

KING & WOOD
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7 June 2016

Company Secretary
MG Responsible Entity Limited
Freshwater Place
Level 15, 2 Southbank Boulevard
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Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000
Fax 1300 135 638

MG Unit Trust (ASX:MGC) – Form 603: Notice of becoming a substantial holder

We act for China Resources Ng Fung Limited ("**CRNF**").

Please find enclosed an initial substantial holding notice from CRNF on behalf of itself and each of the China Resources Entities (as defined in the substantial holding notice) in relation to their substantial holding of 5.05% in MG Unit Trust.

Yours faithfully



Intan Eow
Senior Associate
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Encl 1

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme	MG Responsible Entity Limited as responsible entity of MG Unit Trust
ACN/ARSN	606 103 637
1. Details of substantial holder (1)	
Name	China Resources Ng Fung Limited on behalf of itself, each of the entities listed in Annexure A and their respective related bodies corporates ("China Resources Entities")
ACN/ARSN (if applicable)	Not applicable

The holder became a substantial holder on 03 / 06 / 2016

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary units	10,370,655	10,370,655	5.05%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
China Resources Ng Fung Limited	Relevant interest under section 608(1) of the Corporations Act due to a direct holding in the units, power to exercise or control the exercise the right to vote attached to the units, or power to dispose of or control the exercise of a power to dispose of the units.	10,370,655 fully paid ordinary units
China Resources Entities	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth) ("Corporations Act") due to a controlling interest in China Resources Ng Fung Limited or a voting power of more than 20% in China Resources Ng Fung Limited.	10,370,655 fully paid ordinary units

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
China Resources Ng Fung Limited and China Resources Entities	China Resources Ng Fung Limited	China Resources Ng Fung Limited	10,250,885 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	CITICORP NOMINEES PTY LIMITED	CITICORP NOMINEES PTY LIMITED	119,770 fully paid ordinary units

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	

China Resources Ng Fung Limited and China Resources Entities	07/07/2015	\$21,526,858.50 pursuant to the initial public offering of MG Unit Trust		10,250,885 fully paid ordinary units
See Annexure B				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	

Signature

print name WANG WEIYONG capacity DIRECTOR
 sign here 王維勇 date 07/06/2016

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A

This is Annexure A of 1 page referred to in the accompanying Form 603 (Notice of initial substantial holder) – lodged by China Resources Ng Fung Limited on behalf of itself, each of the entities listed in Annexure A and their respective related bodies corporate in respect of their substantial holding in MG Unit Trust (ARSN 606 103 637).

Sign here:

王維勇

Print name:

WANG WEIYONG

Capacity:

DIRECTOR

Date:


07/06/2016

Name of controlled corporation	Address and place of incorporation	Name of controlling shareholder	% control
China Resources Co., Limited	3rd Floor, Shenzhen Bay Sports Center, 3001 Binhai Road, Nanshan District, Shenzhen, China	China Resources National Corporation	100.00
CRC Bluesky Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	China Resources Co., Limited	100.00
China Resources (Holdings) Company Limited	49th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong	CRC Bluesky Limited	100.00
CRH (CRE) Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	China Resources (Holdings) Company Limited	100.00
China Resources Enterprise, Limited	39th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong	CRH (CRE) Limited	100.00
Best-Growth Resources Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	China Resources Enterprise, Limited	100.00
China Resources Ng Fung Limited	39th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong	Best-Growth Resources Limited	100.00

Annexure B

This is Annexure B of 1 page referred to in the accompanying Form 603 (Notice of initial substantial holder) – lodged by China Resources Ng Fung Limited on behalf of itself, each of the entities listed in Annexure A and their respective related bodies corporate in respect of their substantial holding in MG Unit Trust (ARSN 606 103 637).

Sign here:



Print name:

WANG WEIYONG

Capacity:

DIRECTOR

Date:

07/06/2016

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
China Resources Ng Fung Limited and China Resources Entities	02/06/2016	AUD\$1,980.00		2,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	02/06/2016	AUD\$7,959.74		8,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	02/06/2016	AUD\$6,965.00		7,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	02/06/2016	AUD\$7,920.00		8,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	02/06/2016	AUD\$4,900.00		5,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	02/06/2016	AUD\$7,800.00		8,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	02/06/2016	AUD\$6,790.00		7,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	02/06/2016	AUD\$4,899.21		5,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	03/06/2016	AUD\$9,672.30		9,770 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	03/06/2016	AUD\$9,900.00		10,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	03/06/2016	AUD\$9,900.00		10,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	03/06/2016	AUD\$9,900.00		10,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	03/06/2016	AUD\$9,850.00		10,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	03/06/2016	AUD\$9,800.00		10,000 fully paid ordinary units
China Resources Ng Fung Limited and China Resources Entities	03/06/2016	AUD\$9,850.00		10,000 fully paid ordinary units