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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 2021 ANNUAL GENERAL MEETING HELD ON 30 JUNE 2022**

The board of directors (the “**Board**”) of Metallurgical Corporation of China Ltd.\* (the “**Company**”) is pleased to announce that the 2021 annual general meeting (the “**AGM**”) of the Company was held at 10:00 a.m. on Thursday, 30 June 2022 at MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the People’s Republic of China (the “**PRC**”).

Reference is made to the notice and the circular dated 31 May 2022, and the supplemental notice and supplemental circular of the AGM of the Company dated 14 June 2022. 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 Mr. Chen Jianguang, the chairman of the Company. Mr. Chen Jianguang and Mr. Liu Li, being Directors, attended the AGM, and the attendance rate of Directors was 28.57%.

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. In view of China Minmetals' interests in the transactions under the Framework Agreement, the Financial Services Agreement and the New Framework Agreement, CMGC, an associate of China Minmetals and which held 10,190,955,300 A Shares as at the date of the AGM (representing approximately 49.18% of the total issued share capital of the Company as at the date of the AGM), shall abstain from voting on the consideration and approval of resolutions No.7 and No.8. Save as CMGC, no Shareholders were subject to any voting restrictions 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 12,188,536,813 Shares, representing 58.8147% 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	201
including: number of holders of A Shares	200
number of holders of H Shares	1
Total number of Shares with voting rights held by the attending Shareholders	12,188,536,813
including: total number of Shares held by holders of A Shares	11,766,130,423
total number of Shares held by holders of H Shares	422,406,390
Percentage of Shares with voting rights held by the attending Shareholders against the total number of Shares of the Company with voting rights (%)	58.8147
including: percentage of Shares held by holders of A Shares against the total number of Shares (%)	56.7764
percentage of Shares held by holders of H Shares against the total number of Shares (%)	2.0383

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 2021”.	Holder of A Shares	11,733,449,963 (99.7222%)	32,597,360 (0.2770%)	83,100 (0.0008%)
		Holder of H Shares	398,083,253 (94.2418%)	21,103,525 (4.9960%)	3,219,612 (0.7622%)
		Total	12,131,533,216 (99.5323%)	53,700,885 (0.4406%)	3,302,712 (0.0271%)
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 in relation to the “Work Report of the Supervisory Committee of MCC for the Year 2021”.	Holder of A Shares	11,742,498,663 (99.7992%)	23,548,760 (0.2001%)	83,000 (0.0007%)
		Holder of H Shares	405,283,691 (95.9464%)	13,903,087 (3.2914%)	3,219,612 (0.7622%)
		Total	12,147,782,354 (99.6656%)	37,451,847 (0.3073%)	3,302,612 (0.0271%)
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 2021 (as set out in the 2021 annual report of the Company).	Holder of A Shares	11,742,468,163 (99.7989%)	23,579,160 (0.2004%)	83,100 (0.0007%)
		Holder of H Shares	405,283,691 (95.9464%)	13,903,087 (3.2914%)	3,219,612 (0.7622%)
		Total	12,147,751,854 (99.6654%)	37,482,247 (0.3075%)	3,302,712 (0.0271%)
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
4.	To consider and approve the proposal in relation to the profit distribution plan of the Company for the year 2021.	Holder of A Shares	11,751,906,563 (99.8791%)	14,140,760 (0.1202%)	83,100 (0.0007%)
		Holder of H Shares	421,747,390 (99.8440%)	531,000 (0.1257%)	128,000 (0.0303%)
		Total	12,173,653,953 (99.8779%)	14,671,760 (0.1204%)	211,100 (0.0017%)
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 separately announce the details of the arrangements regarding the distribution of the 2021 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 2021.	Holder of A Shares	11,748,387,263 (99.8492%)	17,660,060 (0.1501%)	83,100 (0.0007%)
		Holder of H Shares	421,747,390 (99.8440%)	531,000 (0.1257%)	128,000 (0.0303%)
		Total	12,170,134,653 (99.8490%)	18,191,060 (0.1492%)	211,100 (0.0018%)
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 in relation to the plan of guarantees to be provided by the Company for the year 2022.	Holder of A Shares	11,556,971,640 (98.2224%)	209,075,483 (1.7769%)	83,300 (0.0007%)
		Holder of H Shares	97,461,129 (23.0728%)	324,817,261 (76.8969%)	128,000 (0.0303%)
		Total	11,654,432,769 (95.6180%)	533,892,744 (4.3803%)	211,300 (0.0017%)
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	
7.	To consider and approve the proposal in relation to the credit extension services and deposit services transactions under the Financial Services Agreement entered into between the Company and Minmetals Finance Company and the annual caps for the three years ending 31 December 2024 of such transactions.	Holder of A Shares	1,394,428,436 (88.5253%)	180,663,587 (11.4694%)	83,100 (0.0053%)	
		Holder of H Shares	147,305,694 (34.8730%)	274,972,696 (65.0967%)	128,000 (0.0303%)	
		Total	1,541,734,130 (77.1800%)	455,636,283 (22.8094%)	211,100 (0.0106%)	
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 Company's revision and setting of the annual caps for the routine connected transactions/continuing connected transactions for the years of 2022 and 2023					
	(i) To consider and approve the proposal in relation to the revision of annual caps for 2022 for transactions under the Framework Agreement.	Holder of A Shares	1,560,896,763 (99.0935%)	14,195,260 (0.9012%)	83,100 (0.0053%)	
		Holder of H Shares	421,747,390 (99.8440%)	531,000 (0.1257%)	128,000 (0.0303%)	
		Total	1,982,644,153 (99.2522%)	14,726,260 (0.7372%)	211,100 (0.0106%)	
	(ii) To consider and approve the proposal in relation to the entering into of the New Framework Agreement between the Company and China Minmetals and annual caps for 2023.	Holder of A Shares	1,560,894,363 (99.0934%)	14,197,660 (0.9013%)	83,100 (0.0053%)	
		Holder of H Shares	421,747,390 (99.8440%)	531,000 (0.1257%)	128,000 (0.0303%)	
		Total	1,982,641,753 (99.2521%)	14,728,660 (0.7373%)	211,100 (0.0106%)	
	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
9.	To consider and approve the proposal in relation to the plan of registration and issuance of domestic bond of the Company for the year 2022.	Holders of A Shares	11,751,916,563 (99.8792%)	14,130,560 (0.1201%)	83,300 (0.0007%)
		Holders of H Shares	421,747,390 (99.8440%)	531,000 (0.1257%)	128,000 (0.0303%)
		Total	12,173,663,953 (99.8780%)	14,661,560 (0.1203%)	211,300 (0.0017%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.					
10.	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	11,492,891,274 (97.6777%)	273,156,149 (2.3215%)	83,000 (0.0008%)
		Holders of H Shares	131,791,139 (31.2001%)	289,387,251 (68.5092%)	1,228,000 (0.2907%)
		Total	11,624,682,413 (95.3739%)	562,543,400 (4.6153%)	1,311,000 (0.0108%)
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
11.	To consider and approve the proposal in relation to the appointment of the auditor and internal control auditor for the year 2022.	Holders of A Shares	11,734,308,627 (99.7295%)	14,054,260 (0.1194%)	17,767,536 (0.1511%)
		Holders of H Shares	421,747,390 (99.8440%)	531,000 (0.1257%)	128,000 (0.0303%)
		Total	12,156,056,017 (99.7335%)	14,585,260 (0.1197%)	17,895,536 (0.1468%)
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, No.7, No.8 and No.11 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 2021.	333,191,263 (95.9058%)	14,140,760 (4.0703%)	83,100 (0.0239%)
5.	To consider and approve the proposal in relation to the emoluments of Directors and Supervisors of the Company for the year 2021.	329,671,963 (94.8928%)	17,660,060 (5.0833%)	83,100 (0.0239%)
6.	To consider and approve the proposal in relation to the plan of guarantees to be provided by the Company for the year 2022.	138,256,340 (39.7957%)	209,075,483 (60.1803%)	83,300 (0.0240%)
7.	To consider and approve the proposal in relation to the credit extension services and deposit services transactions under the Financial Services Agreement entered into between the Company and Minmetals Finance Company and the annual caps for the three years ending 31 December 2024 of such transactions.	166,668,436 (47.9739%)	180,663,587 (52.0022%)	83,100 (0.0239%)
8.	(i) To consider and approve the proposal in relation to the revision of annual caps for 2022 for transactions under the Framework Agreement.	333,136,763 (95.8901%)	14,195,260 (4.0860%)	83,100 (0.0239%)
	(ii) To consider and approve the proposal in relation to the entering into of the New Framework Agreement between the Company and China Minmetals and annual caps for 2023.	333,134,363 (95.8894%)	14,197,660 (4.0867%)	83,100 (0.0239%)
11.	To consider and approve the proposal in relation to the appointment of the auditor and internal control auditor for the year 2022.	315,593,327 (90.8404%)	14,054,260 (4.0454%)	17,767,536 (5.1142%)

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  
30 June 2022

*As at the date of this announcement, the Board of the Company comprises executive Directors: Mr. Chen Jianguang and Mr. Zhang Mengxing; non-executive Directors: Mr. Lang Jia and Mr. Yan Aizhong (employee representative Director); and independent non-executive Directors: Mr. Zhou Jichang, Mr. Liu Li and Mr. Ng, Kar Ling Johnny.*

\* *For identification purpose only*