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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 “Second Indicative Announcement on Redemption Implementation of “CMOC Convertible Bonds”” announced by China Molybdenum Co., Ltd.\* (the “**Company**”) 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, the People's Republic of China, 30 June 2015

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

\* *For identification purposes only*



**CHINA MOLYBDENUM CO., LTD.\*  
SECOND INDICATIVE ANNOUNCEMENT ON REDEMPTION  
IMPLEMENTATION 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.**

**IMPORTANT CONTENT NOTICE:**

- Redemption record date: 9 July 2015
- Redemption price: RMB103 per bond (including interest for the current period)
- Redemption payment date: 16 July 2015
- Starting from the next trading day (10 July 2015) after the redemption record date, trading and conversion of “CMOC Convertible Bonds” shall be suspended. Upon the completion of the early redemption, “CMOC Convertible Bonds” will be delisted from the Shanghai Stock Exchange.

China Molybdenum Co., Ltd.\* (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.

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). Pursuant to the provisions stipulated in the “Prospectus in relation to Public Issuance of A Shares Convertible Corporate Bonds” of the Company, the conditional redemption provisions of the convertible bonds were first triggered. The “Resolution in respect of the Early Redemption of CMOC Convertible Bonds” was considered and approved at the twenty-ninth extraordinary meeting of the third session of the board of directors of the Company. The Company decided to exercise its right of conditional redemption for the CMOC Convertible Bonds to redeem all outstanding CMOC Convertible Bonds which appear on the register of bonds as at the redemption record date.

Pursuant to the relevant provisions of the “Administrative Measures for the Issuance of Securities by Listed Companies”, the “Rules Governing the Listing of Stocks on the Shanghai Stock Exchange” and the “Prospectus in relation to Public Issuance of A Shares Convertible Corporate Bonds” of the Company, the matters in relation to the redemption are hereby announced to all holders of CMOC Convertible Bonds as follows:

## **I. REDEMPTION PROVISIONS**

The redemption provisions agreed in the “Prospectus in relation to Public Issuance of A Shares Convertible Corporate Bonds” of the Company are as follows:

- (I) Redemption on maturity provision: All of the convertible bonds which have not been converted shall be redeemed by the Company from investors at 108% of the par value of the convertible bonds under the issuance (including annual interest for the final term) within 5 trading days upon the maturity of the convertible bonds under the issuance.
- (II) Conditional redemption provision: 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.

## **II. MATTERS RELATED TO THE REDEMPTION OF THE CONVERTIBLE BONDS**

### **(I) Satisfaction of the redemption conditions**

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). Pursuant to the provisions stipulated in the “Prospectus in relation to Public Issuance of A Shares Convertible Corporate Bonds” of the Company, the conditional redemption conditions of CMOCC Convertible Bonds were first triggered.

### **(II) Redemption record date**

The target of the current redemption is all holders of CMOCC Convertible Bonds which appear on the register of bonds at the China Securities Depository Clearing Corporation Limited Shanghai Branch (the “**CSDCCL Shanghai Branch**”) after trading hours of the Shanghai Stock Exchange on 9 July 2015.

### **(III) Redemption price**

Pursuant to the conditional redemption provisions stipulated in the “Prospectus in relation to Public Issuance of A Shares Convertible Corporate Bonds” of the Company, the redemption price is RMB103 per bond (including annual interest for the current period).

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 (9 July 2015) for the current year (inclusive of the first day but exclusive of the last day).

The accrued interest for the current period  $IA=B \times i \times t / 365=100 \times 0.5\% \times 219 / 365=$  RMB0.3 per bond.

The actual redemption price for domestic natural person investors is RMB102.94 per bond after deduction of income tax (at a tax rate of 20%, withheld by the Company); the actual redemption price for QFII (qualified foreign institutional investor) is RMB102.97 per bond after deduction of income tax (at a tax rate of 10%, withheld by the Company). The actual redemption price for domestic institutional investors is RMB103 per bond, and the Company will not withhold any income tax.

#### **(IV) Redemption procedures**

Prior to the end of the redemption period, the Company will issue at least three reminder announcements regarding the redemption of CMOC Convertible Bonds in China Securities Journal, Shanghai Securities News and on the websites of Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) and the Company ([www.chinamoly.com](http://www.chinamoly.com)), notifying the holders of CMOC Convertible Bonds regarding various matters of the redemption.

Upon the Company's exercise of its right of redemption in full, all CMOC Convertible Bonds registered at the CSDCCL Shanghai Branch will be frozen starting from the next trading day (10 July 2015) after the redemption record date.

At the end of the redemption by the Company, the Company will announce the redemption results and the impact of the redemption on the Company in China Securities Journal, Shanghai Securities News and on the websites of Shanghai Stock Exchange (www.sse.com.cn) and the Company (www.chinamolymoly.com).

**(V) Redemption payment date: 16 July 2015**

The Company shall engage CSDCCL Shanghai Branch to distribute, through CSDCCL Shanghai Branch's settlement system, the redemption monies to the holders of CMOC Convertible Bonds which appear on the register of bonds on the redemption date and have carried out the designated transactions with the member units of the Shanghai Stock Exchange, and to make corresponding reductions in the amount of CMOC Convertible Bonds held by such holders. Investors who have carried out the entire designated transactions can receive their redemption payments on the payment date at the designated securities business department. The redemption monies of the investors who have not yet carried out designated transactions will be temporarily held by the CSDCCL Shanghai Branch, and will be distributed once the designated transactions have been made by the relevant investors.

**(VI) Trading and conversion into shares**

Starting from the next trading day (10 July 2015) after the redemption record date, trading and conversion of "CMOC Convertible Bonds" shall be suspended. Upon the completion of the early redemption, "CMOC Convertible Bonds" will be delisted from the Shanghai Stock Exchange.

**III. CONTACT INFORMATION**

Contact: the Office of the Board of the Company

Tel: (0379) 68658017

Announcement is hereby given.

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

30 June 2015