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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 ANNUAL GENERAL MEETING HELD ON 20 MAY 2015

The Board is pleased to announce that resolutions nos. 1 to 7 and 9 and resolution no. 8 as set out in the Notice of AGM were duly passed by the Shareholders and Independent Shareholders respectively by way of poll at the AGM.

Reference is made to the circular of MMG Limited (Company) dated 16 April 2015 (Circular) in relation to, among other things, (i) re-election of Directors; (ii) grant of general mandates to issue and to repurchase Shares; (iii) approval of the adoption of new Articles of Association; (iv) approval of the Copper Cathode Sales Framework Agreement and the Annual Caps; and (v) Notice of AGM. Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that resolutions nos. 1 to 7 and 9 and resolution no. 8 as set out in the Notice of AGM were duly passed by Shareholders and Independent Shareholders respectively by way of poll at the AGM held on 20 May 2015.

As at the date of the AGM, 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 nos. 1 to 7 and 9 proposed at the AGM. None of the Shareholders are required under the Listing Rules to attend and abstain from voting in favour of resolutions nos. 1 to 7 and 9 proposed at the AGM, or to abstain from voting. No Shareholders stated their intention in the Circular to vote against or to abstain from voting on resolutions nos. 1 to 7 and 9 proposed at the AGM.

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 AGM), were required to and have abstained from voting at the AGM in respect of resolution no. 8 proposed at the AGM. Accordingly, the total number of shares entitling the Independent Shareholders to attend and vote for or against resolution no. 8 proposed at the AGM was 1,391,496,973 Shares (representing approximately 26.31% of the total number of issued Shares as at the date of AGM). Save as disclosed above, there were no Shareholders who are required under the Listing Rules to attend and abstain from voting in favor of all the resolutions proposed at the AGM, 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 AGM.

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

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
1.	To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2014.	4,104,046,057 (100%)	0 (0%)
2.	(a) To re-elect Mr Jiao Jian as a Director.	3,926,838,997 (95.68%)	177,207,060 (4.32%)
	(b) To re-elect Mr David Mark Lamont as a Director.	4,101,845,004 (99.95%)	2,201,053 (0.05%)
	(c) To re-elect Mr Gao Xiaoyu as a Director.	4,082,052,040 (99.46%)	21,994,017 (0.54%)
3.	To authorize the Board to fix the remuneration of all directors.	4,103,690,146 (99.99%)	355,911 (0.01%)
4.	To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorize the Board to fix their remuneration.	4,100,706,057 (99.92%)	3,340,000 (0.08%)
5.	To grant a general mandate to the Board to allot additional shares not exceeding 20% of the total number of issued shares of the Company.	3,958,539,080 (96.45%)	145,506,977 (3.55%)
6.	To grant a general mandate to the Board to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company.	4,100,706,057 (99.92%)	3,340,000 (0.08%)

7.	Conditional on the passing of Resolutions no. 5 and no. 6, power be given to the Board to extend the general mandate on the issue of additional shares by the number of shares repurchased by the Company.	3,960,801,461 (96.51%)	143,244,596 (3.49%)
8.	To approve, ratify and confirm the Copper Cathode Sales Framework Agreement (as defined in the Circular) and the Annual Cap (as defined in the Circular) and authorise any one of the Directors to take all actions to implement and/or give effect to the Copper Cathode Sales Framework Agreement and all the transactions contemplated thereunder.	205,935,141 (100%)	0 (0%)
Special Resolution		Number of Votes (approximate %)	
		For	Against
9.	To approve the adoption of the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.	3,933,318,300 (95.84%)	170,736,357 (4.16%)

As more than 50% of the votes were cast in favour of resolution nos. 1 to 8 and more than 75% of the votes were cast in favour of resolution no. 9, resolutions nos. 1 to 8 were duly passed as ordinary resolutions and resolution no. 9 was duly passed as a special resolution of the Company.

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

Hong Kong, 20 May 2015

As at the date of this announcement, the Board comprises eight 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 Jiao Jian (Chairman), Mr Wang Lixin and Mr Gao Xiaoyu; and two are independent non-executive Directors, namely Dr Peter William Cassidy and Mr Leung Cheuk Yan.