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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 2023 ANNUAL GENERAL MEETING
HELD ON 7 JUNE 2024
PAYMENT OF FINAL DIVIDEND
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
APPOINTMENT OF THE SEVENTH SESSION OF THE BOARD AND
THE SUPERVISORY COMMITTEE**

References are made to the notice of the 2023 annual general meeting (the “AGM”) dated 7 May 2024 and the circular dated 7 May 2024 (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, 7 June 2024 at Luoyang Mudu International Hotel at 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 13,317,911,075 Shares, representing approximately 61.67% of the total issued Shares were present at the AGM. Among those Shareholders, A Shareholders and authorised proxies holding an aggregate of 11,678,047,811 A Shares, representing approximately 54.08% of the total issued Shares were present at the AGM; H Shareholders and authorised proxies holding an aggregate of 1,639,863,264 H Shares, representing approximately 7.59% 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.

As disclosed in the Circular, as at the Latest Practicable Date, as LMG, a substantial shareholder of the Company, held 24.68% of the Shares of the Company, LMG is required to abstain from voting for the ordinary resolution (being the ordinary resolution numbered 16) to be proposed at the AGM in relation to the consideration and approval of the joint external investments by the Company and related parties and related party transactions, 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 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 PRC Company Law and the provisions of the Articles of Association. The AGM was chaired by Mr. Yuan Honglin, the Chairman of the Board.

II. POLL RESULTS OF AGM

The following resolutions numbered 1 to 20 were considered and passed by registered voting on one vote per share basis at the AGM, while the following ordinary resolutions numbered 21.1 to 21.3 were passed by cumulative voting, and the poll results were presented below:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
1.	“To consider and approve the Proposal on the Company’s Purchase of Structured Deposit with Internal Idle Fund.”	12,304,685,217 (92.39200%)	1,005,881,187 (7.55285%)	7,344,671 (0.05515%)
2.	“To consider and approve the Proposal on the Company’s Purchase of Wealth Management or Entrusted Wealth Management Products with Internal Idle Fund.”	13,026,701,736 (97.81340%)	289,949,239 (2.17714%)	1,260,100 (0.00946%)
SPECIAL RESOLUTION		FOR	AGAINST	ABSTAIN
3.	“To consider and approve the Proposal on the Forecast of the Amount of External Guarantee for the Year 2024 of the Company.”	11,972,945,753 (89.90108%)	1,337,620,647 (10.04377%)	7,344,675 (0.05515%)
ORDINARY RESOLUTION		FOR	AGAINST	ABSTAIN
4.	“To consider and approve the Proposal on Forfeiture of Uncollected Dividend of H Shareholders for the Year 2016.”	13,316,630,375 (99.99039%)	17,600 (0.00013%)	1,263,100 (0.00948%)
SPECIAL RESOLUTION		FOR	AGAINST	ABSTAIN
5.	“To consider and approve the Proposal on the Grant of Authorization to the Board of Directors of the Company (the “Board”) to Decide on Issuance of Debt Financing Instruments.”	12,010,257,221 (90.18124%)	1,306,393,754 (9.80930%)	1,260,100 (0.00946%)

ORDINARY RESOLUTION		FOR	AGAINST	ABSTAIN
6.	“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 2024.”	13,314,116,763 (99.97151%)	2,534,212 (0.01903%)	1,260,100 (0.00946%)
SPECIAL RESOLUTIONS		FOR	AGAINST	ABSTAIN
7.	“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.”	12,179,298,641 (91.45052%)	1,137,352,234 (8.54002%)	1,260,200 (0.00946%)
8.	“To consider and approve the Proposal on the Grant of a General Mandate to the Board for Repurchase of H Shares.”	13,315,047,913 (99.97851%)	1,362,962 (0.01023%)	1,500,200 (0.01126%)
ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
9.	“To receive and consider the Proposal on the Report of the Board of Directors of the Company for the Year 2023.”	13,308,946,165 (99.93269%)	4,627,910 (0.03475%)	4,337,000 (0.03256%)
10.	“To receive and consider the Proposal on the Report of the Supervisory Committee of the Company for the Year 2023.”	13,308,946,265 (99.93269%)	4,627,910 (0.03475%)	4,336,900 (0.03256%)
11.	“To receive and consider the Proposal on the Annual Report of the Company for the Year 2023.”	13,308,833,465 (99.93184%)	4,740,610 (0.03559%)	4,337,000 (0.03257%)
12.	“To receive and consider the Proposal on the Financial Report and Financial Statements of the Company for the Year 2023.”	13,308,276,355 (99.92766%)	5,297,720 (0.03977%)	4,337,000 (0.03257%)
13.	“To consider and approve the Profit Distribution Plan of the Company for the Year 2023.”	13,313,973,963 (99.97044%)	2,677,012 (0.02010%)	1,260,100 (0.00946%)
SPECIAL RESOLUTION		FOR	AGAINST	ABSTAIN
14.	“To consider and approve the Proposal on the Amendment and Improvement of the Internal Control Systems Including the Articles of Association by the Company.”	13,315,571,875 (99.98244%)	32,100 (0.00024%)	2,307,100 (0.01732%)
ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
15.	“To consider and approve the Proposal on the Appointment of the External Auditors of the Company for the Year 2024.”	13,259,291,639 (99.55985%)	57,359,336 (0.43069%)	1,260,100 (0.00946%)
16.	“To consider and approve the Proposal on Joint External Investments by the Company and Related Parties and Related Party Transactions.”	7,980,753,779 (99.90766%)	32,200 (0.00040%)	7,344,671 (0.09194%)

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
17.	“To consider and approve the Proposal on Donation-Related Matters of the Company.”	13,287,226,620 (99.76960%)	28,422,355 (0.21341%)	2,262,100 (0.01699%)
18.	“To consider and approve the Proposal on the Election of Directors of the Seventh Session of the Board of the Company.”			
18.1	“To consider and approve the proposed re-election of Mr. Yuan Honglin as non-executive Director of the seventh session of the Board of the Company.”	12,680,851,971 (95.21653%)	635,798,900 (4.77401%)	1,260,204 (0.00946%)
18.2	“To consider and approve the proposed re-election of Mr. Sun Ruiwen as executive Director of the seventh session of the Board of the Company.”	13,266,951,058 (99.61736%)	49,699,814 (0.37318%)	1,260,203 (0.00946%)
18.3	“To consider and approve the proposed re-election of Mr. Li Chaochun as executive Director of the seventh session of the Board of the Company.”	13,193,267,536 (99.06409%)	122,097,036 (0.91679%)	2,546,503 (0.01912%)
18.4	“To consider and approve the proposed re-election of Mr. Lin Jiuxin as non-executive Director of the seventh session of the Board of the Company.”	13,099,224,643 (98.35795%)	216,139,929 (1.62293%)	2,546,503 (0.01912%)
18.5	“To consider and approve the proposed re-election of Mr. Jiang Li as non-executive Director of the seventh session of the Board of the Company.”	13,099,224,443 (98.35795%)	216,140,129 (1.62293%)	2,546,503 (0.01912%)
19.	“To consider and approve the Proposal on the Election of Supervisors of the Seventh Session of the Supervisory Committee of the Company.”			
19.1	“To consider and approve the proposed re-election of Mr. Zheng Shu as non-employee representative Supervisor of the seventh session of the Supervisory Committee of the Company.”	13,302,547,756 (99.88465%)	11,355,507 (0.08526%)	4,007,812 (0.03009%)
19.2	“To consider and approve the proposed re-election of Mr. Zhang Zhenhao as non-employee representative Supervisor of the seventh session of the Supervisory Committee of the Company.”	13,188,608,131 (99.02911%)	125,295,132 (0.94080%)	4,007,812 (0.03009%)
20.	“To consider and approve the Proposal on Proposing to the General Meeting of the Company for Authorizing the Board to Determine the Remuneration of Directors of the Seventh Session of the Board and Supervisors of the Seventh Session of the Supervisory Committee of the Company.”	13,311,953,519 (99.95527%)	2,189,744 (0.01644%)	3,767,812 (0.02829%)

ORDINARY RESOLUTIONS (voted by adopting a cumulative voting system)		NUMBER OF VOTES (%)
21.	“To consider and approve the Proposal on the Election of Independent Non-executive Directors of the Seventh Session of the Board of the Company.”	
21.1	“To consider and approve the proposed election of Mr. Wang Kaiguo as independent non-executive Director of the seventh session of the Board of the Company.”	13,270,587,595 (99.64466%)
21.2	“To consider and approve the proposed election of Ms. Gu Hongyu as independent non-executive Director of the seventh session of the Board of the Company.”	13,270,587,485 (99.64466%)
21.3	“To consider and approve the proposed election of Mr. Cheng Gordon as independent non-executive Director of the seventh session of the Board of the Company.”	13,270,587,494 (99.64466%)

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. Lin Jiuxin and Mr. Jiang Li; 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 2023

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 RMB0.15425 per Share (tax inclusive) for the year ended 31 December 2023 to H Shareholders whose names appeared on the register of members of H Shares (the “**H Shares Register of Members**”) of the Company on Friday, 5 July 2024 (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, 7 June 2024, the date of the AGM at which the Final Dividend is declared (i.e. RMB0.90963 against HK\$1.00), being a cash dividend of HK\$0.16957 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 Tuesday, 2 July 2024 to Friday, 5 July 2024 (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. Friday, 5 July 2024) 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, 28 June 2024.

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, 26 July 2024. 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 SSE (www.sse.com.cn).

V. RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

As disclosed in the announcement of the Company dated 29 April 2024, Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua ceased to act as Directors due to the expiration of the term of office of the sixth session of the Board with effect from the conclusion of the AGM. Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua confirm that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders.

The Company pays high tribute to Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua, the independent non-executive Directors who retired due to expiration of the term of office, and would like to express its sincere gratitude to them for their dedication and diligence, and outstanding contribution to the development and compliant operation of the Company during their tenure.

VI. APPOINTMENT OF THE SEVENTH SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE

Immediately following the passing of the above ordinary resolutions numbered 18.1 to 18.5, 19.1 to 19.2 and 21.1 to 21.3 by the Shareholders at the AGM, the Board is pleased to announce that Mr. Sun Ruiwen and Mr. Li Chaochun have been appointed as executive Directors for the seventh session of the Board; Mr. Yuan Honglin, Mr. Lin Jiuxin and Mr. Jiang Li have been appointed as non-executive Directors for the seventh session of the Board; and Mr. Wang Kaiguo, Ms. Gu Hongyu and Mr. Cheng Gordon have been appointed as independent non-executive Directors for the seventh session of the Board; and Mr. Zheng Shu and Mr. Zhang Zhenhao have been appointed as non-employee representative Supervisors of the seventh session of the Supervisory Committee. Mr. Zheng Shu and Mr. Zhang Zhenhao, together with Mr. Li Hongwei (elected as employee representative Supervisor on 31 May 2024) have become members of the seventh session of the Supervisory Committee.

The term of office of the seventh session of the Board and the Supervisory Committee shall commence from the date of conclusion of the AGM and expire at the end of the 2026 AGM. For information on the biographical details of the executive Directors, non-executive Directors and independent non-executive Directors of the seventh session of the Board, non-employee representative Supervisors and employee representative Supervisor of the seventh session of the Supervisory Committee, 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 announcements of the Company dated 29 April 2024 and 31 May 2024. As at the date of this announcement, there is no change to such information.

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

Luoyang City, Henan Province, the PRC, 7 June 2024

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 Kaiguo, Ms. Gu Hongyu and Mr. Cheng Gordon.

* For identification purposes only