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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 AMENDMENTS TO ARTICLES OF ASSOCIATION AND INTERNAL RULES**
- 2. INVESTMENTS IN PROJECTS INTENDED FOR PROCEEDS RAISED FROM A SHARE ISSUE**
- 3. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND**
- 4. PROPOSED MANDATE TO ISSUE DOMESTIC DEBT FINANCING INSTRUMENTS AND OVERSEAS DEBT FINANCING INSTRUMENTS**

1. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND INTERNAL RULES

To enhance the efficiency of the decision-making process of the Board and to meet the needs of business development of the Company, the Board proposed certain amendments to be made to the Articles of Association and the Internal Rules. A special resolution to consider and approve the proposed amendments to the Articles of Association and ordinary resolutions to consider and approve the proposed amendments to the Internal Rules will be proposed at the AGM.

2. INVESTMENTS IN PROJECTS INTENDED FOR PROCEEDS RAISED FROM A SHARE ISSUE

References are made to the announcements of the Company dated 7 May 2011 and 18 March 2011 and the circular of the Company dated 22 March 2011 in relation to, among other things, the proposed use of proceeds in connection with the A Share Issue. As the actual amount of proceeds raised from the A Share Issue was significantly less than the amount of proceeds anticipated to be raised from the A Share Issue, the Board proposed not to invest in the Cemented Carbide Project and the Downstream Processing Project as previously disclosed. An ordinary resolution to consider and approve the proposed cessation of investment in the Cemented Carbide Project and the Downstream Processing Project will be proposed to the Shareholders at the AGM.

3. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Ms. Gu Meifeng has been proposed to be appointed as an executive Director, subject to the approval of the Shareholders. A special resolution to consider and approve the proposed appointment of Ms. Gu Meifeng as an executive Director will be proposed to the Shareholders at the AGM.

4. PROPOSED MANDATE TO ISSUE DOMESTIC DEBT FINANCING INSTRUMENTS AND OVERSEAS DEBT FINANCING INSTRUMENTS

To allow the financial flexibility to raise capital to finance future investments and business development, the Board proposed to seek the approval from the Shareholders by way of special resolutions to be proposed at the AGM to give the Board a mandate to issue in one or several tranches (a) the Domestic Debt Financing Instruments of not more than RMB2.9 billion; and (b) the Overseas Debt Financing Instruments of not more than RMB2.9 billion (or equivalent in foreign currency).

5. CIRCULAR

A circular containing, among others, further details regarding the proposed amendments to the Articles of Association and Internal Rules, proposed cessation of investments in the Cemented Carbide Project and the Downstream Processing Project, proposed appointment of Ms. Gu as an executive Director and proposed mandate to issue Domestic Debt Financing Instruments and Overseas Debt Financing Instruments together with a notice of the AGM, H Shareholders' class meeting and A Shareholders' class meeting will be dispatched to the Shareholders as soon as practicable.

1. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND INTERNAL RULES

To enhance the efficiency of the decision-making process of the board (the “**Board**”) of directors (the “**Directors**”) of China Molybdenum Co., Ltd.* (the “**Company**”) and to meet the needs of business development of the Company, the Board proposed certain amendments to be made to the articles of association of the Company (the “**Articles of Association**”), including among other things, matters relating to the provision of securities to third parties and external investment management.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the forthcoming 2012 annual general meeting of the Company (the “**AGM**”) by way of a special resolution.

To align with the proposed amendments to the Articles of Association, the Board also proposed to amend the rules for management of provision of securities to third parties and the rules for external investment management (collectively, the “**Internal Rules**”).

Pursuant to the requirements of the applicable PRC laws and regulations and the relevant rules of the Shanghai Stock Exchange, the proposed amendments to the Internal Rules are subject to the approval of the Shareholders. Ordinary resolutions to consider and approve the amendments of the Internal Rules will be proposed at the AGM.

Details regarding the proposed amendments to the Articles of Association and the Internal Rules will be set out in the circular to be dispatched to the Shareholders.

2. INVESTMENTS IN PROJECTS INTENDED FOR PROCEEDS RAISED FROM A SHARE ISSUE

References are made to the announcements of the Company dated 7 May 2011 and 18 March 2011 and the circular of the Company dated 22 March 2011 in relation to, among other things, the proposed use of proceeds in connection with the issue of A Shares (the “**A Share Issue**”) in the following projects:

- (1) Constructing clean, efficient and resource-utilizing project to process 42,000 tons per year of low-grade and complex scheelite concentrates (the “**APT Project**”);
- (2) Constructing efficient, energy-saving and automatic ammonium molybdate project (the “**Ammonium Molybdate Project**”);
- (3) Constructing high-performance cemented carbide project (the “**Cemented Carbide Project**”); and
- (4) Constructing tungsten metal products and tungsten alloy material downstream processing project (the “**Downstream Processing Project**”).

As the actual amount of proceeds raised from the A Share Issue was significantly less than the amount of proceeds anticipated to be raised from the A Share Issue and thus was insufficient to invest in all the projects previously approved by the Shareholders. After careful consideration, the Board proposed not to invest in the Cemented Carbide Project and the Downstream Processing Project as previously disclosed. An ordinary resolution to consider and approve the proposed cessation of investments in the Cemented Carbide Project and the Downstream Processing Project will be proposed to the Shareholders at the AGM.

Given that both Cemented Carbide Project and the Downstream Processing Project belong to the downstream processing business of the Company and its subsidiaries (collectively, the “**Group**”), the proposed cessation of investment in such projects would not have any adverse material impact to the production and operation of the Group. In addition, as the construction of the aforementioned projects have yet to commence, no proceeds from the A Share Issue have been used and the proposed cessation of investing in such projects will not result in other changes in the use of proceeds in connection with the A Share Issue.

Details regarding the proposed cessation of investments in the Cemented Carbide Project and the Downstream Processing Project proceeds raised from the A Share Issue will be set out in the circular to be dispatched to the Shareholders.

In addition, the Company is assessing the feasibility of changing the construction site for the APT Project and the Ammonium Molybdate Project to a chemical industrial park in Luoyang city. The assessment will consider various important factors, among others, the amount of investment and costs of utilities. Further announcement will be made in accordance with the laws and regulations and listing rules requirements upon completion of the assessment.

3. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Board proposed the appointment of Ms. Gu Meifeng (“**Ms. Gu**”) as an executive Director.

The biographical details of Ms. Gu are set out below:

Ms. Gu Meifeng, aged 48, has been the chief financial officer of the Company since August 2006. Ms. Gu graduated from Henan University in 1995 and obtained a master degree in accounting from the Chinese University of Hong Kong in December 2009. From 1986 to 1994, Ms. Gu worked on cost accounting with China YTO Group Corporation Equipment Repairment & Manufacturing Plant* (中國一拖集團有限公司設備修造廠). From 1994 to June 2006, Ms. Gu was the deputy general manager of Luoyang Zhonghua Certified Public Accountants Co., Ltd* (洛陽中華會計事務所有限公司). Between 2000 and 2006, Ms. Gu was an independent supervisor of Luoyang Glass Company Limited* (洛陽玻璃股份有限公司), a company listed on both the Shanghai Stock Exchange (stock code: 600876) and The Stock Exchange of Hong Kong Limited (stock code: 1108). In addition, Ms. Gu has been serving as a director of Xinjiang Luomu Mining Co., Ltd.* (新疆洛鉬礦業有限公司) since July 2011 and a supervisor of Luoyang High-Tech Metals Co., Ltd.* (洛陽高科鎢鉬材料有限公司) since May 2010. Ms. Gu is a certified public accountant, registered asset appraiser and senior accountant.

As at the date of this announcement, Ms. Gu has not entered into a service contract as an executive Director with the Company. The Board proposed to appoint Ms. Gu with a term of office commencing from the date of the forthcoming 2012 AGM until the conclusion of the AGM to be held in 2015, subject to retirement by rotation and re-election at the AGMs pursuant to the Articles of Association. The remuneration policies to be proposed at the forthcoming AGM (if approved) will be applicable to Ms. Gu.

According to the Articles of Association and the relevant PRC laws and regulations, the effectiveness of the nomination above is subject to the approval of the Shareholders at a general meeting. A special resolution to consider and approve the proposed appointment of Ms. Gu Meifeng as an executive Director will be proposed at the AGM.

Save as disclosed above, as at the date of this announcement, Ms. Gu does not have any relationship with any Directors, senior management nor substantial shareholders of the Company, and does not hold any other positions in the Company nor any subsidiaries of the Company nor any other directorships in listed public companies in the last three years.

Ms. Gu does not have any interests nor short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Ms. Gu as an executive Director that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

4. PROPOSED MANDATE TO ISSUE DOMESTIC DEBT FINANCING INSTRUMENTS AND OVERSEAS DEBT FINANCING INSTRUMENTS

To allow the financial flexibility to raise capital to finance future investments and business development, the Board proposed to seek the approval from the Shareholders by way of special resolutions to be proposed at the AGM to give the Board a mandate to issue in one or several tranches (a) short-term financing bills and medium-term notes to institutional investors in the inter-bank bond market in China (collectively, the “**Domestic Debt Financing Instruments**”) of not more than RMB2.9 billion; and (b) overseas debt financing instruments (the “**Overseas Debt Financing Instruments**”) of not more than RMB2.9 billion (or equivalent in foreign currency).

The proposed mandate to issue Domestic Debt Financing Instruments and Overseas Debt Financing Instruments are subject to the Shareholders’ approval by special resolutions at the AGM and approvals from the relevant authorities.

As at the date of this announcement, the Company has no intention to issue any Domestic Debt Financing Instruments or Overseas Debt Financing Instruments.

Details regarding the proposed mandate to the Board to issue Domestic Debt Financing Instruments and Overseas Debt Financing Instruments will be set out in the circular to be dispatched to the Shareholders.

5. CIRCULAR

A circular containing, among others, further details regarding the proposed amendments to the Articles of Association and Internal Rules, proposed cessation of investments in Cemented Carbide Project and Downstream Processing Project, proposed appointment of Ms. Gu as an executive Director and proposed mandate to issue Domestic Debt Financing Instruments and Overseas Debt Financing Instruments together with a notice of the AGM, H Shareholders' class meeting and A Shareholders' class meeting will be dispatched to the Shareholders as soon as practicable.

By Order of the Board
China Molybdenum Co., Ltd.*
Wu Wenjun
Chairman

Luoyang City, Henan Province, the People's Republic of China
14 March 2013

As at the date of this announcement, the executive Directors are Messrs. Wu Wenjun, Li Chaochun, Li Faben and Wang Qinxi; the non-executive Directors are Messrs. Shu Hedong and Zhang Yufeng; and the independent non-executive Directors are Messrs. Bai Yanchun, Xu Shan, Cheng Gordon and Xu Xu.

* *for identification purposes only*