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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 Redemption Results, Payment and Delisting 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, 10 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 ON REDEMPTION RESULTS, PAYMENT  
AND DELISTING 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 quantity: 455,580 convertible bonds
- Total amount of redemption payment: RMB45,558,000
- Redemption payment date: 16 July 2015
- Delisting date of convertible bonds: 16 July 2015

**I. ISSUANCE AND LISTING OF CONVERTIBLE BONDS**

As approved by the license No. [2014] 1246 promulgated by the China Securities Regulatory Commission (CSRC), the Company publicly issued 4.9 million 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 original A shareholders of the Company are entitled to preferential placement of the convertible bonds. The remaining portion after the preferential placement to the original A shareholders and the portion which has been given up by the original 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 corporate 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 requirements and as stipulated in the “Statement in relation to the Listing of the A Shares Convertible Corporate Bonds Publicly Issued by China Molybdenum Co., Ltd.\*”, 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. ANNOUNCEMENT ON REDEMPTION OF THE CONVERTIBLE BONDS**

### **1. Redemption Reasons**

The closing prices of the shares of the Company for the 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 at the price of RMB103 per bond (including the annual interests incurred in the current period).

### **2. Redemption Time**

The redemption record date of CMOC Convertible Bonds is 9 July 2015.

### **3. Redemption Procedures**

During the period from 25 June 2015 to 9 July 2015, the Company published Announcements on Redemption Implementation of CMOC Convertible Bonds on nine occasions on information disclosure media designated by the CSRC, notifying the holders of CMOC Convertible Bonds with the relevant matters in relation to the redemption. In addition, the Company has redeemed certain part of CMOC Convertible Bonds which have not been converted into shares as at the redemption record date (i.e. 9 July 2015).

### **III. REDEMPTION RESULTS OF THE CONVERTIBLE BONDS**

#### **1. Convertible shares**

After trading hours on 9 July 2015, the balance of all CMOC Convertible Bonds which appear on the register of bonds at the CSDCC Shanghai Branch amounts to RMB45,558,000 (455,580 convertible bonds), representing 0.93% of the total issued convertible bonds of the Company of RMB4.9 billion (49 million convertible bonds). The aggregate number of convertible bonds amounts to 552,895,708 shares, representing 10.89% of the total issued shares of 5,076,170,525 shares of the Company prior to the conversion of “CMOC Convertible Bonds”, which results in an increase in the total share capital to 5,629,066,233 shares.

#### **2. Suspension of trading and conversion**

From 10 July 2015, trading of CMOC Convertible Bonds (113501) and the conversion of CMOC Convertible Shares (191501) will be suspended. The outstanding CMOC Convertible Bonds of RMB45,558,000 (455,580 convertible bonds) will be frozen.

#### **3. The redemption**

Redemption quantity: 455,580 convertible bonds

Total amount of redemption payment: RMB45,558,000

Redemption payment date: 16 July 2015

### **IV. IMPACTS OF THE REDEMPTION TO THE COMPANY**

The amount of redemption of the Convertible Bonds of the Company is RMB45,558,000, representing 0.93% of the total issued amount of CMOC Convertible Bonds of RMB4.9 billion, which results in a cash outflow of RMB45,558,000 in funds raising activities of the Company but has no impact on the use of funds of the Company.

After trading hours on 9 July 2015, among the RMB4.9 billion CMOC Convertible Bonds issued by the Company, a total of RMB4,854,442,000 of which has been converted to A shares of the Company. The aggregate number of converted shares amounts to 552,895,708 shares. The aggregate number of converted shares represents 10.89% of the total issued shares of 5,076,170,525 shares of the Company prior to the conversion of CMOC Convertible Bonds.

Upon the completion of the conversion of CMOC Convertible Bonds, the total share capital of the Company will be increased to 5,629,066,233 shares, which will also increase the capital of the Company and improve the Company's risk resistance capacity. In addition, due to the increase in the share capital, earnings per share of the Company will be diluted.

## **V. DELISTING ARRANGEMENT**

From 16 July 2015, CMOC Convertible Bonds (113501) and CMOC Convertible Shares (191501) of the Company will be delisted from the Shanghai Stock Exchange.

Announcement is hereby given.

**The board of directors of China Molybdenum Co., Ltd.\***  
10 July 2015