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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 2017 FIRST EXTRAORDINARY GENERAL MEETING
HELD ON 14 APRIL 2017
AND
PAYMENT OF FINAL DIVIDEND**

Reference is made to the amended notice of the 2017 first extraordinary general meeting (the “**EGM**”) and the circular (the “**Initial Circular**”) of China Molybdenum Co., Ltd.* (the “**Company**”), both dated 29 March 2017, and the supplemental notice of the EGM and the supplemental circular (the “**Supplemental Circular**”) of the Company, both dated 30 March 2017, containing details of the resolutions tabled before the EGM for Shareholders’ approval. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Initial Circular and the Supplemental Circular.

The Board is pleased to announce that the EGM was held on Friday, 14 April 2017 at Mudu-Lee Royal International Hotel at No. 239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC.

I. ATTENDANCE OF THE EGM

The number of issued Shares of the Company as at the date of the EGM was 16,887,198,699 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. Online voting method was provided to A Shareholders at the EGM.

Shareholders and authorised proxies holding an aggregate of 10,880,300,556 Shares, representing approximately 64.4293% of the total issued Shares were present at the EGM. Among those Shareholders, A Shareholders and authorised proxies holding an aggregate of 10,369,688,761 A Shares, representing approximately 61.4056% of the total issued Shares were present at the EGM; H Shareholders and authorised proxies holding an aggregate of 510,611,795 H Shares, representing approximately 3.0237% of the total issued Shares were present at the EGM.

There were no Shares entitling the holders to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the EGM and none of the Shareholders has stated their intention in the Initial Circular and the Supplemental Circular to vote against or to abstain from voting on any of the resolutions 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. The EGM was chaired by Mr. Li Chaochun, the Chairman of the Board.

II. VOTING RESULTS OF THE EGM

All resolutions were considered and passed at the EGM by way of open ballot, and the voting results are as follows:

SPECIAL RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
1.	“To consider and approve the “Resolution in relation to the investment cooperation [#] with BHR and its shareholders or the shareholders of its shareholders at the Tenke Fungurume mining area”.”	10,880,300,556 (100%)	–	–

SPECIAL RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
2.	“To consider and approve the “Resolution in relation to seeking a mandate from the Shareholders to authorise the Board with full discretion to deal with the investment cooperation# between the Company, BHR and its shareholders or the shareholders of its shareholders at the Tenke Fungurume mining area”.”	10,880,300,556 (100%)	–	–
ORDINARY RESOLUTION				
3.	“To consider and approve the “Resolution in relation to the purchase of liability insurance for Directors, supervisors and senior management”.”	10,879,821,556 (99.99979%)	7,500 (0.00007%)	15,500 (0.00014%)
SPECIAL RESOLUTION				
4.	“To consider and approve the “Resolution in relation to introducing new shareholders to BHR Newwood Investment Management Limited for the investment cooperation# in the Tenke Fungurume mining area”.”	10,878,778,056 (99.99996%)	–	4,500 (0.00004%)
ORDINARY RESOLUTION				
5.	“To consider and approve the “Resolution in relation to “Profit distribution plan for the year 2016” of the Company”.”	10,878,778,056 (99.99996%)	4,500 (0.00004%)	–

(investment cooperation means the Cooperation Arrangement, the acceptance and exercise of the Call Option together with the provision of assistance in securing the Syndicated Loans (including a guarantee), the grant of the Put Option together with the provision of assistance in securing the Syndicated Loans (including a guarantee) together with the transactions contemplated thereunder as stipulated and defined in the Initial Circular. Shareholders are advised to refer to the section headed “Letter from the Board” of the Initial Circular for further information.)

Two representatives from the Shareholders, a representative from Llinks Law Offices, a representative from Deloitte Touche Tohmatsu Certified Public Accountants LLP and Ms. Kou Youmin, a supervisor of the Company, were appointed as the joint scrutineers for the vote-taking and vote-calculating at the EGM.

Deloitte Touche Tohmatsu Certified Public Accountants LLP, the auditors of the Company, acted as the joint scrutineers and compared the poll results summary to the poll forms collected and provided by the Company. The work performed by Deloitte Touche Tohmatsu Certified Public Accountants LLP in this respect did not constitute an assurance engagement in accordance with China Standards on Auditing (中國註冊會計師審計準則), China Standards on Review Engagements (中國註冊會計師審閱準則) or China Standards on Other Assurance Engagements (中國註冊會計師其他鑒證業務準則) nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

III. ATTESTATION BY LAWYERS

The EGM was attested by Llinks Law Offices, which issued a legal opinion, certifying that the convening and procedures of the EGM, the qualification of the attendees, the qualification of the convener, and the voting procedures and results were in compliance with the relevant PRC laws and regulations and the Articles of Association. The resolutions passed at the EGM were lawful and valid.

IV. PAYMENT OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2016

The Board wishes to inform the H Shareholders that the details of the payment of the Final Dividend are as follows:

The Company will pay a Final Dividend of RMB0.35 every 10 Shares (tax inclusive) for the year ended 31 December 2016 to H Shareholders whose names appeared on the register of members of H Shares (the “**H Shares Register of Members**”) of the Company on Tuesday, 2 May 2017 (the “**Reference Date**”). The actual amount of H Shares Final Dividend paid in Hong Kong dollars is calculated on the average of the mean exchange rate of the conversion of Renminbi against Hong Kong dollars as announced by the People’s Bank of China one calendar week preceding Friday, 14 April 2017, the date of the EGM at which the Final Dividend is declared, (i.e. RMB0.88651 against HK\$1.00), being a cash dividend of HK\$0.394807 every 10 H Shares (tax inclusive).

Tax

In accordance with the “Enterprise Income Tax Law of the People’s Republic of China” (《中華人民共和國企業所得稅法》) and the “Rules for the Implementation of Enterprise Income Tax Law of the People’s Republic of China” (《中華人民共和國企業所得稅法實施條例》), both implemented on 1 January 2008 and the “Notice on Issues in Relation to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Enterprises to Overseas Non-resident Enterprise Holders of H Shares” (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) promulgated on 6 November 2008, the Company is obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise Shareholders at a tax rate of 10%, when the Company distributes annual dividend to non-resident enterprise Shareholders whose names appear on the H Shares Register of Members on the Reference Date. As such, any H Shares registered in the name of non-individual Shareholder, including shares registered in the name of HKSCC Nominees Limited, and other nominees, trustees, or other organizations and group, shall be deemed to be H Shares held by non-resident enterprise Shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon. Non-resident enterprise Shareholders may wish to apply for a tax refund (if any) in accordance with the relevant requirements, such as tax agreements (arrangements), upon receipt of any dividends.

In accordance with the “Notice on Certain Issues Concerning the Policies of Individual Income Tax” (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)) promulgated by the PRC Ministry of Finance and the State Administration of Taxation on 13 May 1994, overseas individuals are, as an interim measure, exempted from the PRC individual income tax for dividends or bonuses received from foreign-invested enterprises. Furthermore, following consultations between the Company and the competent tax authority, it is confirmed that it is applicable to the Company for the relevant requirements under the “Notice on Certain Issues Concerning the Policies of Individual Income Tax” (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)), the Company will not be required to withhold and pay any individual income tax on behalf of individual Shareholders when the Company distributes the Final Dividend to individual Shareholders whose names appear on the H Shares Register of Members.

Pursuant to the “Notice on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shanghai Stock Market and the Hong Kong Stock Market” (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) promulgated on 17 November 2014:

- For mainland individual investors who invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect, the Company will withhold individual income tax at the rate of 20% in the distribution of the Final Dividend. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Corporation Limited for tax credit relating to the withholding tax already paid abroad. For mainland securities investment funds that invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect, the Company will withhold individual income tax in the distribution of the Final Dividend pursuant to the foregoing provisions; and
- For mainland corporate investors that invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect, the Company will not withhold the income tax in the distribution of the Final Dividend and the mainland corporate investors shall file the tax returns on their own.

Pursuant to the “Notice on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shenzhen Stock Market and the Hong Kong Stock Market” (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)) promulgated on 5 November 2016:

- For mainland individual investors who invest in the H Shares of the Company via the Shenzhen-Hong Kong Stock Connect, the Company will withhold individual income tax at the rate of 20% in the distribution of the Final Dividend. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Corporation Limited for tax credit relating to the withholding tax already paid abroad. For mainland securities investment funds that invest in the H Shares of the Company via the Shenzhen-Hong Kong Stock Connect, the Company will withhold individual income tax in the distribution of the Final Dividend pursuant to the foregoing provisions; and
- For mainland corporate investors that invest in the H Shares of the Company via the Shenzhen-Hong Kong Stock Connect, the Company will not withhold the income tax in the distribution of the Final Dividend and the mainland corporate investors shall file the tax returns on their own.

H Shareholders are recommended to consult their tax advisors regarding the relevant tax laws and regulations in the PRC, Hong Kong and other countries on the dividend payment by the Company and on the taxation implications of holding and dealing in the H Shares of the Company.

In order to determine the list of H Shareholders who are entitled to receive the Final Dividend, the H Shares Register of Members will be closed from Thursday, 27 April 2017 to Tuesday, 2 May 2017 (both days inclusive), during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Shares Register of Members as at the Reference Date (i.e. Tuesday, 2 May 2017) will be entitled to receive the Final Dividend. In order to determine the entitlement for receiving the Final Dividend, H Shareholders whose H Shares are not registered in their names should complete and lodge their respective instruments of transfer with the relevant H Share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Wednesday, 26 April 2017.

The Company will appoint a receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent the Final Dividend declared for payment to holders of H Shares. The Final Dividend will be paid by the Receiving Agent on Wednesday, 24 May 2017. The cheques will be dispatched to H Shareholders by ordinary post at their own risk.

An announcement regarding the details of payment of Final Dividend to A Shareholders and relevant matters will be published on the website of the Shanghai Stock Exchange (www.sse.com.cn).

By Order of the Board
China Molybdenum Co., Ltd.*
Li Chaochun
Chairman

Luoyang City, Henan Province, PRC, 14 April 2017

As at the date of this announcement, the Company's executive directors are Messrs. Li Chaochun and Li Faben; the non-executive directors are Messrs. Ma Hui, Yuan Honglin and Cheng Yunlei; and the independent non-executive directors are Messrs. Bai Yanchun, Xu Shan and Cheng Gordon.

* For identification purposes only