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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 “Seventh 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](http://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, 8 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.\***

### **SEVENTH 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. During normal trading hours on the trading days in the conversion period, holders may apply for the conversion of CMOC Convertible Bonds in their own accounts into shares of the Company, in whole or in part, through the trading system of The Shanghai Stock Exchange. The conversion code is 191501 and the conversion of the convertible bonds is for sale at a price of RMB100. The application unit for convertible bonds is calculated by board lot size with the nominal amount of RMB1,000 per board lot size, and the minimum unit of converted shares is one share. The number of converted shares will be calculated in aggregate in case of multiple applications for conversion on a single trading day. The application for conversion shall be irrevocable once confirmed.

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.chinamoly.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**

During normal trading hours on the trading day prior to the redemption record date, holders may apply for conversion of the CMOC Convertible Bonds in their own accounts into shares of the Company, in whole or in part, through the trading system of The Shanghai Stock Exchange. The relevant information of the conversion application is set out as follows:

1. Code and abbreviation of the convertible bonds

Code of the convertible bonds: 191501

Abbreviation of the convertible bonds: CMOC Convertible Bonds

2. Application procedure of the convertible bonds

(1) Application for the convertible bonds shall be conducted in compliance with the relevant provisions of The Shanghai Stock Exchange pursuant to the offering method through the trading system of The Shanghai Stock Exchange.

- (2) The holders may apply for conversion of all or part of the CMOC Convertible Bonds in their own accounts into shares of the Company.
- (3) The application unit for conversion of the convertible bonds is calculated by board lot size with the nominal amount of RMB1,000 per board lot size, and the minimum unit of converted shares is one share. The number of converted shares will be calculated in aggregate in case of multiple applications for conversion on a single trading day. The number of convertible bonds under the application held by holders must be integral multiples of shares. If the balance of the remaining shares to be applied for conversion by a holder of the convertible bonds is insufficient to be converted into one share, the Company shall cash the nominal amount and interest of such convertible bonds within five trading days upon the conversion applied by the holders of convertible bonds in accordance with relevant provisions stipulated by The Shanghai Stock Exchange and other authorities.
- (4) The conversion for the convertible bonds is for sale at a price of RMB100. The application for conversion shall be irrevocable once confirmed.
- (5) The application for dealing in convertible bonds shall be conducted prior to the application for conversion. If the number of shares to be applied for conversion exceeds the balance of convertible bonds on such day after settlement, the number of convertible shares shall be calculated with reference to the actual number of convertible bonds (i.e. the remaining balance of the day).

### 3. Application time of the convertible bonds

Holders may apply for conversion during normal trading hours on trading days of The Shanghai Stock Exchange during the conversion period except the following:

1. the trade suspension period of the convertible bonds before the cessation of trading of CMOC Convertible Bonds;
2. the trade suspension period of the shares of the Company;
3. the period during which the Company must apply for suspension of conversion according to the relevant provisions.

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.\***

8 July 2015