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洛阳钼业
洛陽欒川鉬業集團股份有限公司
CMOC Group Limited*

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 03993)

**POLL RESULTS OF THE 2022 ANNUAL GENERAL MEETING
HELD ON 9 JUNE 2023
PAYMENT OF FINAL DIVIDEND
APPOINTMENT OF NON-EXECUTIVE DIRECTORS
APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR
AND
RESIGNATION OF NON-EXECUTIVE DIRECTORS, VICE CHAIRMAN OF
THE BOARD AND CHAIRPERSON OF THE SUPERVISORY COMMITTEE**

References are made to the notice of the 2022 annual general meeting (the “AGM”) dated 28 April 2023 and the circular dated 28 April 2023 (the “Circular”) of CMOC Group Limited* (the “Company”), containing details of the resolutions tabled at the AGM for Shareholders’ approval. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Circular.

The Board announces that the AGM was held on Friday, 9 June 2023 at Mudu-Lee Royal International Hotel, No. 239 Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC.

I. ATTENDANCE OF THE AGM

The number of issued Shares 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 12,870,879,394 Shares, representing approximately 59.60% of the total issued Shares were present at the AGM. Among those Shareholders, A Shareholders and authorised proxies holding an aggregate of 11,185,931,367 A Shares, representing approximately 51.80% of the total issued Shares were present at the AGM; H Shareholders and authorised proxies holding an aggregate of 1,684,948,027 H Shares, representing approximately 7.80% of the total issued Shares were present at the AGM.

There were no Shares entitling the holders to attend and abstain from voting in favour of resolutions at the AGM under Rule 13.40 of the Hong Kong Listing Rules.

No Shareholder was required under the Hong Kong Listing Rules to abstain from voting on any of the resolutions at the AGM 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.

The holding of the AGM was in compliance with the requirements of the Company Law and the provisions of the Articles of Association. The AGM was chaired by Mr. Yuan Honglin, the Chairman of the Board.

II. 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 Report of the Board of Directors of the Company for the Year 2022.”	12,841,214,994 (99.76953%)	18,159,900 (0.14109%)	11,504,500 (0.08938%)
2.	“To receive and consider the Proposal on the Report of the Supervisory Committee of the Company for the Year 2022.”	12,841,219,994 (99.76956%)	18,157,100 (0.14107%)	11,502,300 (0.08937%)
3.	“To receive and consider the Proposal on the Annual Report of the Company for the Year 2022.”	12,837,469,594 (99.74043%)	21,998,200 (0.17091%)	11,411,600 (0.08866%)
4.	“To receive and consider the Proposal on the Financial Report and Financial Statements of the Company for the Year 2022.”	12,803,499,194 (99.47649%)	55,872,900 (0.43410%)	11,507,300 (0.08941%)
5.	“To consider and approve the Profit Distribution Plan of the Company for the Year 2022.”	12,864,171,094 (99.94788%)	35,600 (0.00028%)	6,672,700 (0.05184%)
6.	“To consider and approve the Proposal on the Re-appointment of the External Auditors of the Company for the Year 2023.”	12,796,167,602 (99.41953%)	68,040,792 (0.52864%)	6,671,000 (0.05183%)
7.	“To consider and approve the Proposal on the Budget Report of the Company for the Year 2023.”	12,864,123,794 (99.94751%)	82,100 (0.00064%)	6,673,500 (0.05185%)
8.	“To consider and approve the Proposal on the Purchase of Structured Deposit with Internal Idle Fund.”	12,049,736,530 (93.62015%)	809,843,561 (6.29206%)	11,299,303 (0.08779%)
9.	“To consider and approve the Proposal on the Purchase of Wealth Management or Entrusted Wealth Management Products with Internal Idle Fund.”	12,511,126,586 (97.20491%)	353,087,608 (2.74330%)	6,665,200 (0.05179%)
SPECIAL RESOLUTIONS		For	Against	Abstain
10.	“To consider and approve the Proposal on the External Guarantee Arrangements for the Year 2023 of the Company.”	11,426,792,373 (88.78020%)	1,432,790,212 (11.13203%)	11,296,806 (0.08777%)
11.	“To consider and approve the Proposal on Authorization to the Board (the “Board”) of the Company to Decide on Issuance of Debt Financing Instruments.”	11,500,281,843 (89.35117%)	1,363,929,351 (10.59702%)	6,668,200 (0.05181%)

ORDINARY RESOLUTIONS		For	Against	Abstain
12.	“To consider and approve the Proposal on Purchase of Liability Insurance for Directors, Supervisors and Senior Management of the Company.”	12,787,674,391 (99.35354%)	67,074,400 (0.52113%)	16,130,603 (0.12533%)
13.	“To consider and approve the Proposal on the Formulation, Amendment and Improvement of the Internal Control Systems of the Company.”	11,499,631,543 (89.34612%)	1,364,579,651 (10.60207%)	6,668,200 (0.05181%)
14.	“To consider and approve the Proposal on Forfeiture of Uncollected Dividend of H Shareholders for the Year 2015.”	12,864,178,994 (99.94794%)	32,200 (0.00025%)	6,668,200 (0.05181%)
15.	“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 2023.”	12,864,113,294 (99.94743%)	95,900 (0.00075%)	6,670,200 (0.05182%)
SPECIAL RESOLUTIONS		For	Against	Abstain
16.	“To consider and approve the Proposal on the Grant of a General Mandate to the Board for Issuance of Additional A Shares and/or H Shares of the Company.”	11,546,346,279 (89.70908%)	1,317,396,915 (10.23548%)	7,136,200 (0.05544%)
17.	“To consider and approve the Proposal on the Grant of a General Mandate to the Board to Repurchase H Shares.”	12,851,940,671 (99.85286%)	11,799,723 (0.09168%)	7,139,000 (0.05546%)
18.	“To consider and approve the Proposal on the Provision of Financial Support to the Invested Subsidiaries.”	12,864,124,294 (99.94752%)	84,100 (0.00065%)	6,671,000 (0.05183%)
19.	“To consider and approve the proposed addition of Mr. Jiang Li as a non-executive director of the sixth session of the Board of the Company.”	12,736,561,649 (98.95643%)	127,644,644 (0.99172%)	6,673,101 (0.05185%)
20.	“To consider and approve the proposed addition of Mr. Lin Jiuxin as a non-executive director of the sixth session of the Board of the Company.”	12,736,561,649 (98.95642%)	127,644,644 (0.99173%)	6,673,101 (0.05185%)
21.	“To consider and approve the proposed addition of Mr. Zheng Shu as a non-employee representative supervisor of the sixth session of the Supervisory Committee of the Company.”	12,706,797,962 (98.72517%)	156,943,132 (1.21937%)	7,138,300 (0.05546%)

No Shares were actually voted but excluded in the calculation of the voting results of the resolutions.

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

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.

The executive Directors Mr. Sun Ruiwen and Mr. Li Chaochun; the non-executive Directors Mr. Yuan Honglin, Mr. Guo Yimin and Mr. Cheng Yunlei; and the independent non-executive Directors Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua attended the AGM either in person or by electronic means.

III. ATTESTATION BY LAWYER

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

IV. PAYMENT OF THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2022

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 RMB0.08508 per Share (tax inclusive) for the year ended 31 December 2022 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, 6 July 2023 (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, 9 June 2023, the date of the AGM at which the Final Dividend is declared, (i.e. RMB0.90678 against HK\$1.00), being a cash dividend of HK\$0.09383 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 groups, 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 Interconnected 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.

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 Monday, 3 July 2023 to Thursday, 6 July 2023 (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 on the Reference Date (i.e. Thursday, 6 July 2023) 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 Friday, 30 June 2023.

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 Thursday, 27 July 2023. 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).

V. APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Immediately following the passing of the above special resolutions numbered 19 and 20 by the Shareholders at the AGM, the Board is pleased to announce that Mr. Jiang Li and Mr. Lin Jiuxin have been appointed as non-executive Directors of the sixth session of the Board, the term of which shall commence from the date of conclusion of the AGM and expire at the end of the sixth session of the Board.

For biographical details of Mr. Jiang and Mr. Lin, and other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, please refer to the Circular and the announcement of the Company dated 28 April 2023.

The Board would like to welcome Mr. Jiang and Mr. Lin to join the Board.

VI. APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR

Immediately following the passing of the above special resolution numbered 21 by the Shareholders at the AGM, the Board is pleased to announce that Mr. Zheng Shu has been appointed as a non-employee representative supervisor of the sixth session of the Supervisory Committee, the term of which shall commence from the date of conclusion of the AGM and expire at the end of the sixth session of the Supervisory Committee.

For biographical details of Mr. Zheng, and other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, please refer to the Circular and the announcement of the Company dated 28 April 2023.

The Board would like to welcome Mr. Zheng to join the Supervisory Committee.

VII. RESIGNATION OF NON-EXECUTIVE DIRECTORS, VICE CHAIRMAN OF THE BOARD AND CHAIRPERSON OF THE SUPERVISORY COMMITTEE

As disclosed in the announcement of the Company dated 28 April 2023, immediately after the by-election of additional non-executive Directors and non-employee representative supervisor, Mr. Guo Yimin (“**Mr. Guo**”) resigned as a non-executive Director and the vice chairman of the Board, Mr. Cheng Yunlei (“**Mr. Cheng**”) resigned as a non-executive Director and Ms. Kou Youmin (“**Ms. Kou**”) resigned as the chairperson of the Supervisory Committee.

Mr. Guo and Mr. Cheng have confirmed that they have no disagreement with the Board and Ms. Kou has confirmed that she has no disagreement with the Supervisory Committee and the Board. There is no matter relating to their resignation that needs to be brought to the attention of the Shareholders, the creditors of the Company or Hong Kong Stock Exchange.

The Board would like to take this opportunity to express its appreciation to Mr. Guo, Mr. Cheng and Ms. Kou for their valuable efforts and contribution to the Company during their tenure of office.

By Order of the Board
CMOC Group Limited*
Yuan Honglin
Chairman

Luoyang City, Henan Province, the PRC, 9 June 2023

As at the date of this announcement, the executive Directors are Mr. Sun Ruiwen and Mr. Li Chaochun; the non-executive Directors are Mr. Yuan Honglin, Mr. Lin Jiuxin and Mr. Jiang Li; and the independent non-executive Directors are Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua.

* *For identification purposes only*