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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)

## **ANNOUNCEMENT**

This announcement is made pursuant to Rules 13.09(2) and 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The following sets out the “Announcement on Reply to Relevant Questions Raised in the Letter of Enquiry from the Shanghai Stock Exchange” published by the Company on the website of the Shanghai Stock Exchange on 8 January 2014. The aforesaid announcement is originally prepared in Chinese. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

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

Luoyang City, Henan Province, People's Republic of China, 8 January 2014

*As at the date of this announcement, the executive Directors are Mr. Wu Wenjun, Mr. Li Chaochun, Mr. Li Faben, Mr. Wang Qinxi and Ms. Gu Meifeng; the non-executive Directors are Messrs. Zhang Yufeng and Yuan Honglin; and the independent non-executive Directors are Messrs. Bai Yanchun, Xu Shan, Cheng Gordon and Xu Xu.*

\* *for identification purposes only*



## **China Molybdenum Co., Ltd.**

### **Announcement on Reply to Relevant Questions Raised in the Letter of Enquiry from the Shanghai Stock Exchange**

The board of directors of the Company and all its members warrant that there are no false representations or misleading statements contained in, or material omissions from this announcement, and severally and jointly accept responsibilities for the truthfulness, accuracy and completeness of the contents contained herein.

#### **Important notice:**

- Possible change in the de facto controller of the Company.

On 8 January 2014, the Company received the Letter of Enquiry in Respect of the Increase in Shareholding by a Shareholder of China Molybdenum Co., Ltd. (《關於對洛陽欒川鉬業集團股份有限公司股東增持股份事項的問詢函》) issued by the Shanghai Stock Exchange (Letter from SSE [2014] No. 0032) (hereafter as “Letter of Enquiry”). It is requested in the letter that, based on the aggregate increase in the shareholding of Cathay Fortune Corporation (“CFC”), a shareholder of the Company, in the H shares of the Company in the secondary market during the period from 10 December 2013 to 23 December 2013 through Cathay Fortune Investment Limited (“CFIL”), its wholly-owned subsidiary in Hong Kong as stated in the Announcement on Completion of Increase in Shareholding of Shareholder (《關於股東增持計劃實施完成的公告》) on 7 January 2014, the Company shall verify with relevant shareholders, as to whether the number of shares in which CFC and its parties acting in concert interested in has exceeded the number of shares held by Luoyang Mining Group Co., Ltd. (洛陽礦業集團有限公司) (hereafter as “LMG”) and become the largest shareholder of the Company, as well as whether there are any changes in the de facto controller of the Company and relevant matters.

The Company had responded to the Shanghai Stock Exchange as requested, and hereby announces as follows:

- I. Upon completion of the increase in shareholding of H shares of the Company by CFC through CFIL in the secondary market, CFC and its parties acting in concert held 1,827,706,322 shares of the Company in aggregate, representing approximately 36.01% of the total share capital of the Company. Such shareholding has already exceeded that of Luoyang Mining Group Co., Ltd. (hereafter as “LMG”) which holds 1,776,593,475 shares of the Company, representing approximately 35.00% of the total share capital of the Company. Hence, CFC becomes the largest shareholder of the Company.
- II. The Company had consulted with LMG and CFC in respect of any changes in the de facto controller of the Company (as defined in the Listing Rules of the Shanghai Stock Exchange) and relevant matters and received the Official Letter issued by LMG and the Notification of Receipt of the Letter of Enquiry from the Shanghai Stock Exchange (《關於收到上海證券交易所問詢函的通知》) issued by CFC. Pursuant to the aforementioned official letter and notification and based on the current shareholding situation, LMG and CFC cannot determine whether there are any changes in the de facto controller of the Company (as defined in the Listing Rules of the Shanghai Stock Exchange). LMG and CFC will enter into further negotiations as to these matters.
- III. The Company will procure relevant Shareholders to perform the disclosure obligations relating to the report of change in equity and acquisitions in strict compliance with relevant requirements of laws and regulations including Measures for the Administration of the Takeover of Listed Companies (《上市公司收購管理辦法》) and appoint financial advisor to carry out verification and issue opinion.

The Company will pay close attention to the latest development of this matter and timely fulfill its obligations of information disclosure. Such matter may lead to a change in the de facto controller of the Company. Investors are advised to be aware of the investment risks.

Attachment 1: Official Letter issued by Luoyang Mining Group Co., Ltd.

Attachment 2: Notification of Receipt of the Letter of Enquiry from the Shanghai Stock Exchange issued by Cathay Fortune Corporation

**The Board of Directors of China Molybdenum Co., Ltd.**

8 January 2014

## **ATTACHMENT 1:**

### **Official Letter**

China Molybdenum Co., Ltd.,

Letter of Enquiry in Respect of the Increase in Shareholding by a Shareholder of China Molybdenum Co., Ltd. (《關於對洛陽欒川鉬業集團股份有限公司股東增持股份事項的問詢函》) issued by the Shanghai Stock Exchange (Letter from SSE [2014] No. 0032) (hereafter as “Letter of Enquiry”) reported by your company has been received. Cathay Fortune Corporation increased its shareholding of the H shares of your company in the secondary market through Cathay Fortune Investment Limited, its wholly-owned subsidiary in Hong Kong, and upon completion of increase in shareholding, Cathay Fortune Corporation and its parties acting in concert held 1,827,706,322 shares of your company, representing approximately 36.01% of the total share capital of your company. Such shareholding has already exceeded the number of shares held by our company, i.e. 1,776,593,475 shares, representing approximately 35.00% of the total share capital of your company. Hence, that company becomes the largest shareholder of your company. In this respect, the Company has thus far yet to determine whether we still have any right of control of your company and whether we are still the controlling shareholder of your company. We will enter into further negotiations with Cathay Fortune Corporation. If there is any development, we will notify your company immediately and fulfill the relevant obligations of information disclosure.

**Luoyang Mining Group Co., Ltd.**

8 January 2014

## **ATTACHMENT 2:**

### **Notification of Receipt of the Letter of Enquiry from the Shanghai Stock Exchange**

China Molybdenum Co., Ltd.,

We have received the Letter of Enquiry in Respect of the Increase in Shareholding by a Shareholder of China Molybdenum Co., Ltd. (《關於對洛陽欒川鉬業集團股份有限公司股東增持股份事項的問詢函》) issued by the Shanghai Stock Exchange (Letter from SSE [2014] No. 0032) (hereafter as “Letter of Enquiry”) forwarded by your company. After our company increased the shareholding of the H shares of your company in the secondary market through CFIL, our company and our parties acting in concert held an aggregate of 1,827,706,322 shares of your company, representing approximately 36.01% of the total share capital of your company. Such shareholding has already exceeded the number of shares held by Luoyang Mining Group Co., Ltd. in your company, i.e. 1,776,593,475 shares, representing approximately 35.00% of the total share capital of your company. Hence, our company becomes the largest shareholder of your company. Based on the current shareholding situation, our company cannot determine whether we have any right of control of your company and whether we are the controlling shareholder of your company. We will enter into further negotiations with Luoyang Mining Group Co., Ltd.. If there is any development, we will immediately notify your company and fulfill the relevant obligations of information disclosure.

**Cathay Fortune Corporation**

8 January 2014