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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 2019 ANNUAL GENERAL MEETING,  
THE 2020 FIRST CLASS MEETING OF HOLDERS OF A SHARES  
AND  
THE 2020 FIRST CLASS MEETING OF HOLDERS OF H SHARES  
HELD ON 12 JUNE 2020  
AND  
PAYMENT OF FINAL DIVIDEND**

References are made to the notice of the 2019 annual general meeting (the “**AGM**”), the notice of the 2020 First Class Meeting of Holders of A Shares (the “**A Shareholders’ Class Meeting**”) and the notice of the 2020 First Class Meeting of Holders of H Shares (the “**H Shareholders’ Class Meeting**”) of China Molybdenum Co., Ltd.\* (the “**Company**”), all dated 24 April 2020, and the circular (the “**Circular**”) of the Company dated 7 May 2020, 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 Circular.

The Board is pleased to announce that the Meetings were held on Friday, 12 June 2020 at 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 Shareholders 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 11,885,129,225 Shares, representing approximately 55.03% of the total issued Shares were present at the AGM. Among those Shareholders, A Shareholders and authorised proxies holding an aggregate of 10,478,165,597 A Shares, representing approximately 48.51% of the total issued Shares were present at the AGM; H Shareholders and authorised proxies holding an aggregate of 1,406,963,628 H Shares, representing approximately 6.51% 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 resolutions 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 10,478,165,597 A Shares, representing approximately 59.31% 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 resolutions proposed at the H Shareholders' Class Meeting.

H Shareholders and authorised proxies holding an aggregate of 1,406,975,628 H Shares, representing approximately 35.77% 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 of resolutions at the AGM and the H Shareholders' Class Meeting under Rule 13.40 of the Hong Kong Listing Rules.

As disclosed in the Circular, given that Luoyang Mining Group Co., Ltd. (洛陽礦業集團有限公司), a substantial shareholder of the Company holding 5,329,780,425 Shares of the Company which account for approximately 24.68% of the Company's total share capital, indirectly controls 45% interest in Fuchuan Mining, it shall abstain from voting on the special resolution (i.e. special resolution No. 11) at the AGM for consideration and approval for the extension of the provision of financing guarantee by the Company to its joint venture with an amount of not more than RMB800 million and has abstained from voting. 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 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. Guo Yimin, the Vice 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 on the Financial Report and Financial Statements of the Company for the Year 2019.”	11,872,954,225 (99.92995)	233,000 (0.00196)	8,090,000 (0.06809)
2.	“To consider and approve the Proposal on the Budget Report of the Company for the Year 2020.”	11,559,522,758 (97.26039)	318,983,167 (2.68388)	6,623,300 (0.05573)
3.	“To consider and approve the Profit Distribution Plan of the Company for the Year 2019.”	11,878,360,625 (99.94305)	280,300 (0.00236)	6,488,300 (0.05459)

<b>ORDINARY RESOLUTIONS</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
4.	“To receive and consider the Proposal on the Report of the Board of Directors of the Company for the Year 2019.”	11,860,165,425 (99.82231)	13,062,000 (0.10994)	8,049,800 (0.06775)
5.	“To receive and consider the Proposal on the Report of the Supervisory Committee of the Company for the Year 2019.”	11,860,165,425 (99.82231)	13,029,000 (0.10966)	8,082,800 (0.06803)
6.	“To receive and consider the Proposal on the Annual Report of the Company for the Year 2019.”	11,860,283,925 (99.82331)	12,943,500 (0.10894)	8,049,800 (0.06775)
7.	“To consider and approve the Proposal on the Appointment of the External Auditors for the Year 2020.”	11,853,607,232 (99.73478)	24,975,493 (0.21014)	6,546,500 (0.05508)
8.	“To consider and approve the Proposal on the Purchase of Structured Deposit with Internal Idle Fund.”	11,252,693,999 (94.67877)	315,289,953 (2.65281)	317,145,273 (2.66842)
9.	“To consider and approve the Proposal on the Purchase of Wealth Management or Entrusted Wealth Management Products with Internal Idle Fund.”	11,873,364,225 (99.90101)	5,291,700 (0.04452)	6,473,300 (0.05447)
<b>SPECIAL RESOLUTIONS</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
10.	“To consider and approve the Proposal on Provision of Guarantee to Wholly-owned Subsidiaries.”	11,813,633,402 (99.39844)	64,949,323 (0.54648)	6,546,500 (0.05508)
11.	“To consider and approve the Proposal on Extension for the Provision of Financing Guarantee to a Joint Venture of the Company with no more than RMB800 million.”	6,483,726,077 (98.90741)	65,149,423 (0.99384)	6,473,300 (0.09875)
12.	“To consider and approve the Proposal on Proposing to the Annual General Meeting to Approve and Authorize the Board of Directors (the “Board”) of the Company to Decide on the Issuance of Debt Financing Instruments.”	11,421,533,881 (96.09936)	456,939,044 (3.84463)	6,656,300 (0.05601)
<b>ORDINARY RESOLUTION</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
13.	“To consider and approve the Proposal on Forfeiture of Uncollected Dividend of H Shareholders for the Year 2012.”	11,878,243,725 (99.94206)	222,000 (0.00187)	6,663,500 (0.05607)
<b>SPECIAL RESOLUTIONS</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
14.	“To consider and approve the Proposal on Amendments to the Articles of Association.”	11,757,769,472 (98.92841)	120,996,753 (1.01805)	6,363,000 (0.05354)
15.	“To consider and approve the Proposal on Amendments to the Rules of Procedure for Shareholders’ General Meetings of the Company.”	11,760,831,937 (98.95418)	117,934,288 (0.99228)	6,363,000 (0.05354)

ORDINARY RESOLUTION		For	Against	Abstain
16.	“To consider and approve the Proposal on the Authorization to the Board to deal with the Distribution of Interim Dividend and Quarterly Dividend for the Year 2020.”	11,878,254,925 (99.94216)	251,000 (0.00211)	6,623,300 (0.05573)
SPECIAL RESOLUTIONS		For	Against	Abstain
17.	“To consider and approve the Proposal on Proposing to the Shareholders’ General Meeting to Grant a General Mandate to the Board for Additional Issuance of A Shares and/or H Shares of the Company.”	11,374,216,756 (95.70125)	504,399,469 (4.24395)	6,513,000 (0.05480)
18.	“To consider and approve the Proposal on the Grant of a General Mandate to the Board of the Company to Repurchase H Shares.”	11,873,561,225 (99.90267)	5,022,000 (0.04225)	6,546,000 (0.05508)

## (2) Voting results of the A Shareholders’ Class Meeting

The resolutions at the A Shareholders’ Class Meeting were put to the vote by way of open ballot of one share for one vote. The poll results of the resolutions at the A Shareholders’ Class Meeting are as follows:

SPECIAL RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
1.	“To consider and approve the Proposal on Amendments to the Articles of Association.”	10,446,444,698 (99.69727)	31,720,899 (0.30273)	0 (0.00000)
2.	“To consider and approve the Proposal on Amendments to the Rules of Procedure of the Shareholders’ General Meetings of the Company.”	10,446,807,162 (99.70073)	31,358,435 (0.29927)	0 (0.00000)
3.	“To consider and approve the Proposal on Proposing to the Shareholders’ General Meeting to Grant a General Mandate to the Board for Additional Issuance of A Shares and/or H Shares of the Company.”	10,423,248,652 (99.47589)	54,916,945 (0.52411)	0 (0.00000)
4.	“To consider and approve the Proposal on the Grant of a General Mandate to the Board of the Company to Repurchase H Shares.”	10,477,009,597 (99.98897)	1,123,000 (0.01072)	33,000 (0.00031)

## (3) Voting results of the H Shareholders’ Class Meeting

The resolutions at the H Shareholders’ Class Meeting were put to the vote by way of open ballot of one share for one vote. The poll results of the resolutions at the H Shareholders’ Class Meeting are as follows:

SPECIAL RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
1.	“To consider and approve the Proposal on Amendments to the Articles of Association.”	1,311,336,774 (93.20252)	89,275,854 (6.34523)	6,363,000 (0.45225)
2.	“To consider and approve the Proposal on Amendments to the Rules of Procedure of the Shareholders’ General Meetings of the Company.”	1,314,036,775 (93.39442)	86,575,853 (6.15333)	6,363,000 (0.45225)
3.	“To consider and approve the Proposal on Proposing to the Shareholders’ General Meeting to Grant a General Mandate to the Board for Additional Issuance of A Shares and/or H Shares of the Company.”	642,036,001 (45.63234)	449,482,524 (31.94672)	315,457,103 (22.42094)
4.	“To consider and approve the Proposal on the Grant of a General Mandate to the Board of the Company to Repurchase H Shares.”	1,396,563,628 (99.25997)	3,899,000 (0.27712)	6,513,000 (0.46291)

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 external auditor of the Company, acted as a joint scrutineer and compared the poll results summary to the voting papers 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 the China Standards on Auditing (中國註冊會計師審計準則), the China Standards on Review Engagements (中國註冊會計師審閱準則) or the 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 LAWYER

The aforesaid Meetings were attested by Shanghai 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 THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2019**

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

The Company will pay a Final Dividend of RMB0.043 per Share (tax inclusive) for the year ended 31 December 2019 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, 23 June 2020 (the “**Reference Date**”). The actual amount of H Shares Final Dividend paid in Hong Kong dollars is calculated based on the average of the central parity rate of Renminbi against Hong Kong dollar as announced by the People’s Bank of China one calendar week immediately preceding Friday, 12 June 2020, the date of the AGM at which the Final Dividend is declared, (i.e. RMB0.913184 against HK\$1.00), being a cash dividend of HK\$0.04709 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 Resident 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 H 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)) are applicable to the Company, and 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 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 Thursday, 18 June 2020 to Tuesday, 23 June 2020 (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, 23 June 2020) 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 together 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, 17 June 2020.

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 H Shareholders. The Final Dividend will be paid by the Receiving Agent on Friday, 10 July 2020. 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](http://www.sse.com.cn)).

By Order of the Board  
**China Molybdenum Co., Ltd.\***  
**Guo Yimin**  
*Vice Chairman*

Luoyang City, Henan Province, the PRC, 12 June 2020

*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*