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## **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 2019 ANNUAL GENERAL MEETING HELD ON 29 JUNE 2020**

The board of directors (the “**Board**”) of Metallurgical Corporation of China Ltd.\* (the “**Company**”) is pleased to announce that the 2019 annual general meeting (the “**AGM**”) of the Company was held at 2:00 p.m. on Monday, 29 June 2020 at MCC Tower, 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the People’s Republic of China (the “**PRC**”).

Reference is made to the notice of the AGM and the circular of the Company dated 14 May 2020 and the supplemental notice of the AGM dated 11 June 2020. Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as defined in the aforesaid documents. All the proposed resolutions set out in the notice and supplemental notice of the AGM were duly passed by way of poll without amendment by the attending Shareholders and authorized proxies carrying voting rights.

As at the date of the AGM, the number of issued Shares of the Company was 20,723,619,170, comprising 17,852,619,170 A Shares and 2,871,000,000 H Shares.

### **AGM**

Pursuant to the Articles of Association of the Company, the AGM was presided over by Zhang Zhaoxiang, vice chairman of the Company.

As at the date of the AGM, the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM was 20,723,619,170, representing 100% of the total issued Shares of the Company. No Shareholders were subject to any restriction in respect of voting on the resolutions proposed at the AGM. No Shareholders have stated their intention in the circular of the AGM to vote against or abstain from voting on the resolutions proposed at the AGM.

Shareholders and authorized proxies holding an aggregate of 11,985,263,004 Shares, representing 57.8338% of the total voting Shares of the Company, were present at the AGM. The convening of the AGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

Numbers of Shareholders and proxies attending the meeting	23
including: number of holders of A Shares	22
number of holders of H Shares	1
Total number of Shares with voting rights held by the attending Shareholders	11,985,263,004
including: total number of Shares held by holders of A Shares	11,587,787,909
total number of Shares held by holders of H Shares	397,475,095
Percentage of Shares with voting rights held by the attending Shareholders against the total number of Shares of the Company with voting rights (%)	57.8338
including: percentage of Shares held by holders of A Shares against the total number of Shares (%)	55.9158
percentage of Shares held by holders of H Shares against the total number of Shares (%)	1.9180

The voting on the resolutions at the AGM was taken by poll pursuant to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Types of Shareholders	Total number of votes (%)		
			For	Against	Abstain
1.	To consider and approve the proposal in relation to the “Work Report of the Board of MCC for the Year 2019”.	Holders of A Shares	11,586,201,709 (99.9863%)	19,700 (0.0002%)	1,566,500 (0.0135%)
		Holders of H Shares	394,150,095 (100.0000%)	0 (0.0000%)	0 (0.0000%)
		Total	11,980,351,804 (99.9868%)	19,700 (0.0002%)	1,566,400 (0.0130%)
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		Types of Shareholders	Total number of votes (%)		
			For	Against	Abstain
2.	To consider and approve the proposal in relation to the “Work Report of the Supervisory Committee of MCC for the Year 2019”.	Holders of A Shares	11,586,201,809 (99.9863%)	19,700 (0.0002%)	1,566,400 (0.0135%)
		Holders of H Shares	394,150,095 (100.0000%)	0 (0.0000%)	0 (0.0000%)
		Total	11,980,351,904 (99.9868%)	19,700 (0.0002%)	1,566,400 (0.0130%)
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 in relation to the report on final accounts of the Company for the year 2019 (as set out in the 2019 annual report of the Company).	Holders of A Shares	11,586,104,109 (99.9855%)	19,700 (0.0002%)	1,664,100 (0.0143%)
		Holders of H Shares	394,150,095 (100.0000%)	0 (0.0000%)	0 (0.0000%)
		Total	11,980,254,204 (99.9859%)	19,700 (0.0002%)	1,664,100 (0.0139%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.					
4.	To consider and approve the proposal in relation to the profit distribution plan of the Company for the year 2019.	Holders of A Shares	11,587,689,109 (99.9991%)	98,700 (0.0009%)	100 (0.0000%)
		Holders of H Shares	397,475,095 (100.0000%)	0 (0.0000%)	0 (0.0000%)
		Total	11,985,164,204 (99.9992%)	98,700 (0.0008%)	100 (0.0000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. The Company will announce separately the details of the arrangements regarding the distribution of the 2019 final dividend in accordance with the relevant regulatory requirements in due course.					
5.	To consider and approve the proposal in relation to the emoluments of Directors and Supervisors of the Company for the year 2019.	Holders of A Shares	11,586,606,509 (99.9898%)	1,181,300 (0.0102%)	100 (0.0000%)
		Holders of H Shares	377,614,595 (95.0033%)	19,292,500 (4.8538%)	568,000 (0.1429%)
		Total	11,964,221,104 (99.8244%)	20,473,800 (0.1708%)	568,100 (0.0048%)
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		Types of Shareholders	Total number of votes (%)		
			For	Against	Abstain
6.	To consider and approve the proposal in relation to the plan of guarantees to be provided by the Company for the year 2020.	Holders of A Shares	11,550,595,699 (99.6790%)	37,191,010 (0.3210%)	1,200 (0.0000%)
		Holders of H Shares	222,302,645 (55.9287%)	175,172,450 (44.0713%)	0 (0.0000%)
		Total	11,772,898,344 (98.2281%)	212,363,460 (1.7719%)	1,200 (0.0000%)
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		Types of Shareholders	Total number of votes (%)		
			For	Against	Abstain
7.	To consider and approve the proposal in relation to the grant of general mandate to the Board of Directors to issue shares.	Holders of A Shares	11,497,201,535 (99.2183%)	90,585,274 (0.7817%)	1,100 (0.0000%)
		Holders of H Shares	111,055,015 (27.9401%)	285,852,080 (71.9170%)	568,000 (0.1429%)
		Total	11,608,256,550 (96.8544%)	376,437,354 (3.1408%)	569,100 (0.0048%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.					
8.	To consider and approve the proposal in relation to the amendments to the Articles of Association and the Rules of Procedure for General Meetings.	Holders of A Shares	11,562,701,970 (99.7835%)	25,084,839 (0.2165%)	1,100 (0.0000%)
		Holders of H Shares	339,658,241 (85.4540%)	57,816,854 (14.5460%)	0 (0.0000%)
		Total	11,902,360,211 (99.3083%)	82,901,693 (0.6917%)	1,100 (0.0000%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.					

Supplemental Ordinary Resolution		Types of Shareholders	Total number of votes (%)		
			For	Against	Abstain
9.	To consider and approve the proposal in relation to the appointment of WUYIGE Certified Public Accountants LLP as the auditor and the internal control auditor of the Company for the year 2020, and to authorize the Board to determine their remunerations.	Holders of A Shares	11,587,669,409 (99.9990%)	19,700 (0.0002%)	98,800 (0.0008%)
		Holders of H Shares	396,907,095 (99.8571%)	0 (0.0000%)	568,000 (0.1429%)
		Total	11,984,576,504 (99.9943%)	19,700 (0.0002%)	666,800 (0.0055%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.					

Pursuant to the relevant laws and regulations of the PRC, the Company announces the poll results of holders of A Shares who individually or collectively hold less than 5% of the total issued Shares of the Company in respect of the resolutions No.4, No.5, No.6 and No.9 proposed at the AGM as follows:

Ordinary Resolutions		Total number of votes (%)		
		For	Against	Abstain
4.	To consider and approve the proposal in relation to the profit distribution plan of the Company for the year 2019.	168,973,809 (99.9416%)	98,700 (0.0584%)	100 (0.0000%)
5.	To consider and approve the proposal in relation to the emoluments of Directors and Supervisors of the Company for the year 2019.	167,891,209 (99.3012%)	1,181,300 (0.6987%)	100 (0.0001%)
6.	To consider and approve the proposal in relation to the plan of guarantees to be provided by the Company for the year 2020.	131,880,399 (78.0022%)	37,191,010 (21.9971%)	1,200 (0.0007%)
Supplemental Ordinary Resolution		Total number of votes (%)		
		For	Against	Abstain
9.	To consider and approve the proposal in relation to the appointment of WUYIGE Certified Public Accountants LLP as the auditor and the internal control auditor of the Company for the year 2020, and to authorize the Board to determine their remunerations.	168,954,109 (99.9299%)	19,700 (0.0117%)	98,800 (0.0584%)

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 Jia Yuan Law Offices, Beijing, 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 possessed valid qualifications; 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.\***  
**Zeng Gang**  
*Joint Company Secretary*

Beijing, the PRC  
29 June 2020

*As at the date of this announcement, the Board of the Company comprises two executive Directors: Mr. Guo Wenqing and Mr. Zhang Zhaoxiang; four independent non-executive Directors: Mr. Zhou Jichang, Mr. Yu Hailong, Mr. Ren Xudong and Mr. Ng, Kar Ling Johnny; and one non-executive Director: Mr. Lin Jinzhen.*

\* *For identification purpose only*