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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)

**(1) PROPOSED EXTENSION OF
THE VALIDITY PERIOD OF THE SHAREHOLDERS'
APPROVAL FOR PROPOSED A SHARE ISSUE
(2) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
(3) BOOK CLOSURE PERIOD AND RECORD DATE**

References are made to (i) the announcements of the Company dated 7 May 2011, 18 March 2011, 26 January 2011 and 10 December 2010; and (ii) the circulars of the Company dated 22 March 2011 and 6 January 2011, in relation to, among other things, the proposed A Share Issue.

Proposed extension of the validity period of the Shareholders' approval for proposed A Share Issue

At the 2011 Meeting, the Shareholders resolved, among other things, to approve the proposed A Share Issue and granted the Board the authority to proceed with the proposed A Share Issue for a period of 12 months commencing from the date of passing the special resolutions approving the proposed A Share Issue. As the validity period of the Shareholders' approval will expire on 25 January 2012, the Board proposed to seek the approval of the Shareholders to extend the validity period of the Shareholders' approval for the proposed A Share Issue and the authorization granted to the Board in connection with the proposed A Share Issue for a period of 12 months commencing from 26 January 2012.

A special resolution to consider and approve the Extension will be proposed at the EGM.

Proposed amendments to Articles of Association

In accordance with the requirements imposed by China securities regulatory authorities, companies listed in China or companies that are proposing to undergo initial public offerings of ordinary shares to be subscribed for in RMB are required to further clarify their dividend policies in their articles of association. In view of the above-mentioned requirement, certain amendments are proposed to be made to the Articles of Association.

A special resolution to consider and approve the proposed amendments to the Articles of Association will be proposed at the EGM.

Book closure period and record date

In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM, the register of members of the Company will be closed from Sunday, 11 December 2011 to Tuesday, 10 January 2012 (both days inclusive) during which period no transfer of Shares will be effected. Holders of H Shares and Domestic Shares whose names appear on the register of members of the Company at 4:30 p.m. on Friday, 9 December 2011 shall be entitled to attend and vote at the EGM.

Circular

A circular containing, among other things, details of the proposed Extension, the proposed amendments to the Articles of Association and notice of EGM will be despatched to the Shareholders as soon as practicable.

There is no assurance that the proposed A Share Issue will proceed. Shareholders and investors are advised to exercise caution in dealings in the H Shares. Further details about the proposed A Share Issue will be disclosed by the Company in the PRC in due course and appropriate disclosure will be made in Hong Kong concurrently in accordance with the Listing Rules.

This announcement is made by the Company pursuant to Rules 13.09 and 13.51 of the Listing Rules.

INTRODUCTION

References are made to (i) the announcements of the Company dated 7 May 2011, 18 March 2011, 26 January 2011 and 10 December 2010; and (ii) the circulars of the Company dated 22 March 2011 and 6 January 2011, in relation to, among other things, the proposed A Share Issue.

This announcement is made by the Company pursuant to Rules 13.09 and 13.51 of the Listing Rules.

Proposed extension of the validity period of the Shareholders' approval for proposed A Share Issue

At the 2011 Meeting, the Shareholders resolved, among other things, to approve the proposed A Share Issue and granted the Board the authority to proceed with the proposed A Share Issue for a period of 12 months commencing from the date when the special resolutions approving the proposed A Share Issue were passed at the 2011 Meeting. As the validity period of the Shareholders' approval will expire on 25 January 2012 and in order to ensure that the Board will be able to handle all relevant matters regarding the proposed A Share Issue as set out in the circulars of the Company dated 6 January 2011 and 22 March 2011, the Board considers that the validity period of the Shareholders' approval for the proposed A Share Issue and the authorization granted to the Board in connection with the proposed A Share Issue shall be extended for another 12 months commencing from 26 January 2012.

Proposed amendments to Articles of Association

In accordance with the requirements imposed by China securities regulatory authorities, companies listed in China or companies that are proposing to undergo initial public offerings of ordinary shares to be subscribed for in RMB are required to further clarify their dividend policies in their articles of association. In view of the above-mentioned requirement, amendments are proposed to be made to Article 206 of the Articles of Association.

Proposed amendments to Article 206 of the Articles of Association:

It currently reads as follow:

“The Company shall distribute its profits in cash or in shares.”

It was resolved at the 2011 Meeting to be amended as follow:

“The Company's profit allocation is aimed at rewarding its investors with a reasonable investment return. The Company's profit distribution policy should be relatively consistent and stable. Provided that the Company's profit and cash flows can meet its normal operations and long-term development, the accumulative profit distribution in cash for the recent three years shall not be less than 30% of the average annual distributable profit achieved for the recent three years.

The Company may distribute its dividends in cash or in shares and an interim dividend may be made in cash.”

It is proposed to be amended as follow:

The Company’s profits distribution is aimed at rewarding its investors with a reasonable investment return while taking into account the sustainable growth of the Company. The Company’s profits distribution policy shall remain consistent and stable.

The Company adopts a proactive dividend distribution policy in the form of cash or shares, and implements such policy in accordance with the legal, regulatory and other requirements imposed by the regulatory authorities. The Company may distribute interim dividend.

The Board determines dividend distribution of the Company for each year on the basis of the Company’s debts repayment abilities, business development and operating results. In addition, the Board determines the percentage of cash dividend over the distributable profits available for distribution for the relevant year and whether the Company should distribute dividend in the form of shares. The Board shall consult with the supervisory board of the Company before seeking approval from the shareholders at the general meeting. In accordance with the legal, regulatory and other requirements imposed by the regulatory authorities, profit distribution in the form of cash for each year shall not be less than 30% of the distributable profits available for distribution in the relevant year.

In the event that the Board does not propose an annual profit distribution in the form of cash, the Company shall disclose the reasons in its annual reports. The independent directors shall also provide an independent opinion in this regard.

Amendments to the profit distribution policy on the basis of the Company’s production and operation conditions, investment strategies or long-term development needs shall not contravene any laws, regulations or requirements imposed by the regulatory authorities. The Board shall prepare a proposal for the amendments to the Company’s profits distribution policy and seek advice from the supervisory board. The independent directors shall give an independent opinion on such proposal. Shareholders shall approve any proposal regarding amendments to the profits distribution policy in a general meeting following the Board’s approval.”

The English version of the above article is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

Proposed amendments to the Articles of Association are subject to Shareholders' approval, and special resolution to consider and approve the proposed amendments will be proposed at the EGM. The proposed amendments to the Articles of Association will come into effect upon (i) completion of the proposed A Share Issue and (ii) obtaining the approval and registration by the relevant government and regulatory authorities in the PRC.

EGM

The EGM will be convened on Tuesday, 10 January 2012, at the International Conference Room at Mudu-Lee Royal International Hotel at No.239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC.

The proposed Extension and proposed amendments to the Articles of Association will be proposed at the EGM.

Book closure period and record date

In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM, the register of members of the Company will be closed from Sunday, 11 December 2011 to Tuesday, 10 January 2012 (both days inclusive) during which period no transfer of Shares will be effected. Holders of H Shares and Domestic Shares whose names appear on the register of members of the Company at 4:30 p.m. on Friday, 9 December 2011 shall be entitled to attend and vote at the EGM. In order for the H Shareholders to qualify for attending and voting at the EGM, Shareholders whose H Shares are not registered in their names should complete and lodge their respective instruments of transfer 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, Hong Kong, and in any case no later than 4:30 p.m. on Friday, 9 December 2011. Shareholders registered as at the record date will be entitled to attend and vote at the EGM.

Circular

A circular containing, among other things, details of the proposed Extension, proposed amendments to the Articles of Association and notice of EGM will be despatched to the Shareholders as soon as practicable.

General

There is no assurance that the proposed A Share Issue will proceed. Shareholders and investors are advised to exercise caution in dealings in the H Shares. Further details about the proposed A Share Issue will be disclosed by the Company in the PRC in due course and appropriate disclosure will be made in Hong Kong concurrently in accordance with the Listing Rules.

Definitions

In this announcement, the following terms have the following meanings unless the context otherwise requires:

“2011 Meeting”	the extraordinary general meeting of the Company held on 26 January 2011
“A Share(s)”	the ordinary shares to be subscribed for in RMB, which are proposed to be allotted and issued by the Company to qualified price consultation participants, and natural persons, legal persons and other investors which have maintained share accounts with the Shanghai branch of China Securities Depository and Clearing Corporation Limited (except those who are prohibited by PRC laws and regulations and other regulatory requirements from participating in the proposed A Share Issue), and to be listed on the Shanghai Stock Exchange

“A Share Issue”	the proposed allotment and issue of not more than 542 million A Shares of RMB0.20 each (not exceeding approximately 11.1% of the existing total issued share capital and not exceeding approximately 10.0% of the total issued share capital of the Company upon the issue of A Shares) to qualified price consultation participants, and natural persons, legal persons and other investors which have maintained A share accounts with the Shanghai branch of China Securities Depository and Clearing Corporation Limited (except those who are prohibited by PRC laws and regulations and other regulatory requirements from participating in the proposed A Share issue), which A Shares are proposed to be listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Company”	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 PRC with limited liability, the H Shares of which are listed on the Stock Exchange
“CSRC”	China Securities Regulatory Committee (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Domestic Shares”	the ordinary shares of RMB0.20 each issued by the Company under the PRC law, which are subscribed for or credited as fully paid up in RMB

“EGM”	the extraordinary general meeting of the Company to be held at 9:00 a.m. on Tuesday, 10 January 2012 at the International Conference Room of Mudu-Lee Royal International Hotel at No.239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC, to consider, and if thought fit, to approve, inter alia, the proposed Extension and the proposed amendments to the Articles of Association
“Extension”	the proposed extension of the validity period of the shareholders’ approval for the A Share Issue and the authorisations granted to the Board by the Shareholders in connection with the proposed A Share Issue at the 2011 Meeting
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB0.20 each in the share capital of the Company which are listed on the main board of the Stock Exchange and are traded in Hong Kong dollars
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board
China Molybdenum Co., Ltd.*
Duan Yuxian
Chairman

Luoyang, the PRC, 22 November 2011

As at the date of this announcement, the executive Directors are Mr. Duan Yuxian, Mr. Li Chaochun, Mr. Wu Wenjun, Mr. Li Faben and Mr. Wang Qinxi; the non-executive Directors are Mr. Shu Hedong and Mr. Zhang Yufeng; and the independent non-executive Directors are Mr. Gao Dezhu, Mr. Zeng Shaojin, Mr. Gu Desheng and Mr. Ng Ming Wah, Charles.

* *For identification purposes only*