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**METALLURGICAL CORPORATION OF CHINA LTD. \***

**中國冶金科工股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 1618)

**ANNOUNCEMENT  
POLL RESULTS OF THE 2016 ANNUAL GENERAL MEETING  
HELD ON 26 JUNE 2017**

The board of directors (the “**Board**”) of Metallurgical Corporation of China Ltd.\* (the “**Company**”) is pleased to announce that the 2016 annual general meeting (the “**AGM**”) of the Company was held at 2:00 p.m. on Monday, 26 June 2017 at MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”).

Reference is made to the circular of the Company and the notice of the AGM dated 11 May 2017 and the supplemental circular and supplemental notice of the AGM dated 9 June 2017. All the proposed resolutions set out in the notice and supplemental notice of the AGM were duly passed by way of poll without amendment by the attending shareholders and authorized proxies carrying voting rights.

As at the date of the AGM, the number of issued shares of the Company was 20,723,619,170, comprising 17,852,619,170 A Shares and 2,871,000,000 H Shares.

**AGM**

Mr. Guo Wenqing, the Chairman of the Board, was unable to attend the AGM due to other business commitments. Pursuant to the relevant requirements, Mr. Zhang Zhaoxiang, an executive Director and the Vice Chairman of the Board, was elected by the majority of the Directors to chair the AGM.

For Resolution No. 9 proposed at the AGM, China Metallurgical Group Corporation, holding 12,265,108,500 shares of the Company, representing approximately 59.18% of the total issued shares of the Company, was required to abstain and had abstained from voting on such resolution and the shares held by it were not counted towards the total number of shares entitling the shareholders to vote in respect of such resolution. As such, independent shareholders holding an aggregate of 8,458,510,670 shares of the Company, representing approximately 40.82% of the total issued shares of the Company, were entitled to attend and vote on Resolution No. 9 proposed at the AGM. For other resolutions proposed at the AGM, shareholders holding an aggregate of 20,723,619,170 shares of the Company, representing 100% of the total issued shares of the Company, were entitled to attend and vote on such resolutions proposed at the AGM. Save as mentioned above, there were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM.

Shareholders and authorized proxies holding an aggregate of 13,354,949,602 shares, representing approximately 64.4432% of the total voting shares of the Company, were present at the AGM. The convening of the AGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

The voting on the resolutions at the AGM was taken by poll pursuant to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Total number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the proposal in relation to the “Work Report of the Board of MCC for the Year 2016”.	13,353,919,202 (99.9923%)	1,030,400 (0.0077%)	0 (0.0000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				
2.	To consider and approve the proposal in relation to the “Work Report of the Supervisory Committee of MCC for the Year 2016”.	13,353,919,201 (99.9923%)	1,030,400 (0.0077%)	1 (0.0000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Total number of votes (%)		
		For	Against	Abstain
3.	To consider and approve the proposal in relation to the audited financial report of the Company for the year 2016 (as set out in the 2016 annual report of the Company).	13,353,919,201 (99.9923%)	1,030,400 (0.0077%)	1 (0.0000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				
4.	To consider and approve the proposal in relation to the profit distribution plan of the Company for the year 2016.	13,354,894,301 (99.9996%)	55,300 (0.0004%)	1 (0.0000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. The Company will announce separately the details of the arrangements regarding the distribution of the 2016 final dividend in accordance with the relevant regulatory requirements in due course.				
5.	To consider and approve the proposal in relation to the emoluments of Directors and Supervisors of the Company for the year 2016.	13,354,894,201 (99.9996%)	55,400 (0.0004%)	1 (0.0000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				
6.	To consider and approve the proposal in relation to the plan of guarantees to be provided by the Company for the year 2017.	13,012,727,275 (97.4375%)	342,222,326 (2.5625%)	1 (0.0000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				
7.	To consider and approve the proposal in relation to the appointment of auditors and internal control auditor of the Company for the year 2017 and the granting of authorization to the Board in determining their remuneration.	13,354,898,201 (99.9996%)	51,400 (0.0004%)	1 (0.0000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				

<b>Special Resolution</b>		<b>Total number of votes (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
8.	To consider and approve the proposal in relation to the increase in registered capital of the Company and corresponding amendment to the Articles of Association.	13,354,898,201 (99.9996%)	51,400 (0.0004%)	1 (0.0000%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.				
<b>Supplemental Ordinary Resolution</b>		<b>Total number of votes (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
9.	To consider and approve the transactions in relation to sale and purchase of materials, engineering construction, and factoring services and finance leasing services under the “ <i>Mutual Supply of Comprehensive Raw Materials, Products and Services Agreement</i> ” entered into between the Company and China Minmetals Corporation* on 31 May 2017, and the annual caps of such transactions for the three years ending 31 December 2019.	1,082,296,796 (99.3078%)	43,400 (0.0040%)	7,500,906 (0.6882%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				

Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company in Hong Kong, acted as one of the scrutineers for the vote-taking at the AGM. The work performed by Computershare Hong Kong Investor Services Limited did not include provision of any assurance or advice on matters of legal interpretation or legal entitlement to vote.

## LAWYERS' CERTIFICATION

As certified and stated in the legal opinion issued by Beijing Jia Yuan Law Offices, the convening and procedures of the AGM conformed to the requirements of the laws, administrative regulations and the Articles of Association of the Company; the attendees and the convener of the AGM possessed valid qualifications; the voting process and the voting results were lawful and valid; and the resolutions passed at the AGM were lawful and valid.

By order of the Board  
**Metallurgical Corporation of China Ltd.\***  
**Li Yuzhuo**  
*Joint Company Secretary*

Beijing, the PRC  
26 June 2017

*As at the date of the announcement, the Board of the Company comprises two executive directors: Mr. Guo Wenqing and Mr. Zhang Zhaoxiang; two non-executive directors: Mr. Jing Tianliang and Mr. Lin Jinzhen; and three independent non-executive directors: Mr. Yu Hailong, Mr. Ren Xudong and Mr. Chan Ka Keung Peter.*

\* *For identification purposes only*