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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 2018 ANNUAL GENERAL MEETING,
THE 2019 SECOND CLASS MEETING OF HOLDERS OF A SHARES
AND
THE 2019 SECOND CLASS MEETING OF HOLDERS OF H SHARES
HELD ON 14 JUNE 2019
AND
PAYMENT OF FINAL DIVIDEND**

References are made to the notice of the annual general meeting (the “AGM”), the notice of the 2019 Second Class Meeting of Holders of A Shares (the “A Shareholders’ Class Meeting”) and the notice of the 2019 Second Class Meeting of H Shareholders (the “H Shareholders’ Class Meeting”) and the circular (the “Original Circular”) all dated 27 April 2019, and the supplemental notice and the supplemental circular (the “Supplemental Circular”) of the AGM both dated 20 May 2019 of China Molybdenum Co., Ltd.* (the “Company”), containing details of the resolutions tabled before the AGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting (collectively the “Meetings”) for Shareholders’ approval. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Original Circular and the Supplemental Circular.

The Board is pleased to announce that the Meetings were held on Friday, 14 June 2019 at the International Conference Room of Mudu-Lee Royal International Hotel at No. 239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC.

I. ATTENDANCE OF THE MEETINGS

(1) Attendance of the AGM

The number of issued Shares of the Company as at the date of the AGM was 21,599,240,583 Shares, being the total number of Shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. Online voting method was provided to A Shareholders at the AGM.

Shareholders and authorised proxies holding an aggregate of 12,633,162,860 Shares, representing approximately 58.49% of the total issued Shares were present at the AGM. Among those Shareholders, A Shareholders and authorised proxies holding an aggregate of 11,503,031,595 A Shares, representing approximately 53.26% of the total issued Shares were present at the AGM; H Shareholders and authorised proxies holding an aggregate of 1,130,131,265 H Shares, representing approximately 5.23% of the total issued Shares were present at the AGM.

(2) Attendance of the A Shareholders' Class Meeting

The number of issued A Shares of the Company as at the date of the A Shareholders' Class Meeting was 17,665,772,583 Shares, being the total number of A Shares entitling the A Shareholders to attend and vote for or against any of the resolution proposed at the A Shareholders' Class Meeting. Online voting method was provided to A Shareholders at the A Shareholders' Class Meeting.

A Shareholders and authorised proxies holding an aggregate of 11,503,031,595 A Shares, representing approximately 65.11% of the total issued A Shares were present at the A Shareholders' Class Meeting.

(3) Attendance of the H Shareholders' Class Meeting

The number of issued H Shares of the Company as at the date of the H Shareholders' Class Meeting was 3,933,468,000 Shares, being the total number of H Shares entitling the H Shareholders to attend and vote for or against any of the resolution proposed at the H Shareholders' Class Meeting.

H Shareholders and authorised proxies holding an aggregate of 1,122,979,356 H Shares, representing approximately 28.55% of the total issued H Shares were present at the H Shareholders' Class Meeting.

There were no Shares entitling the holders to attend and abstain from voting in favour at the AGM and the H Shareholders' Class Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules.

As disclosed in the Supplemental Circular, LMG, a substantial shareholder of the Company, has material interests in the proposed resolution for provision of Financing Guarantee to a joint venture (i.e. special resolution No. 24) and is required to abstain from voting on the relevant resolution at the AGM, and has abstained from voting. As of the date of the AGM, LMG held 5,329,780,425 A Shares, representing approximately 24.68% of the total issued Shares of the Company. Save for the above, no Shareholder was required under the Hong Kong Listing Rules to abstain from voting on any of the resolutions at the AGM and the H Shareholders' Class Meeting and none of the Shareholders has stated their intention in the Original Circular and the Supplemental Circular to vote against or to abstain from voting on any of the resolutions at the AGM and the H Shareholders' Class Meeting.

The holding of the Meetings was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association. The Meetings were chaired by Mr. Li Chaochun, the Chairman of the Board.

II. VOTING RESULTS OF THE MEETINGS

(1) Voting results of the AGM

All resolutions were considered and passed at the AGM by way of open ballot of one share for one vote, and the voting results are as follows:

ORDINARY RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
1.	“To receive and consider the proposal in respect of the financial report and financial statements of China Molybdenum Co., Ltd.* for the year 2018.”	12,625,066,830 (99.93594)	77,300 (0.00061)	8,015,730 (0.06345)
2.	“To consider and approve the proposal in respect of the budget report of China Molybdenum Co., Ltd.* for the year 2019.”	12,626,583,260 (99.94794)	35,300 (0.00028)	6,541,300 (0.05178)
3.	“To consider and approve the profit distribution plan of China Molybdenum Co., Ltd.* for the year 2018.”	12,626,761,560 (99.94935)	35,300 (0.00028)	6,363,000 (0.05037)

ORDINARY RESOLUTIONS		For	Against	Abstain
4.	“To receive and consider the proposal in respect of the report of the Board of China Molybdenum Co., Ltd.* for the year 2018.”	12,625,066,830 (99.93594)	77,300 (0.00061)	8,015,730 (0.06345)
5.	“To receive and consider the proposal in respect of the report of the supervisory committee of China Molybdenum Co., Ltd.* for the year 2018.”	12,625,066,830 (99.93594)	77,300 (0.00061)	8,015,730 (0.06345)
6.	“To receive and consider the proposal in respect of the annual report of China Molybdenum Co., Ltd.* for the year 2018.”	12,625,066,830 (99.93594)	77,300 (0.00061)	8,015,730 (0.06345)
7.	“To consider and approve the proposal in respect of the re-appointment of the external auditors for the year 2019.”	12,622,639,366 (99.91672)	3,979,194 (0.03150)	6,541,300 (0.05178)
8.	“To consider and approve the proposal in respect of the purchase of structured deposit with internal idle fund.”	12,626,480,260 (99.94713)	298,400 (0.00235)	6,381,200 (0.05052)
9.	“To consider and approve the proposal in respect of the purchase of wealth management or entrusted wealth management products with internal idle fund.”	12,616,499,560 (99.86812)	10,279,100 (0.08136)	6,381,200 (0.05052)
SPECIAL RESOLUTION		For	Against	Abstain
10.	“To consider and approve the proposal in respect of the provision of financial guarantee to direct or indirect wholly-owned subsidiaries.”	12,277,612,972 (97.18561)	349,164,188 (2.76386)	6,382,700 (0.05053)
ORDINARY RESOLUTION		For	Against	Abstain
11.	“To consider and approve the proposal in respect of the authorization to the Board to deal with the distribution of interim dividend and quarterly dividend for the year 2019.”	12,626,557,260 (99.94794)	35,300 (0.00028)	6,541,300 (0.05178)

SPECIAL RESOLUTIONS		For	Against	Abstain
12.	“To consider and approve the proposal in respect of seeking authorization from shareholders’ meeting of the Company of the granting of a general mandate to the board of directors of the Company for issue of A Shares and/or H shares of the Company.”	11,951,204,036 (94.60205)	675,548,624 (5.34744)	6,381,200 (0.05051)
13.	“To consider and approve the proposal in respect of granting of a general mandate to the board of directors of the Company to repurchase H Shares.”	12,626,467,360 (99.94723)	135,300 (0.00107)	6,531,200 (0.05170)
14.	“To consider and approve the ‘Resolution in relation to the Material Asset Acquisition of the Company Satisfying Conditions of Material Asset Reorganization of Listed Companies’.”	12,626,457,260 (99.94715)	135,300 (0.00107)	6,541,300 (0.05178)
15.	“To consider and approve the ‘Resolution in relation to the Plan of Material Asset Acquisition of the Company’.”	12,626,457,260 (99.94715)	135,300 (0.00107)	6,541,300 (0.05178)
16.	“To consider and approve the ‘Resolution in relation to the Material Asset Acquisition of the Company not Constituting a Related Party Transaction’.”	12,626,454,260 (99.94713)	138,300 (0.00109)	6,541,300 (0.05178)
17.	“To consider and approve the ‘Resolution in relation to the Material Asset Acquisition of the Company not Constituting a Reverse Takeover as Stipulated in Article 13 of the Administrative Measures for Material Asset Reorganization of Listed Companies’.”	12,626,454,260 (99.94713)	138,300 (0.00109)	6,541,300 (0.05178)
18.	“To consider and approve the ‘Resolution in relation to the Material Asset Acquisition of the Company Satisfying the Requirements under Article 4 of the Regulations Concerning the Standardization of Certain Issues of Material Asset Reorganization of Listed Companies’.”	12,626,457,260 (99.94715)	135,300 (0.00107)	6,541,300 (0.05178)

SPECIAL RESOLUTIONS		For	Against	Abstain
19.	“To consider and approve the ‘Resolution in relation to the Explanation of Whether the Fluctuation in Share Price as a Result of the Material Asset Acquisition of the Company Reached the Relevant Standards under Article 5 of the Notice Concerning the Standardization of Information Disclosure of Listed Companies and Behaviour of Each Relevant Party (Zheng Jian Gong Si Zi [2007] No. 128)’.”	12,626,457,260 (99.94715)	135,300 (0.00107)	6,541,300 (0.05178)
20.	“To consider and approve the ‘Resolution in relation to the Material Asset Acquisition Report (Draft) of China Molybdenum Co., Ltd.*’ and its summary.”	12,626,554,260 (99.94792)	38,300 (0.00030)	6,541,300 (0.05178)
21.	“To consider and approve the ‘Resolution in relation to Effect on Major Financial Indicators from the Dilution of Current Returns as a Result of the Material Asset Acquisition and its Remedial Measures’.”	12,626,554,260 (99.94792)	38,300 (0.00030)	6,541,300 (0.05178)
22.	“To consider and approve the ‘Resolution in relation to the Proposed Authorization to the Board at the General Meeting to Handle All Matters Relating to the Material Asset Acquisition’.”	12,626,554,260 (99.94792)	38,300 (0.00030)	6,541,300 (0.05178)
23.	“To consider and approve the ‘Resolution in relation to the Shareholders’ Return Plan of the Company for the Next Three Years (Year 2019–2021)’.”	12,626,557,260 (99.94794)	33,300 (0.00026)	6,543,300 (0.05180)
24.	“To consider and approve the proposal relating to the proposed provision of financing guarantee with a total amount of not more than RMB800 million to a joint venture of the Company.”	6,947,804,247 (95.13170)	349,004,388 (4.77869)	6,544,800 (0.08961)

(2) Voting results of the A Shareholders' Class Meeting

The resolution at the A Shareholders' Class Meeting was put to the vote by way of open ballot of one share for one vote and was approved by the A Shareholders. The poll results of the resolution at the A Shareholders' Class Meeting are as follows:

SPECIAL RESOLUTION		No. of votes (%)		
		For	Against	Abstain
1.	"To consider and approve the granting of a general mandate to the Board of the Company to repurchase H Shares."	11,502,878,095 (99.99867)	135,300 (0.00118)	18,200 (0.00015)

(3) Voting results of the H Shareholders' Class Meeting

The resolution at the H Shareholders' Class Meeting was put to the vote by way of open ballot of one share for one vote and was approved by the H Shareholders. The poll results of the resolution at the H Shareholders' Class Meeting are as follows:

SPECIAL RESOLUTION		No. of votes (%)		
		For	Against	Abstain
1.	"To consider and approve the granting of a general mandate to the Board of the Company to repurchase H Shares."	1,122,829,356 (99.98664)	0 (0.00000)	150,000 (0.01336)

Two representatives from the Shareholders, a representative from Shanghai 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 aforesaid Meetings.

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 aforesaid Meetings was attested by Llinks Law Offices, which issued a legal opinion, certifying that the convening and procedures of the Meetings, 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 aforesaid Meetings were lawful and valid.

IV. PAYMENT OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2018

Reference is also made to the announcement of the Company dated 12 June 2019 in relation to the change of closure period of register of members of H Shares. 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 RMB0.11 per Share (tax inclusive) for the year ended 31 December 2018 to H Shareholders whose names appeared on the register of members of H Shares (the “**H Shares Register of Members**”) of the Company on Thursday, 27 June 2019 (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 June 2019, the date of the AGM at which the Final Dividend is declared, (i.e. RMB0.879697 against HK\$1.00), being a cash dividend of HK\$0.12504 per H Share (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, the competent tax authority of the Company confirmed that 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)) is applicable to the Company, 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 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 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.

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 Saturday, 22 June 2019 to Thursday, 27 June 2019 (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. Thursday, 27 June 2019) will be entitled to receive the Final Dividend. In order for the H Shareholders to qualify 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 Friday, 21 June 2019.

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 Monday, 15 July 2019. 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, the PRC, 14 June 2019

As at the date of this announcement, the Company's executive directors are Mr. Li Chaochun and Mr. Li Faben; the Company's non-executive directors are Mr. Guo Yimin, Mr. Yuan Honglin and Mr. Cheng Yunlei; and the Company's independent non-executive directors are Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua.

* *For identification purposes only*