

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION  
PROPOSED EXTENSION OF VALIDITY PERIOD OF  
SHAREHOLDERS' APPROVAL REGARDING ISSUANCE OF A  
SHARE CONVERTIBLE BONDS**

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

The Board proposed to, subject to the approval of the Shareholders, amend the Articles of Association to comply with Guidelines for the Articles of Association of Listed Companies (as amended in 2014) 《上市公司章程指引(2014年修訂)》 promulgated by China Securities Regulatory Commission.

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

## **PROPOSED EXTENSION OF VALIDITY PERIOD OF SHAREHOLDERS' APPROVAL REGARDING ISSUANCE OF A SHARE CONVERTIBLE BONDS**

At the 2013 first extraordinary general meeting and the 2013 second class meetings of A Shareholders and H Shareholders held on 25 November 2013, the Shareholders approved, among other things, the proposed issuance of A Share Convertible Bonds and authorised the Board, the Chairman or any other authorised person to deal with matters relating to the issuance of A Share Convertible Bonds subject to compliance with relevant laws and regulations, for a period of 12 months from the date of passing of the resolutions regarding the issuance of A Share Convertible Bonds. As the validity period of the Shareholders' approval will expire on 24 November 2014, the Board proposed to seek the approval of the Shareholders to extend the validity period of the resolutions in respect of the issuance of A Share Convertible Bonds and the relevant authorisations relating to its issuance until the conclusion of the 2014 annual general meeting of the Company.

A special resolution to consider and approve the Extension will be proposed at the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting.

### **GENERAL**

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

## **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

The Board proposed to, subject to the approval of the Shareholders, amend the Articles of Association to comply with Guidelines for the Articles of Association of Listed Companies (as amended in 2014) 《上市公司章程指引(2014年修訂)》 promulgated by China Securities Regulatory Commission. The proposed amendments are set out below:

## (1) Article 1

Currently reads as follow:

*“These articles of association (the “Articles of Association”) are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Guidelines for the Articles of Association of Listed Companies (as amended in 2006) (the “Guidelines for the Articles of Association”) and other relevant PRC rules and regulations, for the purpose of safeguarding the legitimate rights and interests of China Molybdenum Co., Ltd. (the “Company”), its Shareholders and creditors and regulating the organisation and activities of the Company.”*

It is proposed to be amended to:

*“These articles of association (the “Articles of Association”) are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Guidelines for the Articles of Association of Listed Companies (as amended in 2014) (the “Guidelines for the Articles of Association”) and other relevant PRC rules and regulations, for the purpose of safeguarding the legitimate rights and interests of China Molybdenum Co., Ltd. (the “Company”), its Shareholders and creditors and regulating the organisation and activities of the Company.”*

## (2) Article 69

Currently reads as follow:

*“The venue of a Shareholders’ general meeting of the Company shall be either the domicile of the Company or such other venue as specified in the notice of such general meeting.*

*Meeting venue shall be set for Shareholders’ general meetings which shall be convened by way of on-site meetings. The Company will provide convenience for Shareholders to attend Shareholders’ general meetings through various means and approaches in accordance with the specific regulations of the regulatory authorities of the listing place(s) of the Company, including modern information technology methods such as online voting platform, in order to assure the legality and validity of the Shareholders’ general meeting. Shareholders who attend a meeting by the said means are deemed to be present at such meeting.”*

It is proposed to be amended to:

*“The venue of a Shareholders’ general meeting of the Company shall be either the domicile of the Company or such other venue as specified in the notice of such general meeting.*

*Meeting venue shall be set for Shareholders’ general meetings which shall be convened by way of on-site meetings. The Company will provide convenience for Shareholders to attend Shareholders’ general meetings through various means and approaches in accordance with the specific regulations of the regulatory authorities of the listing place(s) of the Company and will provide priority to modern information technology methods such as online voting platform, in order to assure the legality and validity of the Shareholders’ general meeting. Shareholders who attend a meeting by the said means are deemed to be present at such meeting.”*

### (3) Article 105

Currently reads as follow:

*“When shareholders (including proxies) vote at the shareholders’ general meeting, they shall exercise their voting rights according to the number of voting rights they represent. Each share shall carry one voting right.*

*Shares held by the company have no voting rights. This portion of shares is not considered as part of the total number of shares with voting rights and present at the shareholders’ general meetings.*

*The board of directors, independent directors and shareholders complying with relevant regulations can accumulate share-voting rights.*

*Where the Listing Rules provide that any shareholders shall abstain from voting or can only vote for yes (or no) on certain resolution, if the said shareholders violate the relevant regulations or limitations, the votes of the said shareholders or the proxies thereof (provided that the Company is aware of this situation) shall not be counted.”*

It is proposed to be amended to:

*“When shareholders (including proxies) vote at the shareholders’ general meeting, they shall exercise their voting rights according to the number of voting rights they represent. Each share shall carry one voting right.*

*Where material issues affecting the interests of small and medium investors are being considered in the shareholders’ general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.*

*Shares held by the Company have no voting rights. This portion of shares is not considered as part of the total number of shares with voting rights and present at the shareholders’ general meetings.*

*The Company's board of directors, independent directors and shareholders that fulfilled the conditions set out in the relevant regulations can publicly solicit voting rights from shareholders, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any limitation related to minimum shareholdings on the solicitation of voting rights.*

*Where the Listing Rules provide that any shareholders shall abstain from voting or can only vote for yes (or no) on certain resolution, if the said shareholders violate the relevant regulations or limitations, the votes of the said shareholders or the proxies thereof (provided that the Company is aware of this situation) shall not be counted.”*

The Articles of Association are written in Chinese. The English version of the above articles is an unofficial translation of its Chinese version. In case of any inconsistency between the two versions, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to Shareholders' approval, and a 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 obtaining the approval and registration by the relevant government and regulatory authorities in the PRC.

# **PROPOSED EXTENSION OF VALIDITY PERIOD OF SHAREHOLDERS' APPROVAL REGARDING ISSUANCE OF A SHARE CONVERTIBLE BONDS**

At the 2013 first extraordinary general meeting and the 2013 second class meetings of A Shareholders and H Shareholders held on 25 November 2013, the Shareholders approved, among other things, the proposed issuance of A Share Convertible Bonds and authorised the Board, the Chairman or any other authorised person to deal with matters relating to the issuance of A Share Convertible Bonds subject to compliance with relevant laws and regulations, for a period of 12 months from the date of passing of the resolutions regarding the issuance of A Share Convertible Bonds. As the validity period of the Shareholders' approval will expire on 24 November 2014, the Board proposed to seek the approval of the Shareholders to extend the validity period of the resolutions in respect of the issuance of A Share Convertible Bonds and the relevant authorisations relating to its issuance until the conclusion of the 2014 annual general meeting of the Company.

A special resolution to consider and approve the Extension will be proposed at the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting.

## **GENERAL**

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

## **DEFINITIONS**

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

“A Share(s)”	domestic share(s) with a nominal value of RMB0.20 each issued by the Company which are listed on the Shanghai Stock Exchange and traded in RMB (stock code: 603993)
--------------	---

“A Share Convertible Bonds”	convertible corporate bonds in the total amount of not more than RMB4.9 billion which are convertible into new A Shares, proposed to be issued by the Company in the PRC
“A Shareholder(s)”	holder(s) of A Shares
“A Shareholders’ Class Meeting”	the 2014 first class meeting of A Shareholders to be held on Friday, 19 September 2014 after the EGM at the International Conference Room of Mudu-Lee Royal International Hotel at No. 239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC
“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
“Chairman”	the chairman of the Board
“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 A Shares and H Shares of which are listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, respectively
“EGM”	the 2014 first extraordinary general meeting of the Company to be held on Friday, 19 September 2014 at the International Conference Room of Mudu-Lee Royal International Hotel at No. 239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC



“Extension”	the proposed extension of the validity period of the Shareholders’ approval for the issuance of A Share Convertible Bonds and the authorisations granted to the Board, the Chairman or any other authorised person to handle matters relating to the issuance of A Share Convertible Bonds subject to compliance with relevant laws and regulations at the 2013 first extraordinary general meeting and the 2013 second class meetings of A Shareholders and H Shareholders held on 25 November 2013
“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 Hong Kong Stock Exchange and are traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares
“H Shareholders’ Class Meeting”	the 2014 first class meeting of H Shareholders to be held on Friday, 19 September 2014 after the EGM and the A Shareholders’ Class Meeting at the International Conference Room of Mudu-Lee Royal International Hotel at No. 239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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 in the PRC

“Share(s)” A Share(s) and H Share(s)

“Shareholder(s)” holder(s) of the Shares

By Order of the Board  
**China Molybdenum Co., Ltd.\***  
**Li Chaochun**  
*Chairman*

Luoyang City, Henan Province, PRC, 4 August 2014

*As at the date of this announcement, the executive Directors are Mr. Li Chaochun, Mr. Li Faben, Mr. Wang Qinxi, Ms. Gu Meifeng and Mr. Wu Wenjun; 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*