
NOTICE OF EGM



MMG Limited
五礦資源有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1208)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of MMG Limited (the “**Company**”) will 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. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company. Capitalised terms defined in the circular of the Company dated 30 June 2014 (the “**Circular**”) shall have the same meanings when used in this notice unless otherwise specified:

ORDINARY RESOLUTIONS

1. THAT:

- (a) the entry into and performance of the Share Purchase Agreement and the transactions contemplated thereunder by the Purchasers and the Company be and are hereby approved, confirmed and ratified;
- (b) the entry into and performance of the Shareholders’ Agreement and the transactions contemplated thereunder by MMG SA and the Company be and are hereby approved;
- (c) the grant by MMG SA to each of Elion Holdings and CITIC, and the performance of MMG SA’s obligations upon the exercise by Elion Holdings or CITIC, of the Contribution Default Call Option be and are hereby approved, confirmed and/or ratified;
- (d) the grant by MMG SA to each shareholder of the JV Company (other than MMG SA), and the performance of MMG SA’s obligations upon the exercise by such shareholder of the JV Company, of the Non-participation Call Option be and are hereby approved, confirmed and/or ratified;
- (e) the grant by MMG SA to each shareholder of the JV Company (other than MMG SA), and the performance of MMG SA’s obligations upon the exercise by such shareholder of the JV Company, of the Transfer Event Call Option be and are hereby approved, confirmed and/or ratified;
- (f) the grant by the Company and MMG SA to Elion Holdings and CITIC, and the performance of the obligations of the Company and MMG SA upon the exercise by CITIC or GXIIC, of the Listing Put Option be and are hereby approved, confirmed and/or ratified;

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- (g) the exercise of each of the Call Options by MMG SA be and is hereby approved; and
- (h) the Directors be and are hereby authorised to do all such acts or things and to sign or execute, all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with the Share Purchase Agreement and the Shareholders' Agreement, the Call Options, the Listing Put Option and the transactions contemplated thereunder; and
2. **THAT**, subject to the passing of resolution no.1, the CMN Framework Offtake Agreement and the transactions contemplated thereunder (including the CMN Annual Caps) be and are hereby approved, confirmed and ratified; and the Directors be and are hereby authorised to do all such acts or things and to sign or execute all such documents for and on behalf of the Company as they may consider necessary or desirable in connection the CMN Framework Offtake Agreement and the transactions contemplated thereunder.

Yours faithfully,
By Order of the Board
MMG Limited
Wang Lixin
Chairman

Hong Kong, 30 June 2014

Notes:

1. Any 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. 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 deposited with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
3. The register of members of the Company will be closed from Thursday, 17 July 2014 to Monday, 21 July 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 16 July 2014.
4. Resolution no. 1 shall be voted on as a single resolution.