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**洛陽欒川鉬業集團股份有限公司**

**China Molybdenum Co., Ltd.\***

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

(Stock Code: 03993)

**POLL RESULTS  
OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 17 AUGUST 2012 AT 9:00 A.M.**

**RETIREMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTORS**

**AND**

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTORS**

References are made to the notice of the Extraordinary General Meeting of China Molybdenum Co., Ltd.\* (the “**Company**”) dated 30 June 2012 (the “**EGM Notice**”) and the circular of the Company dated 25 July 2012 (the “**Circular**”) containing details of the resolutions tabled before the Extraordinary General Meeting of the Company (the “**EGM**”) for shareholders’ approval. Unless otherwise stated, terms used herein shall have the same meanings as those defined in the EGM Notice and the Circular.

The board of directors (the “**Board of Directors**”) of the Company is pleased to announce that the EGM was held at 9:00 a.m. on Friday, 17 August 2012 at Mudu-Lee Royal International Hotel at No. 239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the People’s Republic of China (the “**PRC**”).

## **I. POLL RESULTS OF THE EGM**

The number of issued shares of the Company as at the date of the EGM was 4,876,170,525 shares, being the total number of shares entitling the holders to attend and vote for or against any of the resolutions proposed at the EGM. There were no shares of the Company entitling the holders to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the EGM and none of the shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM.

Shareholders of the Company and authorised proxies holding an aggregate of 3,647,023,273 shares, representing approximately 74.793% of the total issued shares of the Company were present at the EGM.

The holding of the EGM was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association of the Company. The EGM was chaired by Mr. Duan Yuxian, the Chairman of the Board of Directors.

All the resolutions at the EGM were put to the vote by way of poll and were approved by the shareholders of the Company. The poll results of the resolutions at the EGM are as follows:

SPECIAL RESOLUTIONS		No. of votes (%)	
		For	Against
1.	To consider and approve the re-election of the following retiring directors (the “ <b>re-elected Directors</b> ”):		
	(a) Mr. Duan Yuxian as an executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s Annual General Meeting (“ <b>AGM</b> ”) to be held in 2015;	3,549,042,945 (97.31342)	97,980,328 (2.68658)
	(b) Mr. Li Chaochun as an executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s AGM to be held in 2015;	3,570,890,636 (97.91247)	76,132,637 (2.08753)
	(c) Mr. Wu Wenjun as an executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s AGM to be held in 2015;	3,645,693,547 (99.96354)	1,329,726 (0.03646)
	(d) Mr. Li Faben as an executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s AGM to be held in 2015;	3,645,693,547 (99.96354)	1,329,726 (0.03646)
	(e) Mr. Wang Qinxi as an executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s AGM to be held in 2015;	3,645,693,547 (99.96354)	1,329,726 (0.03646)

SPECIAL RESOLUTIONS		No. of votes (%)	
		For	Against
	(f) Mr. Zhang Yufeng as a non-executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's AGM to be held in 2015;	3,621,603,856 (99.30301)	25,419,417 (0.69699)
	(g) Mr. Shu Hedong as a non-executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's AGM to be held in 2015; and	3,643,500,547 (99.90341)	3,522,726 (0.09659)
	(h) To consider and approve the authorisation of the Board to fix the remuneration of each of the re-elected Directors of the Company.	3,647,023,273 (100)	—
2.	To consider and approve the re-election of the following retiring supervisors (the “ <b>re-elected Supervisors</b> ”):		
	(a) Mr. Yin Dongfang as a Supervisor of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's AGM to be held in 2015;	3,621,603,856 (99.30301)	25,419,417 (0.69699)
	(b) Mr. Zhang Zhenhao as a Supervisor of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's AGM to be held in 2015; and	3,644,830,273 (99.93987)	2,193,000 (0.06013)
	(c) To consider and approve the authorisation of the Board to fix the remuneration of each of the re-elected Supervisors of the Company.	3,647,023,273 (100)	—

SPECIAL RESOLUTIONS		No. of votes (%)	
		For	Against
3.	To consider and approve the election of the following independent non-executive directors (the “ <b>independent non-executive Directors</b> ”):		
	(a) Mr. Xu Shan as an independent non-executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s AGM to be held in 2015;	3,647,023,273 (100)	—
	(b) Mr. Bai Yanchun as an independent non-executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s AGM to be held in 2015;	3,647,023,273 (100)	—
	(c) Mr. Cheng Gordon as an independent non-executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s AGM to be held in 2015;	3,647,023,273 (100)	—
	(d) Mr. Xu Xu as an independent non-executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s AGM to be held in 2015; and	3,647,023,273 (100)	—
	(e) To consider and approve the authorisation of the Board to fix the remuneration of each of the independent non-executive Directors of the Company.	3,647,023,273 (100)	—

Messrs. Deloitte Touche Tohmatsu, the auditor of the Company, have acted as the scrutineers and compared the poll results summary to the poll forms collected and provided by the Company. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

## **II. RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

At the conclusion of the EGM, Mr. Zeng Shaojin, Mr. Gao Dezhu, Mr. Gu Desheng and Mr. Ng Ming Wah, Charles have retired as the independent non-executive Directors of the Company. Each of Mr. Zeng Shaojin, Mr. Gao Dezhu, Mr. Gu Desheng and Mr. Ng Ming Wah, Charles has confirmed that they have no disagreement with the Board and there is no other matter relating to their retirements that needs to be brought to the attention of the Shareholder nor the Stock Exchange.

Following their retirements, Mr. Zeng Shaojin has ceased to be members of Audit Committee, Nomination Committee and Strategic Committee; Mr. Gao Dezhu has ceased to be chairman of Remuneration Committee, vice chairman of Nomination Committee and member of Strategic Committee; Mr. Gu Desheng has ceased to be members of Remuneration Committee, Nomination Committee and Strategic Committee; and Mr. Ng Ming Wah, Charles has ceased to be chairman of Audit Committee, members of Nomination Committee and Strategic Committee.

The Company will convene a meeting of the Board on 17 August 2012 after the conclusion of the EGM as soon as practicable to appoint appropriate directors to be chairman, vice chairman or members (as the case may be) of the relevant Board committees so as to comply with the requirements of Rules 3.21, 3.25 and Code A.5.1 of Appendix 14 of the Listing Rules.

### III. APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Details of the four independent non-executive Directors appointed by the above special resolutions numbered 3(a), 3(b), 3(c) and 3(d) as approved by the Shareholders are set out as follows:-

**Mr. Bai Yanchun**, aged 45, is currently a member of All China Lawyers Association holding a practising solicitor certificate in PRC. Mr. Bai graduated from China University of Political Science and Law with a bachelor's degree of laws in 1988. He studied the postgraduate courses at the Center for Chinese and American Studies of Johns Hopkins University in the United States in 1992 and obtained a master's degree from the School of Law of Stanford University in the United States in 2003. From 1988 to 1992, he worked at the China Council for the Promotion of International Trade. In 1993, he participated in the founding of King & Wood Mallesons and has been engaging in professional legal services such as securities, mergers and acquisitions since then. Mr. Bai currently serves as an arbitrator of China International Economic and Trade Arbitration Commission. Mr. Bai was appointed as a member of the ninth session of Issuance Examination Committee of China Securities Regulatory Commission in 2008.

Save as disclosed above, Mr. Bai has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Mr. Bai does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. Bai does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("SFO").

Mr. Bai is appointed by the shareholders as an independent non-executive Director of the Company to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's AGM to be held in 2015. Mr. Bai is entitled to a director's remuneration of RMB200,000 per annum. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Bai as an independent non-executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Xu Shan**, aged 43, is a PRC certified public accountant and a PRC registered tax agent. Mr. Xu graduated from the Department of Computing and Systematic Science of Xiamen University in 1991 and obtained a doctor's degree in management (accounting) from Xiamen University in 2001. At present, he concurrently acts as the chairman of Xiamen Tianjian Consulting Firm\* (廈門天健諮詢公司) and an independent director of Solar Insurance Group Company Limited\* (陽光保險集團股份有限公司), Beijing Kalends Science & Technology Company Limited\* (北京昆侖萬維科技股份有限公司) and Ningxia EPPEN Biotech Co., Ltd.\* (寧夏伊品生物科技股份有限公司), a member of the Core Committee of Investment Banking Business of Cinda Securities (信達證券投資銀行業務內核委員會), a part-time professor of the MPAcc Program of Xiamen University and a consultant of the Private Banking Center of Xiamen Branch of China Construction Bank. Mr. Xu served as the manager of Xiamen Nongxin Accounting Firm\* (廈門農信會計師事務所) from June 1994 to August 1996, the manager of the Accounting Firm of Xiamen University\* (廈門大學會計師事務所) from September 1996 to December 1998 as well as a director and partner of Tianjian Zhengxin Accounting Firm\* (天健正信會計師事務所) from December 1998 to December 2011. He concurrently served as a special member of the ninth session of Issuance Examination Committee of China Securities Regulatory Commission from 2007 to 2008.

Save as disclosed above, Mr. Xu has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Mr. Xu does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. Xu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.



Mr. Xu is appointed by the shareholders as an independent non-executive Director of the Company to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's AGM to be held in 2015. Mr. Xu is entitled to a director's remuneration of RMB200,000 per annum. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Xu as an independent non-executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Cheng Gordon**, aged 37, graduated from the University of Sydney in Australia with a bachelor's degree in commerce in 1996 and a bachelor's degree in law in 1998. He is the president and managing partner of JCDecaux China Clean Energy Fund (德高中國清潔能源基金) and concurrently serves as a senior consultant for Global Climate Change Department in Deutsche Bank China (德意志銀行全球氣候變化部) and UNIDO (China) under the United Nations. From 2010 to 2011, Mr. Cheng had been the chief representative of China of the LaSalle Fund (領盛基金). Before 2010, he served as the chief financial controller and the chief investment officer of Sunshine 100 Real Estate Group ("Sunshine 100"). Before Mr. Cheng joined Sunshine 100, he served as the deputy executive president of Vimicro International Corporation (NASDAQ GM: VIMC) ("Vimicro"). Before joining Vimicro, he worked respectively at the investment department of J.P. Morgan and the investment banking department of Credit Suisse AG. Mr. Cheng has substantial experience in investing, financing as well as merger and acquisition projects.

Save as disclosed above, Mr. Cheng has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Mr. Cheng does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. Cheng does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Cheng is appointed by the shareholders as an independent non-executive Director of the Company to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's AGM to be held in 2015. Mr. Cheng is entitled to a director's remuneration of RMB200,000 per annum. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Cheng as an independent non-executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Xu Xu**, aged 60, graduated from the English department of the Advance Learning Institute for Civil Servants of State Economic and Trade Commission (國家經貿部幹部進修學院) in 1984. Mr. Xu acquired his MBA degree from the School of Management, University at Buffalo, the State University of New York in 2001 and doctoral degree in industrial economics from the School of Business in Renmin University of China in 2005. In April 1975, Mr. Xu joined the Ministry of Foreign Trade (國家對外貿易部) (subsequently renamed as the Ministry of Foreign Trade and Economic Cooperation (經貿部), the Department of Foreign Economic Relations (外經部), the Ministry of Commerce (商務部)) and served in various positions including third-class secretary, director, deputy director and special commissioner at Chinese embassies. From November 2008 to May 2012, Mr. Xu served as the president of China Chamber of Commerce of Metals Minerals & Chemicals Importers & Exporters. From 2004 to 2008, Mr. Xu served as a member of the Certification and Accreditation Administration of the PRC.

Save as disclosed above, Mr. Xu has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Mr. Xu does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. Xu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Xu is appointed by the shareholders as an independent non-executive Director of the Company to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's AGM to be held in 2015. Mr. Xu is entitled to a director's remuneration of RMB200,000 per annum. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Xu as an independent non-executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

By Order of the Board  
**China Molybdenum Co., Ltd. \***  
**Duan Yuxian**  
*Chairman*

Luoyang City, Henan Province, the PRC, 17 August 2012

*As at the date of this announcement, the Directors of the Company are:*

*Executive Directors*

Mr. Duan Yuxian, Mr. Li Chaochun, Mr. Wu Wenjun, Mr. Li Faben and Mr. Wang Qinxi

*Non-executive Directors*

Mr. Shu Hedong and Mr. Zhang Yufeng

*Independent Non-executive Directors*

Mr. Bai Yanchun, Mr. Xu Shan, Mr. Cheng Gordon and Mr. Xu Xu

\* *For identification purposes only*