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Thompson Creek Metals Co Inc.
Form 8-K
February 20, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 19, 2015

THOMPSON CREEK METALS COMPANY INC.
(Exact name of registrant as specified in its charter)

British Columbia, Canada
(State or Other Jurisdiction
of Incorporation)

001-33783
(Commission
File Number)

98-0583591
(IRS Employer
Identification No.)

Items to be Included in this Report

Item 2.02 Results of Operations and Financial Condition.

On February 19, 2015, Thompson Creek Metals Company Inc. (the “Company”) issued a press release (the “Press Release”) announcing results for the three months and year ended December 31, 2014. Furnished as Exhibit 99.1 to this Current Report is a copy of the Press Release.

Item 7.01 Regulation FD Disclosure.

The Company is furnishing as Exhibit 99.2 a presentation to be used during the Company's conference call/webcast for analysts and investors to discuss its 2014 financial results on Friday, February 20, 2015. The Company does not intend to file any update to this presentation. The fact that this presentation is being furnished should not be deemed an admission as to the materiality of any information contained in the presentation.

The information in this Current Report and Exhibits 99.1 and 99.2 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

2. Passed the H Share Annual Report and A Share Annual Report for the year ended December 31, 2008

After review and discussion, the Board passed the H Share Annual Report for the year ended December 31, 2008, which includes Chairman's Statement, Business Review, Management Discussion and Analysis, Embedded Value, Report of the Board, Report of Corporate Governance and Report on Related Party Transactions. The Board also passed the A Share Annual Report for the year ended December 31, 2008, which includes summaries of financial and business data, corporate governance structure, the report of the Board and other material matters.

Voting result: 13 for, 0 against, with no abstention

3. Passed the Proposal on the Profit Allocation for the Year of 2008

In accordance with applicable PRC laws, the Company shall, based on 10% of the realized net profit for the year ended December 31, 2008, withhold statutory surplus reserve amounting to RMB 1,009 million and general risk reserve amounting to RMB 1,009 million, respectively. After the withholding of statutory surplus reserve and general risk reserve, the Company may withhold discretionary surplus reserve. The Board will submit the proposal on the following matters to the Annual Shareholders Meeting for approval: after withholding the discretionary surplus reserve, which amounts to RMB 1,009 million in total and accounts for 10% of the net profit of the Company for the year of 2008, the Company proposes to distribute cash dividends amounting to RMB 6,501 million to all the shareholders, with a per share value of RMB 0.23, calculated in accordance with the total issued 28,264,705,000 shares.

Voting result: 13 for, 0 against, with no abstention

4. Passed the Proposal on the Annual Audit Fees for the Year of 2008 and Engagement of Auditors for the Year of 2009

The Board approved that audit fees to be paid to the accounting firm for 2008 is RMB 63 million (not including audit fees incurred by subsidiaries) and agreed to continue to engage PricewaterhouseCoopers as its domestic auditor (under PRC Accounting Standard) and PricewaterhouseCoopers HK as its international auditor (under HK Financial Reporting Standards and U.S. GAAP) for the year of 2009. The Board will seek the approval of the Annual Shareholders Meeting on this proposal.

Voting result: 13 for, 0 against, with no abstention

5. Passed the 2008 Social Responsibility Report

After review and discussion, the Board passed the 2008 Social Responsibility Report and agreed to disclose this report by incorporating it into the Annual Report for the Year of 2008 as an appendix.

Voting result: 13 for, 0 against, with no abstention

6. Passed the Proposal on the Self-assessment Report on Internal Control by the Board

After review and discussion, the Board passed the Self-assessment Report on Internal Control by the Board and agreed to disclose this report by incorporating it into the Annual Report for the Year of 2008 as an appendix. The Company engaged PricewaterhouseCoopers to review the internal control over the financial statements of the Company, and received from PricewaterhouseCoopers an unqualified opinion on the efficiency of the internal control over the financial statements dated December 31, 2008 (please see the appendix to the Annual Report for the Year of 2008 for details).

Voting result: 13 for, 0 against, with no abstention

7. Passed the Proposal to be Submitted to the Shareholders Meeting for Authorization to the Board to Issue Shares of the Company

The Board agreed to submit to the 2009 Annual Shareholders Meeting for approval of the proposal to authorize the Board, within certain period, to decide according to market conditions and the needs of the Company, whether the Company shall issue, separately or concurrently, domestic shares or shares listed on foreign stock exchanges, with amounts thereof, respectively, not in excess of 20% of the domestic shares or shares listed on foreign stock exchanges that have already been issued by the Company on the date when the resolution of the 2009 Annual Shareholders Meeting is passed. In accordance with relevant PRC laws and regulations, even if the Board is so authorized, in the event of any new domestic shares issuance, the approval of the shareholders meeting is still required.

Voting result: 13 for, 0 against, with no abstention

8. Passed the Proposal on the Convening of 2009 Annual Shareholders Meeting

After review and discussion, the Board passed the Proposal on the Convening of 2009 Annual Shareholders Meeting. The notification of such meeting will be given separately.

Voting result: 13 for, 0 against, with no abstention

9. Passed the Proposal on the Nomination of Directors for the Third Session of the Board

After review and discussion, the Board agreed to nominate Yang Chao, Wan Feng, Lin Dairen and Liu Yingqi as candidates for executive directors, Miao Jianmin, Shi Guoqing and Zhuang Zuojin as candidates for non-executive directors, Sun Shuyi, Ma Yongwei, Sun Changji and Bruce D. Moore as candidates for independent directors. The Board will submit this proposal to the 2009 Annual Shareholders Meeting for selection of directors for the third session of the Board.

Independent directors of the Company gave independent opinions to agree on this proposal. Resumes of candidates, statements by nominators of independent directors and statements by candidates for independent directors will be notified along with the notice for 2009 Annual Shareholders Meeting.

Voting result: 13 for, 0 against, with no abstention

10. Passed the Proposal on Nominating Liu Jiade to be in Charge of the Financial Affairs of the Company

The Board agreed to name Liu Jiade as the one who is in charge of the financial affairs of the Company. Independent directors of the Company gave independent opinions to agree on this proposal. Please see the appendix attached hereto for the resume of Liu Jiade.

Voting result: 13 for, 0 against, with no abstention

11. Passed the Proposal on the Submission of Compensation for Directors and Supervisors to the Shareholders Meeting

The Board submitted this proposal to the Shareholders Meeting for the review of compensations for directors and supervisors. Independent directors gave their independent opinions and agreed on this proposal.

Voting result: 13 for, 0 against, with no abstention

12. Passed the Proposal on the Submission of Compensation for the Senior Management to the Board

Independent directors gave their independent opinions and agreed on this proposal.

Voting result: 13 for, 0 against, with no abstention

13. Passed the Proposal on the Renewal of Directors & Officers Insurance

The Board agreed to submit this proposal to the Annual Shareholders Meeting for approval.

Voting result: 13 for, 0 against, with no abstention

14. Passed the Proposal on the Authorization with Regard to the Investment in Debts of the Infrastructure

Voting result: 13 for, 0 against, with no abstention

15. Passed the Proposal on Self-assessment Report on Solvency Management in 2008

Voting result: 13 for, 0 against, with no abstention

16. Passed the Proposal on the Self-assessment Report on Internal Control for the Year of 2008

Voting result: 13 for, 0 against, with no abstention

17. Passed the Report on the Review of Report on Internal Auditing

Voting result: 13 for, 0 against, with no abstention

18. Passed the Report on the Related Party Transactions of the Year of 2008 and the Implementation of Rules on the Management of the Related Party Transactions of the Company in 2008

Voting result: 13 for, 0 against, with no abstention

19. Passed the Proposal on the Audit Report on Related Party Transactions for the Year of 2008

Voting result: 13 for, 0 against, with no abstention

20. Passed the Proposal on the Amendment to the AOA

The Board agreed to submit the Amendment to the AOA to the Annual Shareholders Meeting for approval and authorization to the Chairman or the Chairman's authorized representative to, during the period when the Company is applying for approval for such amendment, make revisions he deems necessary and proper to such amendment as required by relevant regulatory bodies and stock exchanges at the places where the Company is listed.

Please visit the website of Shanghai Stock Exchange (<http://www.sse.com.cn>) for contents of the Amendment to the AOA.

Voting result: 13 for, 0 against, with no abstention

21. Passed the Proposal on the Amendments to Rules of Procedures for the Shareholders Meeting and to the Rules of Procedures for the Board

The Board agreed to submit the Amendments to Rules of Procedures for the Shareholders Meeting and to the Rules of Procedures for the Board of the Company to the Annual Shareholders Meeting for approval and authorization to the Chairman or the Chairman's authorized representative to, during the period when the Company is applying for approval for such amendments, make revisions he deems necessary and proper to such amendments as required by relevant regulatory bodies and stock exchanges at the places where the Company is listed.

Please visit the website of Shanghai Stock Exchange (<http://www.sse.com.cn>) for contents of the Amendments to Rules of Procedures for the Shareholders Meeting and to the Rules of Procedures for the Board of the Company.

Voting result: 13 for, 0 against, with no abstention

22. Passed the Proposal on the Amendment to Administrative Rules on Information Disclosure

Voting result: 13 for, 0 against, with no abstention

23. Passed the Report on the Performance of Independent Directors in 2008

Voting result: 13 for, 0 against, with no abstention

24. Passed the Proposal on Convening the Sixteenth Meeting of the Second Session of the Board of Directors

Voting result: 13 for, 0 against, with no abstention

(Proposals under the aforesaid Items 1, 3, 4, 7, 9, 11, 13, 20, 21 and the report of the Board are required to be submitted to the 2009 Annual Shareholders Meeting of the Company for discussion and review. At the same time, independent directors will give a performance report at the Shareholders Meeting, and the Board will report to the Shareholders Meeting on the related party transactions and implementation of rules on the management of the related party transactions. Please see materials for the 2009 Annual Shareholders Meeting, which will be published separately, for detailed information on such proposals).

Appendix: Resumé of Liu Jiade

Board of Directors of China Life Insurance Company Limited

March 25, 2009

Appendix

Resumé of Liu Jiade

Liu Jiade was born in 1963, a Chinese citizen. He has been a vice president of the Company since 2003 and a director of China Life Asset Management Company Limited since June 2004. Mr. Liu served as the Director of China Life Franklin Asset Management Company Limited from May 2006 and became the Director of Guangdong Development Bank in December 2006. He has been the vice director of the Finance Bureau of the Ministry of Finance since 2000. Mr. Liu majored in Finance, graduated from Central Finance College in 1984 (now Central University of Finance and Economics) with a bachelor's degree in economics. Currently, Mr. Liu is a member of the Insurance Solvency Regulatory Committee, a director of the Insurance Institute of China and a member of the Accounting Informationization Committee of the Ministry of Finance.

p;Ownership. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. (a)

Amount beneficially owned:

3156658 **see Note 1**

(b)

Percent of class:

6.53%

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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

3156658 **see Note 1**

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

3156658 **see Note 1**

(iv) Shared power to dispose or to direct the disposition of:

0

** Note 1 ** Dimensional Fund Advisors LP (formerly, Dimensional Fund Advisors Inc.) (Dimensional), an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager to certain other commingled group trusts and separate accounts. These investment companies, trusts and accounts are the Funds. In its role as investment advisor or manager, Dimensional possesses investment and/or voting power over the securities of the Issuer described in this schedule that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, all securities reported in this schedule are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. In addition, the filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Securities Exchange Act of 1934.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The Funds described in Note 1 above have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities held in their respective accounts. To the knowledge of Dimensional, the interest of any one such Fund does not exceed 5% of the class of securities. Dimensional disclaims beneficial ownership of all such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DIMENSIONAL FUND ADVISORS LP

February 1, 2006

Date

By: Dimensional Holdings Inc., General Partner

/s/ Christopher Crossan

Signature

Global Chief Compliance Officer

Title