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MMG LIMITED
五礦資源有限公司

(Incorporated in Hong Kong with limited liability)
(STOCK CODE: 1208)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 21 JULY 2014
IN RELATION TO
THE VERY SUBSTANTIAL ACQUISITION OF THE LAS BAMBAS PROJECT**

The Board is pleased to announce that resolutions nos. 1 and 2 as set out in the Notice of EGM were duly passed by the Shareholders and Independent Shareholders respectively by way of poll at the EGM held on 21 July 2014.

Reference is made to the circular of MMG Limited (Company) dated 30 June 2014 (Circular) in relation to, among other things, (i) the proposed acquisition of the entire issued share capital of Xstrata Peru S.A. holding the Las Bambas project; (ii) continuing connected transactions in relation to the CMN Framework Offtake Agreement; and (iii) the notice of the EGM. Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The board of directors of the Company (Board) is pleased to announce that resolutions nos. 1 and 2 as set out in the Notice of EGM were duly passed by Shareholders and Independent Shareholders respectively by way of poll at the EGM held on 21 July 2014.

As at the date of the EGM, the total number of issued Shares was 5,289,607,889, which was the total number of Shares entitling the Shareholders to attend and vote for or against resolution no. 1 proposed at the EGM. None of the Shareholders were required under the Listing Rules to abstain from voting in favour of, or to abstain from voting on, resolution no. 1 proposed at the EGM. No Shareholder stated their intention in the Circular to vote against or to abstain from voting on resolution no. 1 proposed at the EGM.

As disclosed in the Circular, CMN and its associates, which together are interested in 3,898,110,916 Shares (representing approximately 73.69% of the total number of issued Shares as at the date of EGM), were required to and have abstained from voting at the EGM in respect of resolution no. 2 proposed at the EGM. Accordingly, the total number of shares entitling the Independent Shareholders to attend and vote for or against resolution no. 2 proposed at the EGM was 1,391,496,973 Shares (representing approximately 26.31% of the total number of issued Shares as at the date of EGM). No Shareholder stated their intention in the Circular to vote against resolution no. 2 proposed at the EGM.

Save as disclosed above, there were no Shareholders who were required under the Listing Rules to abstain from voting in favor of any of the resolutions proposed at the EGM, or to abstain from voting.

The Company's share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for voting-taking at the EGM.

The poll results in respect of all the resolutions proposed at the EGM are as follows:

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
1.	To approve the Share Purchase Agreement and the Shareholders' Agreement (including the Call Options and the Listing Put Options) and the transactions contemplated thereunder:	4,402,832,545 (100%)	0 (0%)
	(a) to approve, confirm and ratify the entry into and performance of the Share Purchase Agreement and the transactions contemplated thereunder by the Purchasers and the Company;		
	(b) to approve the entry into and performance of the Shareholders' Agreement and the transactions contemplated thereunder by MMG SA and the Company;		
	(c) to approve, confirm and/or ratify 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;		

	<p>(d) to approve, confirm and/or ratify 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;</p> <p>(e) to approve, confirm and/or ratify 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;</p> <p>(f) to approve, confirm and/or ratify 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;</p> <p>(g) to approve the exercise of each of the Call Options by MMG SA; and</p> <p>(h) to authorize the Directors 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.</p>		
2.	<p>Subject to the passing of Resolution No. 1, to approve, confirm and ratify the CMN Framework Offtake Agreement and the transactions contemplated thereunder (including the CMN Annual Caps); and to authorise the Directors 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 CMN Framework Offtake Agreement and the transactions contemplated thereunder. The CMN Framework Offtake Agreement was entered into between CMN and MMG SA on 27 June 2014 in relation to the sale by MMG SA to members of the CMN Group of copper concentrate from the Las Bambas Project to be purchased by MMG SA from the JV Company under the MMG Framework Offtake Agreement. The CMN Annual Caps is the maximum aggregate annual amount of copper contained in copper concentrate from the Las Bambas Project to be sold by MMG SA to members of the CMN Group under the CMN Framework Offtake Agreement.</p>	<p>504,721,629 (100%)</p>	<p>0 (0%)</p>

As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

SATISFACTION OF CONDITIONS TO COMPLETION

A further announcement will be made by the Company upon satisfaction of all of the Conditions to Completion.

By order of the Board
MMG Limited
Andrew Gordon Michelmore
CEO and Executive Director

Hong Kong, 21 July 2014

As at the date of this announcement, the Board comprises nine Directors, of which three are executive Directors, namely Mr Andrew Gordon Michelmore, Mr David Mark Lamont and Mr Xu Jiqing; three are non-executive Directors, namely Mr Wang Lixin (Chairman), Mr Jiao Jian and Mr Gao Xiaoyu; and three are independent non-executive Directors, namely Dr Peter William Cassidy, Mr Anthony Charles Larkin and Mr Leung Cheuk Yan.