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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 in Relation to the Results of the Conversion of Convertible Bonds and Changes in the Share Capital” 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, People's Republic of China, 2 July 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.*
ANNOUNCEMENT IN RELATION TO THE RESULTS OF THE
CONVERSION OF CONVERTIBLE BONDS AND CHANGES IN
SHARE CAPITAL

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:

- An aggregate number of 6,019,340 CMOC Convertible Bonds has been converted into 68,557,192 shares of the Company, with an aggregate amount of RMB601,934,000, representing 1.35% of the total number of issued shares of the Company before conversion of the convertible bonds.
- As at 30 June 2015, the outstanding amount of CMOC Convertible Bonds was RMB4,298,066,000, representing 87.72% of the principal amount of CMOC Convertible Bonds issued.

I. ISSUANCE AND LISTING OF CONVERTIBLE BONDS

As approved by the license No. [2014] 1246 promulgated by the China Securities Regulatory Commission, the Company made a public issuance of 4.9 million board lots of convertible corporate bonds on 2 December 2014, each with the nominal amount of RMB100 and the aggregate issuance amount of RMB4.9 billion.

The existing A shareholders of the Company are entitled to preferential placement of the convertible bonds. The remaining portion after the preferential placement to A shareholders and the portion which has been given up by the existing A shareholders will be issued by way of offline placement to institutional investors and online subscription through the trading system of the Shanghai Stock Exchange. The balance shall be underwritten by the joint lead underwriters.

As approved by the Self-discipline Regulatory Decision [2014] No. 681 promulgated by the Shanghai Stock Exchange, the RMB4.9 billion convertible bonds of the Company have been listed and traded on the Shanghai Stock Exchange since 16 December 2014 (Bond Abbreviation: CMOC Convertible Bonds, Bond Code: 113501). Such convertible corporate bonds could be repurchased by way of pledge upon listing, and the reporting and re-conversion code of the pledged bonds is 105822.

Pursuant to the relevant stipulations and the agreement in the “Statement in relation to the Listing of the A Shares Convertible Corporate Bonds Publicly Issued by CMOC”, the CMOC Convertible Bonds issued by the Company would be converted into shares of the Company commencing from 2 June 2015, with the conversion price of RMB8.78 per share.

II. CONVERSION OF CONVERTIBLE BONDS

As at 1 June 2015, the total number of the share capital of the Company amounted to 5,076,170,525, including 3,765,014,525 A shares. For the period from 2 June 2015 to the closing of trading on 30 June 2015, the CMOC Convertible Bonds (113501) issued by the Company in an amount of RMB601,934,000 have been converted into the shares named “CMOC” (603993) issued by the Company, with 68,557,192 converted shares in aggregate, representing 1.35% of the total number of issued shares of the Company before conversion of the convertible bonds or 1.33% of the total number of issued shares of the Company as at 30 June 2015. The outstanding amount of CMOC Convertible Bonds was RMB4,298,066,000, representing 87.72% of the principal amount of CMOC Convertible Bonds issued.

III. CHANGES IN THE SHARE CAPITAL

Changes in the share capital resulting from the conversion of the convertible bonds

Unit: shares

Class of Shares	Before conversion (1 June 2015)	Shares converted in this conversion	Upon conversion (30 June 2015)
A Shares subject to trading moratorium	1,796,593,475	0	1,796,593,475
A Shares without trading moratorium	1,968,421,050	68,557,192	2,036,978,242
Total share capital of A shares	3,765,014,525	68,557,192	3,833,571,717
Total share capital of H shares	1,311,156,000	–	1,311,156,000
Total share capital	5,076,170,525	68,557,192	5,144,727,717

IV. OTHERS

Should investors need to know relevant conditions in relation to the CMOC Convertible Bonds, please refer to the “Statement in relation to the Listing of the A Shares Convertible Corporate Bonds Publicly Issued by CMOC” in the Shanghai Securities News and China Securities Daily.

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Announcement is hereby given.

The Board of China Molybdenum Co., Ltd.*
2 July 2015