of the Company
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
CMC Group	CMC and its subsidiaries and associates from time to time (excluding the Group)
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 the controlling shareholder of the Company
Company or MMG	MMG Limited, a company incorporated on 29 July 1988 in Hong Kong with limited liability, the securities of which are listed and traded on the main board of the Stock Exchange and the Australian Securities 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
Dugald River Zinc Concentrate Sale Agreement	the agreement dated 18 October 2017 between the Seller and Minmetals North-Europe in relation to the sale of the Product
Group	the Company and its subsidiaries from time to time
Hong Kong	the Hong Kong Special Administrative Region of the PRC
Interested Directors	Guo Wenqing, Zhang Shuqiang, Gao Xiaoyu, Jiao Jian and Xu Jiqing
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange
Minmetals North-Europe AB	Minmetals North-Europe AB, a company incorporated in Sweden, an indirect wholly owned subsidiary of CMC.
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)

Product	zinc concentrates produced by the Group at its Dugald River Mine in North-west Queensland, Australia
Seller	MMG Dugald River Pty Ltd, a company incorporated on 15 July 1998 in Victoria, Australia, an indirect wholly owned subsidiary of the Company
Stock Exchange	The Stock Exchange of Hong Kong Limited
subsidiary	has the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
%	Percentage

Unless otherwise specified, conversion of US\$ into HK\$ in this announcement is based on the exchange rate of US\$1.00 = HK\$7.8 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

Jiao Jian

CEO and Executive Director

Hong Kong, 18 October 2017

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.