

# Information Form and Checklist

## (ASX Foreign Exempt Listing)

Name of entity	ABN/ARBN/ARSN
<b>MMG Limited</b>	<b>31 150 889 151</b>

**We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing.**

*Note: the entity warrants in its Appendix 1C ASX Foreign Exempt Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.*

*Terms used in this Information Form and Checklist have the same meaning as in the ASX Listing Rules.*

### Part 1 – Information to be supplied with Appendix 1C

**Instructions:** please complete each applicable item below. If an item is not applicable, please mark it as “N/A”.

#### All entities – corporate details

Place of incorporation or establishment	Hong Kong, PRC
Date of incorporation or establishment	29 July 1988
Legislation under which incorporated or established	Hong Kong Companies Ordinance
Address of registered office in place of incorporation or establishment	Units 8501-8503, Level 85, International Commerce Centre 1 Austin Road West, Kowloon, Hong Kong
Address of registered office in Australia (if any)	C/- MMG Management Pty Ltd Level 23, 28 Freshwater Place Southbank Victoria 3006 Australia
Main business activity	Exploration, development and mining of base metal deposits around the world.
Home exchange and listing category <sup>1</sup>	The Main Board of the Stock Exchange of Hong Kong Limited (Stock Code: 1208)
Any other exchanges on which the entity is listed	Not applicable
Street address of principal administrative office	Level 23, 28 Freshwater Place Southbank Victoria 3006 Australia

<sup>1</sup> Examples: NZX Main Board, Toronto Stock Exchange, NASDAQ

Postal address of principal administrative office	GPO Box 2982 Melbourne Victoria 3001 Australia
Telephone number of principal administrative office	+61 3 9288 0888
E-mail address for investor enquiries	+61 3 9288 0888
Website URL	www.mmg.com

### All entities – management details<sup>2</sup>

Full name and title of CEO/managing director	Mr Andrew Gordon MICHELMORE
Full name and title of chairperson of directors	Mr Jian JIAO
Full names of all existing directors	Mr Jian JIAO (Chairman) Mr Andrew Gordon MICHELMORE (CEO and Executive Director) Mr David Mark LAMONT (CFO and Executive Director) Mr Jiqing XU (Executive Director) Mr Xiaoyu GAO (Non-executive Director) Dr Peter William CASSIDY (Independent Non-executive Director) Mr Cheuk Yan LEUNG (Independent Non-executive Director) Ms Jennifer Ann SEABROOK (Independent Non-executive Director) Professor PEI Ker Wei (Independent Non-executive Director)
Full names of any persons proposed to be appointed as additional or replacement directors	Not applicable
Full name and title of company secretary	Ms Lucia Suet Kam, LEUNG
Name and address of the entity's Australian agent for service of process <sup>3</sup>	MMG Management Pty Ltd Level 23, 28 Freshwater Place Southbank Victoria 3006 Australia

### All entities – ASX contact details<sup>4</sup>

Full name and title of ASX contact(s)	Mr Nicholas Myers, General Counsel
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<sup>2</sup> If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

<sup>3</sup> If the entity is a trust, it must appoint an agent for service of process in Australia (Listing Rule 1.11 Condition 10(a)). If the entity is a company, it must be registered as a foreign company in Australia (Listing Rule 1.11 Condition 9), which in turn requires it to appoint an agent for service of process (section 601CF(2) of the Corporations Act 2001 (Cth)).

<sup>4</sup> Under Listing Rule 1.11 Condition 11, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

Business address of ASX contact(s)	Level 23, 28 Freshwater Place Southbank Victoria 3006 Australia
Business phone number of ASX contact(s)	+613 9288 0825
Mobile phone number of ASX contact(s)	+61 432 333 223
Email address of ASX contact(s)	nick.myers@mmg.com

#### All entities – auditor details

Full name of auditor	PricewaterhouseCoopers
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#### All entities – registry details<sup>5</sup>

Name of securities registry	<u>Hong Kong</u> Computershare Hong Kong Investor Services Limited <u>Australia</u> Computershare Investor Services Pty Limited
Address of securities registry	<u>Hong Kong</u> 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong <u>Australia</u> Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067
Phone number of securities registry	<u>Hong Kong</u> +852 2862 8624 <u>Australia</u> 1300 787 272 +61 3 9415 4000
Fax number of securities registry	<u>Hong Kong</u> +852 2865 0990 <u>Australia</u> +61 3 9473 2500
Email address of securities registry	<u>Hong Kong</u> <a href="mailto:info@computershare.com">info@computershare.com</a> <u>Australia</u> <a href="http://www.investorcentre.com/contactus">www.investorcentre.com/contactus</a>
Type of subregisters the entity will operate <sup>6</sup>	CHESS and Issuer sponsored Australian subregister (as CHESS Depository Interests)

<sup>5</sup> If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

<sup>6</sup> Example: CHESS and issuer sponsored subregisters.

If the entity has or intends to have a certificated subregister for quoted securities, the location of the Australian subregister	Victoria, Australia
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### All entities – key dates

Annual balance date	31 December
Month in which annual meeting is usually held (or intended to be held) <sup>7</sup>	May
Months in which dividends or distributions are usually paid (or are intended to be paid)	Not applicable

## Part 2 – Checklist Confirming Compliance with Admission Requirements

**Instructions:** please indicate in the “Location/Confirmation” column for each item below where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the entity’s most recent annual report or any subsequent interim report where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter “Confirmed” in the “Location/Confirmation” column. If an item is not applicable, please mark it as “N/A”.

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist (other than the 25 copies of the entity’s most recent annual report and any subsequent interim report referred to in item 4) are provided in a folder separated by numbered tabs.

Note that completion of this Checklist is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX’s absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

### All entities – key supporting documents

N <sup>o</sup> Item	Location/Confirmation
1. A copy of the entity’s certificate of incorporation, certificate of registration or other evidence of status (including any change of name)	Document 1(a) – Certificate of Incorporation Document 1(b) – Change of Name Document 1(c) – Change of Name
2. A copy of the entity’s constitution	Document 2
3. Details of any waiver or all or part of any listing rule (or the equivalent) provided by home exchange that will be in effect upon admission (Listing Rule 1.11 Condition 3A) <sup>8</sup>	Not applicable
4. 25 copies of the entity’s most recent annual report and any subsequent interim report (Listing Rule 1.11 Condition 4)	Document 3(a) – 2014 Annual Report Document 3(b) – 2015 Interim Report
5. If the entity is a company, evidence that it is registered as a foreign company in Australia (Listing Rule 1.11 Condition 9)	Document 4(a) - Certificate of registration as a foreign company Document 4(b) – Change of Name

<sup>7</sup> May not apply to some trusts.

<sup>8</sup> ASX may require details of waivers to be released to the market (see the note to Listing Rule 1.11 Condition 3A).

Nº Item	Location/Confirmation
6. Original executed agreement with ASX that documents may be given to ASX and authenticated electronically (Listing Rule 1.11 Condition 12) <sup>9</sup>	Document 5
7. A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)	Document 6
8. Payment for the initial listing fee. <sup>10</sup>	To be paid by electronic funds transfer

### All entities – capital structure

9. A table showing the existing and proposed capital structure of the entity, broken down as follows: <ul style="list-style-type: none"> <li>(a) the number and class of each equity security and each debt security currently on issue; and</li> <li>(b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and</li> <li>(c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list.</li> </ul> <p>Note: This applies whether the securities are quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.</p>	Document 7
10. For each class of securities referred to in the table mentioned in item 9, the terms applicable to those securities <p>Note: This applies whether the securities are quoted or not.</p> <p>For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).</p> <p>For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates</p> <p>For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).</p>	<p>Ordinary Shares – Document 8 - Summary of rights attaching to shares</p> <p>2013 Share Options – Document 3(a) – Pages 64 and 142 Annual Report 2014 of MMG Limited</p> <p>2015 Performance Awards – Document 3(b) – page 39 of Interim Report 2015</p>

### All entities – other information

11. A brief history of the entity	Document 3(a) – Pages 6 - 7, Annual Report 2014 of MMG Limited
12. Details of the entity's existing activities and level of operations	Document 3(a) – Pages 12 – 13, 16 – 22, Annual Report 2014 of MMG Limited

<sup>9</sup> An electronic copy of the *ASX Online Agreement* is available from the ASX Compliance Downloads page on ASX's website.

<sup>10</sup> See Guidance Notes 15 and 15A for the fees payable on the application. Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank  
Account Name: ASX Operations Pty Ltd  
BSB: 082 057  
A/C: 494728375  
Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to [ar@asx.com.au](mailto:ar@asx.com.au) or fax it to (612) 9227-0553, describing the payment as the "initial listing fee" and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

Nº Item	Location/Confirmation
<p>13. A concise summary<sup>11</sup> of the rights and obligations of security holders under the law of its home jurisdiction and/or the rules of its home exchange covering:</p> <ul style="list-style-type: none"> <li>• what types of transactions require security holder approval;</li> <li>• whether security holders have a right to request or requisition a meeting of security holders;</li> <li>• whether security holders have a right to appoint proxies to attend and vote at meetings on their behalf;</li> <li>• how changes in the rights attaching to securities are regulated;</li> <li>• what rights do security holders have to seek relief for oppressive conduct;</li> <li>• what rights do security holders have to bring or intervene in legal proceedings on behalf of the entity; and</li> <li>• whether there is any equivalent to the “two strikes” rule in relation to remuneration reports in Part 2G.2 Division 9 of the Corporations Act (Guidance Note 4 section 2.3)</li> </ul>	Document 9
<p>14. A concise summary<sup>12</sup> of the obligations of the entity under the law of its home jurisdiction and/or the rules of its home exchange regarding:</p> <ul style="list-style-type: none"> <li>• the disclosure of material information;</li> <li>• the disclosure of periodic financial information and the accounting and auditing standards that apply;</li> <li>• requirements for information to be sent to security holders; and</li> <li>• regulation of dealings with directors and controlling holders of equity securities (Guidance Note 4 section 2.3)</li> </ul>	Document 9
<p>15. A concise summary<sup>13</sup> of how the disclosure of substantial holdings and takeovers are regulated under the law of its home jurisdiction (Guidance Note 4 section 2.3)</p>	Document 9
<p>16. Confirmation that the entity complies with the listing rules (or their equivalent) of its overseas home exchange (Listing Rule 1.11 Conditions 2 and 3)</p>	Confirmed
<p>17. Confirmation that there is no information not already disclosed to the entity’s home exchange that should have been disclosed under the rules of that exchange</p>	Confirmed
<p><b>Entities that do not have a primary listing on NZX Main Board</b></p>	
<p>18. A completed Appendix 1C Information Form and Checklist Annexure I (Entities that do not have a Primary Listing on the NZX Main Board)<sup>14</sup></p>	Annexure I
<p><b>Entities that have a primary listing on NZX Main Board</b></p>	
<p>19. A completed Appendix 1C Information Form and Checklist Annexure II (Entities that have a Primary Listing on the NZX Main Board)<sup>15</sup></p>	Not applicable

<sup>11</sup> The concise summary is not intended to be a legal treatise on the laws of the entity’s home jurisdiction or a detailed comparative analysis of those laws with the laws of Australia. For those matters where the entity’s home jurisdiction has broadly comparable laws to Australia, a statement to that effect will generally suffice.

<sup>12</sup> See note 11 above.

<sup>13</sup> See note 11 above.

<sup>14</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX’s website.

<sup>15</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX’s website.

**Further documents to be provided before admission to the official list**

Please note that in addition to the information and documents mentioned above, an entity may be required to provide additional information to ASX under Listing Rule 1.17.