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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

ANNOUNCEMENT IN RELATION TO THE INVESTMENT MADE BY THE NATURAL RESOURCES INVESTMENT FUND PARTICIPATED BY A WHOLLY-OWNED SUBSIDIARY

On 17 November 2017, the 27th interim meeting of the fourth board of directors of China Molybdenum Co., Ltd. (the “**Company**”) reviewed and approved the *Resolution in relation to the Proposed Formation of a Natural Resources Investment Fund by a Wholly-owned Subsidiary of the Company with New China Capital Legend Limited*, and agreed with the participation by CMOC Limited or its designated wholly-owned subsidiary as a limited partner into the formation of the NCCL Natural Resources Investment Fund (the “**Fund**”) with a total amount of US\$1 billion. The capital contribution of CMOC Limited or its designated subsidiary will not exceed 45% of the total amount of the Fund. On 17 November 2017, CMOC Limited entered into the NCCL Natural Resources Investment Fund Strategic Cooperative Memorandum of Understanding with New China Capital Legend Limited (“**NCCL**”). The Company issued an announcement under the name of *Announcement in Relation to the Formation of Natural Resources Investment Fund by a Wholly-owned Subsidiary and New China Capital Legend Limited* on the same day (Please refer to the announcement of the Company No. 2017-041).

On 15 December 2017, Natural Resource Elite Investment Limited (“**NREIL**”), a wholly-owned subsidiary of CMOC Limited, NCCL and Next Goal Limited (“**NGL**”) entered into the Second Amended and Restated Exempted Limited Partnership Agreement (the “**Partnership Agreement**”), pursuant to which, NREIL and NGL, as limited partners, will subscribe the limited partner interests of the NCCL Natural Resources Investment Fund, in which NCCL acts as a general partner. The size of the first installment of the Fund was US\$500.10 million, among which, the commitments of NREIL, NGL and NCCL is US\$225.00 million, US\$275.00 million and US\$100,000, respectively. The Company issued an announcement under the name of *Progress Announcement of China Molybdenum Co., Ltd. in Relation to the Formation of Natural Resources Investment Fund by a Wholly-owned Subsidiary* on the same day (Please refer to the announcement of the Company No. 2017-044).

According to the notification (Letter of Notification) received from NCCL, the general partner of the Fund, the NCCL Natural Resources Investment Fund managed by NCCL has entered into The Sale And Purchase Agreement with Louis Dreyfus Company B.V., the details of which is as follow:

1. INVESTMENT OF THE FUND

On 22 December 2017, the NCCL Natural Resources Investment Fund entered into The Sale And Purchase Agreement (“**SPA**”) with Louis Dreyfus Company B.V. (“**LDC**”), pursuant to which, the Fund will acquire the 100% equity interests in Louis Dreyfus Company Metals B.V. (“**LDCM**”), a wholly-owned subsidiary of LDC, which is dedicated to the business of merchandizing base and precious metal in raw and refined form. Completion of the Transaction is expected to occur in the first half of 2018.

2. BASIC INFORMATION OF LDC

LDC is a leading merchant and processor of agricultural goods, leveraging its global reach and extensive asset network to serve its customers around the world, delivering the right products to the right location, at the right time – safely, responsibly and reliably. LDC’s activities span the entire value chain from farm to fork, across a broad range of business lines (platforms). Since 1851, LDC’s portfolio has grown to include oilseeds, grains, rice, freight, finance, coffee, cotton, sugar, juice, dairy, fertilizers & inputs and metals. Structured as a matrix organization of 6 geographical regions and 12 platforms, LDC is active in over 100 countries and employs more than 21,000 people globally at peak season.

LDC is a third party independent of the Company.

3. BASIC INFORMATION OF LDCM

LDCM is a wholly-owned subsidiary of LDC, which is dedicated in the business of base metal merchant processing and trading. LDCM has been active in the merchandizing of base metals since 2006, providing competitive sourcing and sales solutions for customers around the world, with a presence in all major origination and sales regions, including the China domestic market.

LDCM originates, consolidates, blends, tolls, transports and merchandizes base and precious metals in raw and refined form. In addition to its leading position in the refined zinc, aluminum and nickel markets, LDCM is also considered among the top copper, zinc and lead concentrates merchandizers globally. LDCM has more than 250 employees located in 15 countries around the world.

4. SPECIAL NOTE

(1) Impact to the Company

If and when completion occurs for the acquisition of LDCM by the NCCL Natural Resources Investment Fund participated by a wholly-owned subsidiary of the Company, it is not expected to have any material impact on the Company's operation.

The Company will follow the written notice given by the general partners of the Fund and follow the requirements of the normative documents such as the Listing Rules of Shanghai Stock Exchange in a timely manner to fulfill the internal decision-making procedures and information disclosure obligations.

(2) Risks Involved

- (a) Although the Fund has entered into the SPA with LDC, the completion of the acquisition of LDCM may not take place as scheduled as a result of the risk factors such as policies and approvals.
- (b) After the completion of the acquisition of LDCM, the Fund may not achieve the expected return as a result of policy risks, market competition and industry risk, business risk, growth risk and other factors.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Luoyang City, Henan Province, the PRC, 26 December 2017

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*