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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)

**MAJOR TRANSACTION
ACQUISITION OF ANGLO AMERICAN PLC'S
NIOBIUM AND PHOSPHATES BUSINESSES
AMENDMENTS TO SALE AND PURCHASE AGREEMENT**

References are made to the announcements of China Molybdenum Co., Ltd.* (the “**Company**”) dated 28 April 2016, 2 May 2016, 13 May 2016, 15 May 2016, 25 May 2016, 21 June 2016, 15 July 2016 and 29 July 2016 in relation to, among others, the acquisition of Anglo American plc’s Niobium and Phosphates Businesses (collectively, the “**Announcements**”). Capitalised terms used in this announcement have the same meanings as those defined in the Announcements, unless otherwise stated herein.

On 4 August 2016, New York time (5 August 2016, Hong Kong time), the Purchaser, the Company, the Vendors and the Vendors’ Guarantor entered into an amending agreement (the “**Amending Agreement**”), pursuant to which certain terms of the Sale and Purchase Agreement, among others, have been amended as described below:

1. Capital Luxembourg Loans Closing Agreement Amendments

As disclosed in the Announcements, pursuant to the Sale and Purchase Agreement, Capital Luxembourg and the Purchaser had initially agreed to enter into a total return swap agreement (referred to as “**the Capital Luxembourg Loans Closing Agreement**”) in respect of the Capital Luxembourg Loans at Completion. Capital

Luxembourg and the Purchaser have now determined that the Capital Luxembourg Loans will be assigned to the Purchaser at Completion. In order to effect this, the Amending Agreement provides that Capital Luxembourg and the Purchaser will enter into a debt assignment agreement at Completion in relation to the Capital Luxembourg Loans, whereby Capital Luxembourg will assign the benefit of the Capital Luxembourg Loans to the Purchaser at Completion and the Purchaser will assume the rights in respect of the Capital Luxembourg Loans.

2. Timetable Amendments

Pursuant to the Sale and Purchase Agreement, it is one of the conditions precedent that the Shareholders approve the Transaction (the “**Shareholder Approval Condition**”), and the Company must, as soon as reasonably practicable, and in any event, i) no later than 90 days after the date of the Sale and Purchase Agreement, prepare and despatch to the Shareholders a notice of meeting for the purpose of approving the Transaction; and ii) no later than 136 days after the date of the Sale and Purchase Agreement, have convened and held a meeting of the Shareholders at which a resolution is put to the Shareholders which, if passed, would result in the satisfaction of the Shareholder Approval condition (the “**Shareholders’ Resolution**”).

Pursuant to the Amending Agreement, in respect of the Shareholder Approval Condition, the Company must, on or before 10 August 2016, despatch to the Shareholders a notice of meeting for the purpose of approving the Transaction, and no later than 30 September 2016, have convened and held a meeting of the Shareholders to consider the Shareholders’ Resolution.

In addition, as disclosed in the Announcements, the Sale and Purchase Agreement provided that the Completion shall take place on the earlier of the 10th (tenth) business day following notification of the satisfaction or dismissal of the conditions precedent and the 5th (fifth) business day following delivery of the estimated allocation schedule and the Estimated Closing Statement (or, if such date falls within five business days of a month end for AAFB and AANB, at the election of Ambras, on the date that constitutes such month end), provided that, in either case, the conditions precedent have been satisfied or dismissed.

Pursuant to the Amending Agreement, the Completion shall take place on 30 September 2016 or, if later and provided that if the conditions precedent have not been satisfied or dismissed prior to such date, the Completion shall take place on the last business day of the month in which the notification of the satisfaction or dismissal of the conditions precedent has occurred or, at Ambras' election, the 5th (fifth) business day following delivery of the estimated allocation schedule and the Estimated Closing Statement, provided that the conditions precedent have been satisfied or dismissed.

Further, as disclosed in the Announcements, the Sale and Purchase Agreement provided that the Long Stop Date shall take place on the date falling six months after the date of executing the Sale and Purchase Agreement or such later date as Ambras may notify the Purchaser as being the Long Stop Date provided that such new Long Stop Date as notified by Ambras may be no later than 12 months after the date of the Sale and Purchase Agreement. Pursuant to the Amending Agreement, the Long Stop Date shall be 30 November 2016 or such later date as Ambras may notify the Purchaser as being the Long Stop Date, provided that such new Long Stop Date may be no later than 31 May 2017.

SHAREHOLDERS AND POTENTIAL INVESTORS SHOULD NOTE THAT THE TRANSACTION REMAINS SUBJECT TO VARIOUS CONDITIONS PRECEDENT AND MAY OR MAY NOT BECOME UNCONDITIONAL OR BE COMPLETED. THERE IS THEREFORE NO ASSURANCE THAT THE TRANSACTION WILL PROCEED. SHAREHOLDERS AND POTENTIAL INVESTORS ARE REMINDED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY.

By Order of the Board
China Molybdenum Co., Ltd.*
Li Chaochun
Chairman

Luoyang City, Henan Province, PRC, 5 August 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*