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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)

**POLL RESULTS OF  
THE ANNUAL GENERAL MEETING,  
THE 2015 FIRST CLASS MEETING OF HOLDERS OF A SHARES  
AND  
THE 2015 FIRST CLASS MEETING OF HOLDERS OF H SHARES  
HELD ON 26 JUNE 2015  
PAYMENT OF FINAL DIVIDEND  
APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND SUPERVISOR  
AND  
APPOINTMENT OF MEMBERS OF BOARD COMMITTEES**

References are made to the notice of the Annual General Meeting (the “AGM”), the notice of the 2015 First Class Meeting of Holders of A Shares (the “**A Shareholders’ Class Meeting**”), the notice of the 2015 First Class Meeting of Holders of H Shares (the “**H Shareholders’ Class Meeting**”) and the circular (the “**Initial Circular**”) of China Molybdenum Co., Ltd.\* (the “**Company**”), all dated 30 April 2015, and the supplemental circular (the “**Supplemental Circular**”) and supplemental notice of AGM of the Company (the “**Supplemental Notice**”), both dated 4 June 2015, containing details of the resolutions tabled before the AGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting (collectively the “**Meetings**”) for Shareholders’ approval. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Initial Circular and the Supplemental Circular.

The Board is pleased to announce that the Meetings were held on Friday, 26 June 2015 at the International Conference Room of Mudu-Lee Royal International Hotel at No. 239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC.

## **I. ATTENDANCE OF THE MEETINGS**

### **(1) Attendance of the AGM**

The number of issued Shares of the Company as at the date of the AGM was 5,076,170,525 Shares, being the total number of Shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. Online voting method was provided to A Shareholders.

Shareholders and authorised proxies holding an aggregate of 3,610,356,167 Shares, representing approximately 71.1236% of the total issued Shares were present at the AGM, and A Shareholders holding an aggregate of 11,300 A Shares voted online at the AGM, representing approximately 0.0002% of the total issued Shares. Among those Shareholders, A Shareholders and authorised proxies holding an aggregate of 3,453,344,775 A Shares, representing approximately 68.0305% of the total issued Shares were present at the AGM; H Shareholders and authorised proxies holding an aggregate of 157,011,392 H Shares, representing approximately 3.0931% of the total issued Shares were present at the AGM.

### **(2) Attendance of the A Shareholders' Class Meeting**

The number of issued A Shares as at the date of the A Shareholders' Class Meeting was 3,765,014,525 Shares, being the total number of A Shares entitling the A Shareholders to attend and vote for or against any of the resolution proposed at the A Shareholders' Class Meeting. Online voting method was provided to A Shareholders.

A Shareholders and authorised proxies holding an aggregate of 3,453,344,775 A Shares, representing approximately 91.7220% of the total issued A Shares were present at the A Shareholders' Class Meeting, and A Shareholders holding an aggregate of 11,300 A Shares voted online at the A Shareholders' Class Meeting, representing approximately 0.0003% of the total issued A Shares.

### **(3) Attendance of the H Shareholders' Class Meeting**

The number of issued H Shares as at the date of the H Shareholders' Class Meeting was 1,311,156,000 Shares, being the total number of H Shares entitling the H Shareholders to attend and vote for or against any of the resolution proposed at the H Shareholders' Class Meeting.

H Shareholders and authorised proxies holding an aggregate of 229,220,392 H Shares, representing approximately 17.4823% of the total issued H Shares were present at the H Shareholders' Class Meeting.

There were no Shares entitling the holders to attend and abstain from voting in favour at the AGM and the H Shareholders' Class Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules. No Shareholder was required under the Hong Kong Listing Rules to abstain from voting on any of the resolutions at the AGM and the H Shareholders' Class Meeting and none of the Shareholders has stated their intention in the Initial Circular and the Supplemental Circular to vote against or to abstain from voting on any of the resolutions at the AGM and the H Shareholders' Class Meeting.

The holding of the Meetings was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association. The Meetings were chaired by Mr. Li Chaochun, the Chairman of the Board.

## II. VOTING RESULTS OF THE MEETINGS

### (1) Voting results of the AGM

All resolutions were considered and passed at the AGM by way of open ballot, and the voting results are as follows:

ORDINARY RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
1.	“To receive and consider the proposal in respect of the financial report of China Molybdenum Co., Ltd.* for the year 2014.”	3,610,355,167 (99.99997%)	1,000 (0.00003%)	–
2.	“To receive and consider the proposal in respect of the financial statements of China Molybdenum Co., Ltd.* for the year 2014.”	3,610,355,167 (99.99997%)	1,000 (0.00003%)	–
3.	“To consider and approve the proposal in respect of the budget report of China Molybdenum Co., Ltd.* for the year 2015.”	3,610,355,167 (99.99997%)	1,000 (0.00003%)	–
4.	“To consider and approve the proposal in respect of the profit distribution plan of China Molybdenum Co., Ltd.* for the year 2014.”	3,610,356,167 (100%)	–	–

ORDINARY RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
5.	“To receive and consider the proposal in respect of the report of the Board of China Molybdenum Co., Ltd.* for the year 2014.”	3,610,355,167 (99.99997%)	1,000 (0.00003%)	–
6.	“To receive and consider the proposal in respect of the report of the supervisory committee of China Molybdenum Co., Ltd.* for the year 2014.”	3,610,356,167 (100%)	–	–
7.	“To receive and consider the proposal in respect of the annual report of China Molybdenum Co., Ltd.* for the year 2014.”	3,610,355,167 (99.99997%)	1,000 (0.00003%)	–
8.	“To consider and approve the proposal in respect of the re-appointment of the external auditors for the year 2015 and its remuneration arrangement.”	3,610,356,167 (100%)	–	–
9.	“To consider and approve the proposal in respect of the renewal of liability insurance for the Directors, Supervisors and senior management.”	3,610,355,167 (99.99997%)	1,000 (0.00003%)	–
10.	“To consider and approve the proposal in respect of the authorisation to the Board to deal with all matters in relation to the distribution of interim dividend and quarterly dividend for the year 2015.”	3,610,356,167 (100%)	–	–

SPECIAL RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
11.	“To consider and approve the proposal in respect of the amendment to the Articles of Association of the Company.”	3,610,254,167 (99.99717%)	102,000 (0.00283%)	–
12.	“To consider and approve the proposal in respect of the determination of the basic remuneration of members of the fourth session of the Board and the supervisory committee of the Company.”	3,610,355,167 (99.99997%)	1,000 (0.00003%)	–
13.	“To consider and approve the granting of a general mandate to the Board to repurchase H Shares.”	3,610,356,167 (100%)	–	–
14.	“To consider and approve the granting of a general mandate to the Board to allot and issue H Shares and A Shares.”	3,574,620,722 (99.01020%)	35,735,445 (0.98980%)	–
15.	“To consider and approve the proposal in respect of the mandate to the Board to issue short-term financing bonds.”	3,610,356,167 (100%)	–	–
16.	“To consider and approve the proposal in respect of the mandate to the Board to issue medium-term notes.”	3,610,356,167 (100%)	–	–
17.	“To consider and approve the proposal in respect of the mandate to the Board to issue bonds in overseas market and provide related guarantee.”	3,610,355,167 (99.99997%)	1,000 (0.00003%)	–

<b>SPECIAL RESOLUTIONS</b>		
18.	“To consider and approve the proposal in respect of the elections of executive Directors and non-executive Directors of the fourth session of the Board:	<b>These resolutions were voted by way of cumulative voting system</b> <b>No. of votes (%)</b>
	18.1 To elect Mr. Li Chaochun as an executive Director	3,606,907,491 (99.90448%)
	18.2 To elect Mr. Li Faben as an executive Director	3,607,603,491 (99.92376%)
	18.3 To elect Mr. Yuan Honglin as a non-executive Director	3,607,419,491 (99.91866%)
	18.4 To elect Mr. Ma Hui as a non-executive Director	3,607,419,491 (99.91866%)
	18.5 To elect Mr. Cheng Yunlei as a non-executive Director”	3,607,419,491 (99.91866%)
19.	“To consider and approve the proposal in respect of the elections of independent non-executive Directors of the fourth session of the Board:	<b>These resolutions were voted by way of cumulative voting system</b> <b>No. of votes (%)</b>
	19.1 To elect Mr. Bai Yanchun as an independent non-executive Director	3,610,351,067 (99.99986%)
	19.2 To elect Mr. Xu Shan as an independent non-executive Director	3,610,351,567 (99.99987%)
	19.3 To elect Mr. Cheng Gordon as an independent non-executive Director”	3,610,351,567 (99.99987%)
20.	“To consider and approve the proposal in respect of the elections of Supervisors of the fourth session of the supervisory committee:	<b>These resolutions were voted by way of cumulative voting system</b> <b>No. of votes (%)</b>
	20.1 To elect Mr. Zhang Zhenhao as a Supervisor	3,607,486,567 (99.92052%)
	20.2 To elect Ms. Kou Youmin as a Supervisor”	3,607,486,567 (99.92052%)

ORDINARY RESOLUTION		No. of votes (%)		
		For	Against	Abstain
21.	“To consider and approve the proposal in respect of the purchase of wealth management products not exceeding RMB2.5 billion.”	3,585,690,355 (99.31680%)	23,969,812 (0.66392%)	696,000 (0.01928%)

**(2) Voting results of the A Shareholders’ Class Meeting**

The resolution at the A Shareholders’ Class Meeting was put to the vote by way of open ballot and was approved by the A Shareholders. The poll results of the resolution at the A Shareholders’ Class Meeting are as follows:

SPECIAL RESOLUTION		No. of votes (%)		
		For	Against	Abstain
	“To consider and approve the granting of a general mandate to the Board to repurchase H Shares.”	3,453,336,075 (99.99975%)	8,700 (0.00025%)	–

**(3) Voting results of the H Shareholders’ Class Meeting**

The resolution at the H Shareholders’ Class Meeting was put to the vote by way of open ballot and was approved by the H Shareholders. The poll results of the resolution at the H Shareholders’ Class Meeting are as follows:

SPECIAL RESOLUTION		No. of votes (%)		
		For	Against	Abstain
	“To consider and approve the granting of a general mandate to the Board to repurchase H Shares.”	229,220,392 (100%)	–	–

Two representatives from the Shareholders, a representative from Llinks Law Offices, a representative from Deloitte Touche Tohmatsu Certified Public Accountants LLP and Mr. Yin Dongfang, the Company’s Supervisor, were appointed as the joint scrutineers for the vote-taking and vote-calculating at the Meetings.

Deloitte Touche Tohmatsu Certified Public Accountants LLP, the auditors of the Company, acted as the joint scrutineers and compared the poll results summary to the poll forms collected and provided by the Company. The work performed by Deloitte Touche Tohmatsu Certified Public Accountants LLP in this respect did not constitute an assurance engagement in accordance with China Standards on Auditing (中國註冊會計師審計準則), China Standards on Review Engagements (中國註冊會計師審閱準則) or China Standards on Other Assurance Engagements (中國註冊會計師其他鑒證業務準則) nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

### **III. ATTESTATION BY LAWYERS**

The aforesaid Meetings were attested by Llinks Law Offices, which issued a legal opinion, certifying that the convening and procedures of the Meetings, the qualification of the attendees, the qualification of the convener, and the voting procedures and results were in compliance with the relevant PRC laws and regulations and the Articles of Association. The resolutions passed at the aforesaid Meetings were lawful and valid.

### **IV. PAYMENT OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2014**

The Board wishes to inform the H Shareholders that the details of the payment of the Final Dividend are as follows:

The Company will pay a Final Dividend of RMB0.18 per share (tax inclusive) for the year ended 31 December 2014 to H Shareholders whose names appeared on the register of members of H Shares (the “**H Share Register of Members**”) of the Company on Thursday, 9 July 2015 (the “**Reference Date**”). The actual amount of H Shares Final Dividend paid in Hong Kong dollars is calculated on the average of the mean exchange rate of the conversion of Renminbi against Hong Kong dollars as announced by the People’s Bank of China one calendar week preceding Friday, 26 June 2015, the date of AGM at which the Final Dividend is declared, (i.e. RMB0.78859 against HK\$1.00), being a cash dividend of HK\$0.228255 per H Share (tax inclusive).



In accordance with the “Enterprise Income Tax Law of the People’s Republic of China” and its implementation regulations which became effective on 1 January 2008 and other relevant rules and regulations (collectively, the “**PRC Tax Law**”), the Company has an obligation to withhold and pay corporate income tax at the rate of 10% when distributing the Final Dividend to non-resident enterprises (such term shall have the meaning as defined under the PRC Tax Law) whose names appear on the H Share Register of Members on the Reference Date. Any Shares registered in the name of non-individual Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other organizations and groups will be treated as being held by non-resident enterprise and therefore, the dividends attributable to such Shareholders should be paid after deducting the enterprise income tax. The Company will withhold and pay personal income tax at the rate of 10% for all the non-resident individual Shareholders. Therefore, dividends attributable to the non-resident individual Shareholders will be paid after deducting the 10% personal income tax. A resident enterprise (such term shall have the meaning as defined under the PRC Tax Law) whose name appears on the H Share Register of Members who does not wish to have the corporate income tax withheld for payment should lodge with Computershare Hong Kong Investor Services Limited the relevant documents issued by the relevant PRC tax authority certifying that it is a resident enterprise, at or before 4:30 p.m. on Friday, 3 July 2015. The address of Computershare Hong Kong Investor Services Limited is at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. The Company will withhold payment for the corporate income tax strictly in accordance with the PRC Tax Law and the requirements of the relevant government authorities. The Company assumes no responsibility and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any dispute over the arrangement of withholding. Shareholders are recommended to consult their tax advisors regarding the PRC, Hong Kong and other tax effects involved in their holding and disposing of H Shares of the Company.

In order to determine the list of H Shareholders who are entitled to receive the Final Dividend, the H Share Register of Members will be closed from Saturday, 4 July 2015 to Thursday, 9 July 2015 (both days inclusive), during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share Register of Members as at the Reference Date (i.e. Thursday, 9 July 2015) will be entitled to receive the Final Dividend. In order for the H Shareholders to qualify for the Final Dividend, H 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, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Friday, 3 July 2015.

The Company will appoint a receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent the Final Dividend declared for payment to holders of H Shares. The Final Dividend will be paid by the Receiving Agent on Friday, 31 July 2015. The cheques will be dispatched to holders of H Shares by ordinary post at their own risk.

An announcement regarding the details of payment of Final Dividend to A Shareholders and relevant matters will be published on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

## **V. APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND SUPERVISOR**

The biographical details of the non-executive Directors appointed by the above special resolutions numbers 18.4 and 18.5 as approved by the Shareholders at the AGM are set out as follows:

**Mr. Ma Hui**, aged 44, is a senior accountant, certified accountant and certified asset valuer. Mr. Ma has been our non-executive Director since 26 June 2015 and Vice Chairman since 27 June 2015. Mr. Ma graduated from Central Institute of Finance and Economics and obtained a Bachelor’s degree in economics in 1994. From September 1994 to March 2008, he worked in Luoyang Zhong Hua Certified Public Accountants Company Limited (洛陽中華會計師事務所有限公司) (formerly known as Luoyang Certified Public Accounting Firm (洛陽會計師事務所)) engaging in work such as audit, evaluation and financial consultancy, and had served as the department manager of evaluation department, a director and an assistant to the president. He served as the chief financial officer of Luoyang Mining Group Co., Ltd. (洛陽礦業集團有限公司) since April 2008; and the deputy general manager of Luoyang Guohong Investment Group Co., Ltd. (洛陽國宏投資集團有限公司) and the chief financial officer of Luoyang Mining Group Co., Ltd. since July 2013.

Mr. Ma has been appointed by the Shareholders as a non-executive Director with a term of office commencing from the date on which the relevant special resolution was passed at the AGM until the conclusion of the 2017 AGM of the Company, subject to retirement by rotation and re-election at the 2017 AGM pursuant to the Articles of Association. His remuneration will be determined by the Board with reference to his duties, responsibilities and the performance and results of the Company, and shall be reviewed by the remuneration committee from time to time. Mr. Ma is entitled to an annual director’s remuneration of RMB90,000. His remuneration is covered by the service contract to be entered into with the Company and any subsequent revision approved by the Board, if any.

Save as disclosed above, as at the date of this announcement, Mr. Ma does not have any relationship with any Directors, senior management or substantial shareholders of the Company, and does not hold any other positions in the Company or any subsidiaries of the Company or any other directorships in listed public companies in the last three years.

As at the date of this announcement, Mr. Ma does not have any interests or 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 SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Ma as a non-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 Hong Kong Listing Rules.

**Mr. Cheng Yunlei**, aged 33, is an accountant and certified accountant. Mr. Cheng has been our non-executive Director since 26 June 2015. Mr. Cheng graduated from Henan University of Science and Technology and obtained a Bachelor's degree in management in 2006. From July 2006 to October 2007, he worked in the No. 2 Audit Department of Luoyang Zhong Hua Certified Public Accountants Company Limited engaging in audit and financial consultancy work. He has served as the chief accountant and the person in charge of the finance and audit department of Luoyang Mining Group Co., Ltd. since November 2007. He served as the person in charge of the finance department of Luoyang Non-ferrous Mining Group Co., Ltd. (洛陽有色礦業集團有限公司) from September 2011 to June 2014, during which, he concurrently served as a supervisor of Luoyang Non-ferrous Mining Group Co., Ltd., Luoyang Jinqiao Mining Co., Ltd. (洛陽錦橋礦業有限公司) and Luoning Jinlong Mining Co., Ltd. (洛寧金龍礦業有限公司). Since January 2015, Mr. Cheng has served as the general manager of the planning and finance department of Luoyang Guohong Investment Group Co., Ltd. and the general manager of finance department of Luoyang Mining Group Co., Ltd..

Mr. Cheng has been appointed by the Shareholders as a non-executive Director with a term of office commencing from the date on which the relevant special resolution was passed at the AGM until the conclusion of the 2017 AGM of the Company, subject to retirement by rotation and re-election at the 2017 AGM pursuant to the Articles of Association. His remuneration will be determined by the Board with reference to his duties, responsibilities and the performance and results of the Company, and shall be reviewed by the remuneration committee from time to time. Mr. Cheng is entitled to an annual director's remuneration of RMB90,000. His remuneration is covered by the service contract to be entered into with the Company and any subsequent revision approved by the Board, if any.

Save as disclosed above, as at the date of this announcement, Mr. Cheng does not have any relationship with any Directors, senior management or substantial shareholders of the Company, and does not hold any other positions in the Company or any subsidiaries of the Company or any other directorships in listed public companies in the last three years.

As at the date of this announcement, Mr. Cheng does not have any interests or 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 SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Cheng as a non-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 Hong Kong Listing Rules.

The biographical details of the Supervisor appointed by the above special resolution number 20.2 as approved by the Shareholders at the AGM are set out as follows:

**Ms. Kou Youmin**, aged 50, a senior accountant. Ms. Kou has been the chairperson of our supervisory committee since 27 June 2015. Ms. Kou graduated from Henan Institute of Finance and Economics majoring in accounting in 1999. She served as a technician at Luoyang Liming Plastic Plant (洛陽黎明塑料總廠) from August 1986 to January 1988; an accountant of Luoyang Changfeng Construction Material Store (洛陽長豐建材商店) from January 1988 to October 1992; an accountant of Luoyang Bearings Group Plastic Packing Manufacturing Plant (洛陽軸承集團塑料包裝製品廠) from October 1992 to September 1997; and the head of financial department of Luoyang Bearings Group Railway Bearings Co., Ltd. (洛陽軸承集團鐵路軸承有限公司) from September 1997 to March 2009. Ms. Kou has served as the head of financial department and the chief financial officer of Luoyang State-owned Assets Operation Company Limited and concurrently served as a supervisor of Luoyang Luozhou Assets Operation and Management Company Limited (洛陽洛軸資產經營管理有限公司) and Luoyang Glory Property Co., Ltd. (洛陽國瑞置業有限公司) since March 2009. She also served as an executive supervisor of Luoyang Guochen Commerce and Trade Co., Ltd. (洛陽國辰商貿有限公司) since September 2012; a director of Luoyang Coal Power Group Company Limited (洛陽煤電集團有限公司) since August 2013; an executive supervisor of Luoyang Guorun Medium and Small Enterprise Services Co., Ltd. (洛陽國潤中小企業服務有限公司) since March 2014; and an assistant to general manager and the general manager of supervisory and audit department of Luoyang Guohong Investment Group Co., Ltd. since January 2015.

Ms. Kou has been appointed by the Shareholders as a Supervisor with a term of office commencing from the date on which the relevant special resolution was passed at the AGM until the conclusion of the 2017 AGM of the Company, subject to retirement by rotation and re-election at the 2017 AGM pursuant to the Articles of Association. Her remuneration will be determined by the Board with reference to her duties, responsibilities and the performance and results of the Company, and shall be reviewed by the remuneration committee from time to time. Ms. Kou is entitled to an annual supervisor's remuneration of RMB90,000. Her remuneration is covered by the service contract to be entered into with the Company and any subsequent revision approved by the Board, if any.

Save as disclosed above, as at the date of this announcement, Ms. Kou does not have any relationship with any Directors, senior management or substantial shareholders of the Company, and does not hold any other positions in the Company or any subsidiaries of the Company or any other directorships in listed public companies in the last three years.

As at the date of this announcement, Ms. Kou does not have any interests or 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 SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. Kou as a Supervisor 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 Hong Kong Listing Rules.

## **VI. APPOINTMENT OF MEMBERS OF BOARD COMMITTEES**

The Board is pleased to announce that, at the first meeting of the fourth session of the Board convened immediately after the conclusion of the Meetings, the Board unanimously resolved that:

- (1) Mr. Li Chaochun is appointed as the Chairman of the Company, Mr. Ma Hui is appointed as the Vice Chairman of the Company, Mr. Li Faben is appointed as the General Manager of the Company, with effect from 27 June 2015 until the conclusion of the Company's 2017 AGM.

(2) The composition of each of the Audit Committee, Nomination Committee, Remuneration Committee and Strategic Committee of the fourth session of the Board are as follows, with effect from 27 June 2015:

(i) Audit Committee comprises the following Directors:

Mr. Xu Shan (*independent non-executive Director*) (*Chairman*)

Mr. Yuan Honglin (*non-executive Director*)

Mr. Cheng Gordon (*independent non-executive Director*)

(ii) Nomination Committee comprises the following Directors:

Mr. Bai Yanchun (*independent non-executive Director*) (*Chairman*)

Mr. Li Chaochun (*executive Director*) (*Vice Chairman*)

Mr. Xu Shan (*independent non-executive Director*)

Mr. Cheng Gordon (*independent non-executive Director*)

(iii) Remuneration Committee comprises the following Directors:

Mr. Bai Yanchun (*independent non-executive Director*) (*Chairman*)

Mr. Yuan Honglin (*non-executive Director*)

Mr. Cheng Gordon (*independent non-executive Director*)

(iv) Strategic Committee comprises the following Directors:

Mr. Li Chaochun (*executive Director*) (*Chairman*)

Mr. Li Faben (*executive Director*)

Mr. Yuan Honglin (*non-executive Director*)

Mr. Bai Yanchun (*independent non-executive Director*)

At the first meeting of the fourth session of the supervisory committee of the Company convened immediately after the conclusion of the Meetings, Ms. Kou Youmin is appointed as the chairperson of the supervisory committee, with effect from 27 June 2015 until the conclusion of the Company's 2017 AGM.

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

Luoyang City, Henan Province, the PRC, 28 June 2015

*As at the date of this announcement, the Company's executive Directors are Messrs. Li Chaochun and Li Faben; the non-executive Directors are Messrs. Ma Hui, Yuan Honglin and Cheng Yunlei; and the independent non-executive Directors are Messrs. Bai Yanchun, Xu Shan and Cheng Gordon.*

\* *For identification purposes only*