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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The following sets out the “Announcement on Resolution of the Twenty-Ninth Extraordinary Meeting of the Third Session of the Board of Directors and Early Redemption of “CMOC Convertible Bonds”” announced by China Molybdenum Co., Ltd.* on the website of the Shanghai Stock Exchange (www.sse.com.cn). The aforesaid announcement is originally prepared in Chinese. In case of any inconsistency between the Chinese version and the English version, the Chinese version will prevail.

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

Luoyang City, Henan Province, the People's Republic of China, 23 June 2015

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

* *For identification purposes only*

Stock Code: 603993

Stock Abbreviation: CMOC

Announcement No.:2015-022

Convertible Bond Code: 113501

Convertible Bond Abbreviation: CMOC Convertible Bonds



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**CHINA MOLYBDENUM CO., LTD.*
ANNOUNCEMENT ON
RESOLUTION OF THE TWENTY-NINTH EXTRAORDINARY
MEETING OF THE THIRD SESSION OF THE BOARD OF
DIRECTORS
AND
EARLY REDEMPTION OF “CMOC CONVERTIBLE BONDS”**

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

The notice of the Twenty-Ninth Extraordinary Meeting of the Third Session of the Board of Directors of China Molybdenum Co., Ltd.* was issued on 19 June 2015 by way of e-mail. The meeting was convened in the afternoon on 23 June 2015 by way of the combination of on-site meeting and telecommunication. There were 11 directors eligible for attending the meeting and 11 directors were present. All of the present directors approved unanimously to exempt the notice time for the meeting. All of the Supervisors, secretary to the Board of Directors and office staff of the Board of Directors attended the meeting. The meeting was convened in accordance with the provisions stipulated in relevant laws, regulations and the articles of association of the Company. The meeting and the resolution approved are legal and valid. The meeting was presided over by Mr. Li Chaochun, the Chairman of the Company. After thorough discussion, the below resolution was considered and approved by the present directors:

- I. Considered and approved the “Resolution in relation to the Early Redemption of CMOC Convertible Bonds”.**

Upon the approval of the China Securities Regulatory Commission and the Shanghai Stock Exchange, the Company publicly issued a total of RMB4.9 billion convertible corporate bonds on 2 December 2014. The bond abbreviation is “CMOC Convertible Bonds” and the bond code is 113501. The term of the bonds was six years, and the conversion period commenced from 2 June 2015 and will end on 1 December 2020. The initial conversion price was RMB8.78 per share and the existing conversion price is RMB8.78 per share.

Pursuant to the provisions stipulated in the “Prospectus in relation to Public Issuance of A Shares Convertible Corporate Bonds” of the Company:

“During the conversion period of the convertible bonds, if the closing price of the shares of the Company is not lower than 130% (inclusive) of the prevailing conversion price for at least 15 trading days out of any 30 consecutive trading days, the Company has the right to redeem based on 103% of the par value (including annual interest accrued for the current period) of the convertible bonds. The redemption could be carried out after the initial satisfaction of conditions for redemption. If it was not carried out after the initial satisfaction of conditions for redemption, the redemption right shall not be exercised in that interest accrual year. In the event that any adjustments are made to the conversion price during the above trading days, the price for the trading day before adjustment shall be calculated based on the original conversion price and closing price while the price for the trading day after adjustment shall be calculated based on the adjusted conversion price and closing price.

Formula for calculating accrued interest for the current period: $IA=B \times i \times t / 365$

IA: means accrued interest for the current period;

B: means total par value of convertible bonds held by the convertible bond holders under the issuance;

I: means coupon rate of the convertible bonds for the current year;

t: means number of days of interest accrued, i.e. the actual calendar days from the last interest payment date to the redemption date for the current year (inclusive of the first day but exclusive of the last day).

In addition, when the balance of the unconverted convertible bonds is less than RMB30 million, the board of directors of the Company is entitled to redeem all unconverted convertible bonds at the price based on its par value plus the accrued interest for the current period.”

The closing prices of the shares of the Company for a consecutive 15 trading days from 2 June 2015 to 23 June 2015 were not lower than 130% of the prevailing conversion price (RMB8.78 per share), thus the conditional redemption terms of CMOC Convertible Bonds were first triggered.

The Company decided to exercise its right of conditional redemption for the “CMOC Convertible Bonds” (Convertible Bond Code: 113501) to redeem all outstanding “CMOC Convertible Bonds” which appear on the register of bonds as at the “redemption record date”.

The Company authorized the management to implement the matters in relation to the redemption of the “CMOC Convertible Bonds” pursuant to the provisions stipulated in the “Prospectus in relation to Public Issuance of A Shares Convertible Corporate Bonds” and relevant laws and regulations.

Voting results of such resolution: in favour: 11; abstained from voting: 0; against: 0.

The “Announcement on Redemption Implementation of CMOC Convertible Bonds” will be disclosed by the Company as soon as possible so as to clearly state the procedures, prices, payment method and time, etc. in respect of the redemption.

Announcement is hereby given.

The Board of China Molybdenum Co., Ltd.*
23 June 2015