

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



METALLURGICAL CORPORATION OF CHINA LTD. *
中國冶金科工股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1618)

**POLL RESULTS OF
THE 2013 ANNUAL GENERAL MEETING
HELD ON 27 JUNE 2014**

The board of directors (the “**Board**”) of Metallurgical Corporation of China Ltd.* (the “**Company**”) is pleased to announce that the 2013 annual general meeting (the “**AGM**”) of the Company was held at 9:00 a.m. on Friday, 27 June 2014 at MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the People’s Republic of China (the “**PRC**”). All the proposed resolutions set out in the notice of the AGM were duly passed by way of poll without amendment by the attending shareholders and authorized proxies carrying voting rights.

Reference is made to the Company’s circular dated 12 May 2014 and the Company’s notice of the AGM dated 12 May 2014. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the circular.

As at the date of the AGM, the number of issued shares of the Company was 19,110,000,000 Shares, comprising 16,239,000,000 A Shares and 2,871,000,000 H Shares.

AGM

The AGM was chaired by Mr. Guo Wenqing, the Chairman of the Board. As at the date of the AGM, the total number of Shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM was 19,110,000,000. There were no Shares entitling the holders to attend and vote only against any of the resolutions at the AGM. There were no Shares obliging any abstention from voting on any proposed resolutions at the AGM.

For all the resolutions proposed at the AGM, the shareholders and authorized proxies holding an aggregate of 12,938,917,388 Shares, representing 67.7076% of the total voting shares of the Company, were present at the AGM and voted for or against the resolutions so proposed. The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

The voting on the resolutions at the AGM was taken by poll pursuant to the Listing Rules. The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions	Total number of votes (%)		
	For	Against	Abstain
1. To consider and approve the proposal of the report of the Board of MCC for the year 2013 (as set out in the 2013 Annual Report of the Company).	12,793,086,463 (98.8729%)	20,343,105 (0.1572%)	125,487,820 (0.9699%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
2. To consider and approve the proposal of the report of the Supervisory Committee of MCC for the year 2013.	12,793,005,763 (98.8723%)	20,349,405 (0.1573%)	125,562,220 (0.9704%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3. To consider and approve the proposal of the audited financial report of the Company for the year 2013 (as set out in the 2013 Annual Report of the Company).	12,793,649,863 (98.8773%)	19,630,505 (0.1517%)	125,637,020 (0.9710%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions	Total number of votes (%)		
	For	Against	Abstain
4. To consider and approve the proposal of profit distribution plan of the Company for the year 2013.	12,799,934,364 (98.9259%)	15,662,505 (0.1210%)	123,320,519 (0.9531%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
5. To consider and approve the proposal of the emoluments of Directors and Supervisors of the Company for the year 2013.	12,792,621,263 (98.8693%)	21,748,325 (0.1681%)	124,547,800 (0.9626%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
6. To consider and approve the proposal of the plan of the Company in respect of its guarantees for the year 2014: “THAT: A. the provisions of guarantees up to RMB6.061 billion and US\$0.5 billion (or equivalent foreign currency amounts), by the Company and its subsidiaries during the period from the date of approval from the AGM to the date of conclusion of the annual general meeting of the Company for the year ended 31 December 2014, all of which are new guarantees; and B. the office of the President of the Company be hereby authorised to approve each guarantee within the total amount of guarantees approved under paragraph (A) of this resolution without needs to obtain approvals for any of the guarantees under paragraph (A) of this resolution from the Board and/or the shareholders at a general meeting of the Company, be approved and confirmed.”	12,664,084,418 (97.8759%)	149,525,451 (1.1556%)	125,307,519 (0.9685%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions	Total number of votes (%)		
	For	Against	Abstain
7. To consider and approve the proposal in relation to appointment of domestic auditor, international auditor and internal control auditor of the Company for the year 2014 and appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as international auditor and domestic auditor and internal control auditor of the Company for the year ending 31 December 2014 to hold office until the conclusion of the next annual general meeting and to authorize the Board to determine their remunerations.	12,793,925,363 (98.8794%)	18,961,505 (0.1465%)	126,030,520 (0.9741%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
8. To consider and approve the proposal in relation to the change of fulfilling commitments in respect of application for property ownership certificates in respect of defective properties.	468,674,263 (76.4835%)	139,729,805 (22.8027%)	4,373,820 (0.7138%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
9. To consider and approve the proposal of election of an executive Director of the Company.	12,793,934,363 (98.8795%)	18,960,505 (0.1465%)	126,022,520 (0.9740%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Special Resolutions	Total number of votes (%)		
	For	Against	Abstain
<p>10.To consider and approve the proposal of the 2014 bond issue scheme of the Company:</p> <p>A. Issue scheme of short-term financing bills</p> <p>(a)Principal amount: with the total amount of not exceeding RMB11.9 billion, and amount in tranche of not exceeding RMB5 billion issued by the Company subject to the registration with the National Association of Financial Market Institutional Investors in 2014</p> <p>(b)Maturity: one year</p> <p>(c)Interest rate: to be based on the valuation results published in the week</p> <p>(d)Way of issuance and underwriting: to be issued at nominal value and fully underwritten</p> <p>B. Issue scheme of extra-short-term financing bills</p> <p>(a)Principal amount: with the total amount of RMB12 billion issued by the Company subject to the registration with the National Association of Financial Market Institutional Investors in 2014 and the first half of 2015</p> <p>(b)Maturity: no more than 270 days</p> <p>(c)Interest rate: according to market principle</p> <p>(d)Way of issuance and underwriting: to be issued at nominal value and fully underwritten</p>	<p>12,787,500,812 (98.8298%)</p>	<p>25,448,057 (0.1967%)</p>	<p>125,968,519 (0.9735%)</p>
<p>As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</p>			

Special Resolutions	Total number of votes (%)		
	For	Against	Abstain
11.To consider and approve the proposal of amendments to certain articles of the Articles of Association.	12,786,271,863 (98.8203%)	26,350,205 (0.2037%)	126,295,320 (0.9760%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			
12.To consider and approve the proposal of amendments to Rules of Procedures for Board Meetings.	12,793,964,363 (98.8797%)	18,960,505 (0.1465%)	125,992,520 (0.9738%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

APPOINTMENT OF EXECUTIVE DIRECTOR

The biographical details of the executive director appointed by shareholders by way of resolution no. 9 above are as follows:

Mr. Zhang Zhaoxiang, aged 50, is the president and an executive Director of the Company. Mr. Zhang is a professor-level senior engineer who obtained a Bachelor's and a Master's degree in chemical machinery from Tianjin University in 1984 and 1987, respectively. Mr. Zhang had served as engineer, deputy director of the Jinchuan Branch, director of the General Office and vice president of Beijing Research Institute of Non-ferrous Metallurgical Equipment (北京有色冶金設計研究總院), and vice president, president and secretary of the Communist Party Committee of China Nonferrous Engineering and Research Institute. During the period from December 2005 to February 2008, he had served as chairman and general manager of China Enfi Engineering Corporation, and president and secretary of the Communist Party Committee of China Nonferrous Engineering and Research Institute. He was chairman of China Enfi Engineering Corporation and president and secretary of the Communist Party Committee of China Nonferrous Engineering and Research Institute from February 2008 to November 2008 and was an executive director, general manager and secretary of the Communist Party Committee of China Enfi Engineering Co., Ltd. from August 2008 to November 2008 following the conversion of China Nonferrous Engineering and Research Institute into China Enfi Engineering Co., Ltd. in August 2008. Mr. Zhang was the vice president of the Company from November 2008 to September 2013. Mr. Zhang was appointed as the president of the Company with effect from 4 September 2013 and was appointed as an executive Director of the Company with effect from 27 June 2014.

Mr. Zhang's remuneration as a Director will be determined pursuant to the requirements of relevant state authorities. Mr. Zhang's term of office will be from the date of this announcement until the expiry of the term of office of the current session of the Board of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Zhang has confirmed that he (i) does not hold other offices in any member of the Group; (ii) is not connected with any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) holds 80,000 A shares (long position) of the Company as a beneficial owner. Save as disclosed above, Mr. Zhang does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, and has not held any other directorships in any listed companies in the past three years.

As at the date of this announcement, there is no information which is discloseable, nor is the Company aware that Mr. Zhang is/was involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Computershare Hong Kong Investor Services Limited, the H share registrar of the Company in Hong Kong, acted as one of the scrutineers for the vote-taking at the AGM. The work performed by Computershare Hong Kong Investor Services Limited did not include provision of any assurance or advice on matters of legal interpretation or legal entitlement to vote.

LAWYERS' CERTIFICATION

As certified and stated in the legal opinion issued by Beijing Jiayuan Law Firm, the convening and procedures of the AGM conformed to the requirements of the laws, administrative regulations and the Articles of Association of the Company; the attendees and the convener of the AGM were qualified and their qualifications were valid; the voting process and the voting results were lawful and valid; and the resolutions passed at the AGM were lawful and valid.

By order of the Board
Metallurgical Corporation of China Ltd.*
Kang Chengye
Company Secretary

Beijing, the PRC
27 June 2014

As at the date of this announcement, the Board of the Company comprises two executive directors, Mr. Guo Wenqing and Mr. Zhang Zhaoxiang; two non-executive directors, Mr. Jing Tianliang and Mr. Lin Jinzhen; and five independent non-executive directors Mr. Jiang Longsheng, Mr. Wen Keqin, Mr. Liu Li, Mr. Chen Yongkuan and Mr. Cheung Yukming.

* *For identification purpose only*