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**五礦資源有限公司**  
**MINMETALS RESOURCES LIMITED**

*(Incorporated in Hong Kong with limited liability )*

**(Stock Code: 1208)**

## **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 MAY 2012**

The Board is pleased to announce that resolutions nos. 1 to 6 and resolution no. 7 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 Minmetals Resources Limited (the “Company”) dated 27 April 2012 (the “Circular”) in relation to, among other things, (i) re-election of Directors; (ii) grant of general mandates to issue and repurchase Shares; (iii) approving the Products Sale Framework Agreement and the Annual Caps; and (iv) 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 6 and resolution no. 7 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.

As at the date of the AGM, the total number of issued Shares was 5,289,607,889 shares, which was the total number of shares entitling the Shareholders to attend and vote for or against resolution nos. 1 to 6 proposed at the AGM. None of the Shareholders are required under the Listing Rules to abstain from voting in favor of resolutions nos. 1 to 6 at the AGM, or to abstain from voting. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on resolutions nos. 1 to 6 at the AGM.

As disclosed in the Circular, CMN and its associates, which together are interested in 3,793,558,916 Shares (representing approximately 71.72% of the total issued share capital of the Company as at the date of AGM), were required to and had abstained from voting at the AGM in respect of resolution no. 7 proposed at the AGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against resolution no. 7 proposed at the AGM was 1,496,048,973 shares (representing approximately 28.28% of the total issued share capital of the Company 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 vote-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 2011.	4,260,671,733 (100%)	0 (0%)
2.	(a) To re-elect Mr. Anthony Charles Larkin as a Director.	4,260,671,733 (100%)	0 (0%)
	(b) To re-elect Mr. Wang Lixin as a Director.	4,202,373,154 (98.6317%)	58,298,579 (1.3683%)
	(c) To re-elect Mr. David Mark Lamont as a Director.	4,167,253,440 (97.8074%)	93,418,293 (2.1926%)
	(d) To re-elect Mr. Gao Xiaoyu as a Director.	4,112,955,435 (96.5330%)	147,716,298 (3.4670%)
	(e) To authorize the Board to fix the Directors' remuneration.	4,260,671,733 (100%)	0 (0%)
3.	To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorize the Board to fix their remuneration.	4,260,563,733 (99.9975%)	108,000 (0.0025%)
4.	To grant a general mandate to the Board to allot additional shares not exceeding 20% of the issued share capital of the Company.	4,037,114,843 (94.7530%)	223,556,890 (5.2470%)

5.	To grant a general mandate to the Board to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.	4,260,671,733 (100%)	0 (0%)
6.	Conditional on the passing of Resolutions no. 4 and no. 5, 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.	4,129,980,843 (96.9326%)	130,690,890 (3.0674%)
7.	To approve, ratify and confirm the Products Sale Framework Agreement (as defined in the Circular) and the Annual Caps (as defined in the Circular) and authorize any one of the Directors to take all actions to implement and/or give effect to the Products Sale Framework Agreement and all the transactions contemplated thereunder.	467,112,817 (100%)	0 (0%)

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

By order of the Board  
**Minmetals Resources Limited**  
**Andrew Gordon Michelmore**  
*CEO and Executive Director*

Hong Kong, 30 May 2012

*As at the date of this announcement, subsequent to the retirement of Mr. Loong Ping Kwan, previously an independent non-executive director, the Board comprises eight directors, of which two are executive directors, namely Mr. Andrew Gordon Michelmore and Mr. David Mark Lamont; four are non-executive directors, namely Mr. Wang Lixin (Chairman), Mr. Jiao Jian, Mr. Xu Jiqing and Mr. Gao Xiaoyu; and two are independent non-executive directors, namely Dr. Peter William Cassidy and Mr. Anthony Charles Larkin.*