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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 AND INSIDE INFORMATION ANNOUNCEMENT

This announcement is made pursuant to Rules 13.09 and 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The following sets out the “Announcement on Resolutions of the Fourth Meeting of the Fourth Session of the Board of Directors of China Molybdenum Co., Ltd.*” 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, 26 January 2016

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 RESOLUTIONS OF THE FOURTH MEETING
OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS**

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.

The notice of the Fourth Meeting of the Fourth Session of the Board of Directors of China Molybdenum Co., Ltd.* was issued by way of e-mail. The meeting was convened at Lee Royal Hotel Mudu, Luoyang City, Henan Province on 26 January 2016. There were 8 directors eligible for attending the meeting and 8 directors were present. The Supervisors, chief financial officer, secretary to the Board of Directors and office staff of the Board of Directors attended the meeting. The meeting was convened in accordance with the provisions stipulated in relevant laws, regulations and the articles of association of the Company. The meeting and the resolutions approved are legal and valid. The meeting was presided over by Mr. Li Chaochun, the Chairman of the Company. After thorough discussion, the below resolutions were considered and approved by the present directors:

I. Considered and approved the “Resolution in relation to the 2016 Annual Financial Budget Report of the Company”.

After directors’ discussion, the “2016 Annual Financial Budget Report of China Molybdenum Co., Ltd.” was considered and approved by the Board.

The Board believed that the budget report of the Company for the year of 2016 was prepared according to facts and without reservation, with each budgetary unit taking into full consideration the actual capacity and business needs for the year of 2016, which reflected the general requirements to strengthen the internal management, seize the development opportunity and increase shareholders’ income.

In 2016, the output target for principal products and the production cost in unit cash of metal are as follows: 16,058 tonnes of molybdenum concentrates (containing 100% MO) with a planned cash cost of production of RMB56,298/tonne (net of resource tax, depreciation and amortisation, sales and general management costs), and 8,850 tonnes of tungsten concentrates (containing 100% WO₃) with a planned cash cost of production of RMB14,879/tonne (net of resource tax, depreciation and amortisation, sales and general management costs); the estimated output of Northparkes copper and gold mine operations in Australia in 2016: saleable copper metal of 39,368 tonnes (calculated based on 80% of equity interests) with C1 cash cost of US\$0.77/pound, and saleable gold of 35,053 ounces (calculated based on 80% of equity interests), C1 cash cost means: cash operating costs (including mining, processing, site administration expenses, logistics and smelting/refining costs) after deduction of the earnings generated from by-products.

Voting results of such resolution: in favour: 8; abstained from voting: 0; against: 0.

The resolution is subject to consideration and approval at the annual general meeting of the Company.

II. Considered and approved the “Resolution in relation to the Appointment of the Deputy General Managers of the Company”.

On 26 January 2016, the Company received the resignations from Mr. Wang Qinxì, the standing deputy general manager of the Company, and Mr. Yang Jianbo and Mr. Wang Bin, both being deputy general managers, due to personal job change. Mr. Wang Qinxì, Mr. Yang Jianbo and Mr. Wang Bin have confirmed that they have no disagreement with the Company and the Board of Directors and there is no matter relating to their resignations that needs to be brought to the attention of the shareholders.

The Company would like to express its sincere gratitude to Mr. Wang Qinxì, Mr. Yang Jianbo and Mr. Wang Bin for their contributions to the Company during their tenure.

Upon discussion with the Directors attending the meeting, the Board has decided to appoint Mr. Jing Shìgun and Mr. Wang Yonghong as deputy general managers of the Company with effect from the date of passing the resolution by the Board to the expiration of the term of the fourth session of the Board.

Voting results of such resolution: in favour: 8; abstained from voting: 0; against: 0.

Independent directors have issued independent opinions that Mr. Jing Shigun and Mr. Wang Yonghong meet the requirements on qualifications for senior management under the Company Law, the Articles of Association and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, and thus approved the appointment of Mr. Jing Shigun and Mr. Wang Yonghong as deputy general managers of the Company with effect from the date of passing the resolution by the Board to the expiration of the term of the fourth session of the Board.

III. Considered and approved the “Resolution in relation to the Determination of Basic Remuneration of the Staff Representative Supervisor and the Deputy General Managers of the Company”.

The Board of Directors has approved the proposal by the Remuneration Committee on fixing the annual remuneration of Ms. Wang Zhengyan, a staff representative supervisor, and Mr. Jing Shigun (井石滾) and Mr. Wang Yonghong (王永紅), both being deputy general managers of the Company, at RMB320,000. Remuneration of the above persons shall be reviewed by the Remuneration Committee from time to time and be covered by the service contracts to be issued by the Company and any subsequent revision approved by the Board of Directors.

Voting results of such resolution: in favour: 8; against: 0; abstained from voting: 0.

Independent directors have issued independent opinions that the proposal in relation to the basic remuneration of Ms. Wang Zhengyan, Mr. Jing Shigun and Mr. Wang Yonghong is in line with the market conditions and the actual situation of the Company, and thus approved the proposal on basic remuneration.

IV. Considered and approved the “Resolution in relation to the Allocation of Bonuses to Certain Directors and Senior Management Members of the Company for the Year of 2015”.

The Board of Directors has approved the proposal by the Remuneration Committee on granting rewards of operation to certain Directors and senior management members of the Company.

Voting results of such resolution: in favour: 6; against: 0; abstained from voting: 0.

Two Directors, i.e. Mr. Li Chaochun and Mr. Li Faben, abstained from voting.

V. Considered the “Resolution on Lowering the Annual Basic Salary for Executive Directors and Senior Management”.

The Board of Directors has approved the proposal on lowering the annual basic salary for executive Directors and senior management. Unanimously considering the continued downtrend and sluggish situation in the industry, the executive Directors and senior management proactively requested to lower their annual basic salary, which reflects their responsible attitude towards the shareholders of the Company and their determination to go through difficulties with the Company.

The adjustment proposal is set out below:

Name	Annual basic salary before adjustment <i>RMB0'000</i>	Annual basic salary after adjustment <i>RMB0'000</i>	Decrease
Li Chaochun	40	36	-10.0%
Li Faben	40	36	-10.0%
Gu Meifeng	36	33	-8.3%
Jiang Zhongqiang	35	32	-8.6%
Zhang Xinhui	35	32	-8.6%

The above adjustments will come into effect as at 1 February 2016.

Voting results of such resolution: in favour: 6; against: 0; abstained from voting: 0.

Two Directors, i.e. Mr. Li Chaochun and Mr. Li Faben, abstained from voting on the resolutions.

Independent directors have issued independent opinions that the proactive request by executive Directors and senior management for lowering down their annual basic salary is the reflection of the management’s responsible attitudes towards the shareholders of the Company and their ongoing concern on the operating environment and high sense of responsibility as well as their determination of going through difficulties with the Company, and thus approved the proposal on lowering the annual basic salary for executive Directors and senior management.

Announcement is hereby made.

The Board of Directors of China Molybdenum Co., Ltd.*
26 January 2016

Appendix: Profiles

Mr. Jing Shigun (井石滾), aged 49, a senior engineer at professor level, graduated from NorthWest Institute of Light Industry (西北輕工業學院) in July 1989 with a bachelor's degree in engineering, and specialized in Electric Technology. Mr. Jing received his doctor's degree in Management Science and Engineering from Xi'an University of Architecture and Technology in 2012. Mr. Jing has over 20 years of experience in the mining industry. During the period from July 1989 to 2013, he successively served as a technician of Lengshui ore processing of LLMC, deputy manager and manager of Mine Company of CMOC (洛陽鉬業礦山公司). During the period from 2014 to July 2015, he studied and work in the Northparkes copper and gold mines in Australia. Upon his return, he served as the chairman and general manager of Luanchuan County Sanqiang Molybdenum & Tungsten Co., Ltd. (欒川縣三強鉬鎢有限公司).

Mr. Wang Yonghong (王永紅), aged 48, a senior engineer, graduated from Xi'an Metallurgy and Architecture College (西安冶金建築學院) in July 1989 with a bachelor's degree, and specialized in mining engineering. Mr. Wang has over 20 years of experience in the mining industry and had successively served as a technician and head of No. 2 Ore Processing Company of LLMC (洛陽欒川鉬業公司選礦二公司), chairman and general manager of Luanchuan County Dadongpo Tungsten & Molybdenum Co., Ltd. (欒川縣大東坡鎢鉬礦業有限公司) and manager of No. 2 Ore Processing Company of CMOC (洛陽鉬業選礦二公司).