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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 23 MAY 2024

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

Reference is made to the circular of MMG Limited (Company) dated 30 April 2024 (Circular) in relation to, among other things, the proposals for (i) re-election of Directors; (ii) general mandates to issue and to repurchase Shares; (iii) proposed adoption of new articles of association; (iv) approval of issue of new Shares to Connected Persons under The Long Term Incentive Equity Plan; and 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 8 and resolution no. 9 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 23 May 2024.

As at the record date of the AGM on 23 May 2024, the total number of Shares in issue was 8,656,047,188 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on all the resolutions 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 8 proposed at the AGM. There were no Shareholders that are required under the Listing Rules to abstain from voting at the AGM and no Shareholders have stated their intention in the Circular to vote against or to abstain from voting on resolutions nos. 1 to 8 proposed at the AGM.

As disclosed in the Circular, the Connected Incentive Participants and their respective associates are interested in 8,843,206 Shares (representing approximately 0.1% 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. 9 proposed at AGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against resolution no. 9 proposed at the AGM was 8,647,203,982 Shares (representing approximately 99.9% 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.

All Directors attended the AGM in person or by electronic means.

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	Abstain
1.	To receive and consider the audited financial statements and the reports of the directors and of the auditor of the Company for the year ended 31 December 2023.	6,632,584,711 (99.7702%)	14,416,000 (0.2169%)	859,500 (0.0129%)
2.	(a) To re-elect Mr Cao Liang as a Director.	6,637,999,940 (99.8520%)	9,827,421 (0.1478%)	12,900 (0.0002%)
	(b) To re-elect Dr Peter William Cassidy as a Director.	6,342,776,558 (95.4110%)	305,050,803 (4.5888%)	12,900 (0.0002%)
	(c) To re-elect Mr Leung Cheuk Yan as a Director.	6,520,209,955 (98.0800%)	127,617,406 (1.9198%)	12,900 (0.0002%)
3.	To authorise the Board to fix the remuneration of all Directors.	6,647,493,948 (99.9948%)	333,413 (0.00502%)	12,900 (0.0002%)
4.	To appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix the remuneration of the auditor.	6,568,772,528 (98.8106%)	79,067,733 (1.1894%)	0 (0%)
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.	5,914,690,101 (88.9716%)	733,150,160 (11.0284%)	0 (0%)
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.	6,647,840,261 (100%)	0 (0%)	0 (0%)
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.	5,918,724,902 (89.0323%)	729,115,359 (10.9677%)	0 (0%)

	Special Resolution	Number of Votes (approximate %)		
		For	Against	Abstain
8.	To approve the amendments to the articles of association of the Company and the adoption of the reprinted new articles of association of the Company.	6,647,777,359 (99.9998%)	0 (0%)	12,900 (0.0002%)
	Ordinary Resolution			
9.	(a) To approve, to the extent they vest in accordance with their terms, the issue and allotment of up to 13,609,953 new Connected Award Shares to up to 15 Connected Incentive Participants in respect of the 2021 Award and the 2022 Award pursuant to the Long Term Incentive Equity Plan; and	6,416,243,229 (96.5162%)	229,348,132 (3.4500%)	2,248,900 (0.0338%)
	(b) To authorize any one or more of the directors to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the transactions contemplated thereunder, including but not limited to the issue and allotment of up to 13,609,953 new Connected Award Shares to up to 15 Connected Incentive Participants in respect of the 2021 Award and the 2022 Award pursuant to the Long Term Incentive Equity Plan.	6,416,243,229 (96.5162%)	229,348,132 (3.4500%)	2,248,900 (0.0338%)

Note: The number of votes and approximate percentage of voting as stated above are based on the total number of Shares in issue held by the Shareholders who attended and voted at the AGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of resolutions nos. 1 to 7 and 9; and more than 75% of the votes were cast in favour of resolution no. 8, resolutions nos. 1 to 7 and 9 were duly passed as ordinary resolutions; and resolution no. 8 was duly passed as a special resolution of the Company.

By order of the Board
MMG Limited
Cao Liang
CEO and Executive Director

Hong Kong, 23 May 2024

As at the date of this announcement, the Board comprises six directors, of which one is an executive director, namely Mr Cao Liang; two are non-executive directors, Mr Xu Jiqing (Chairman) and Mr Zhang Shuqiang; and three are independent non-executive directors, namely Dr Peter William Cassidy, Mr Leung Cheuk Yan, and Mr Chan Ka Keung, Peter.