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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)

ANNOUNCEMENT

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NOMINATION OF NON-EXECUTIVE DIRECTOR

The board of directors of the Company (the “**Board**”) is pleased to announce that, on 26 December 2018 the Board held its first extraordinary meeting and it is resolved to approve the proposal in relation to the nomination of Mr. Guo Yimin (“**Mr. Guo**”) as a candidate for non-executive director of the Company. Such proposal shall be submitted to the shareholders’ general meeting of the Company for consideration and approval.

The biography of Mr. Guo is set out below:

Mr. Guo was born in 1964. From July 1983 to February 1995, he worked as planner and chief of planning department in Luoyang Glass Plant. During his working period in Luoyang Glass company, he served as the assistant of the director of investment committee from February 1995 to July 1997, the financial vice-president from July 1997 to July 2007, and the general manager of investment department, the assistant of chief financial officer, director, chief accountant from July 2007 to August 2014. From August 2014 to December 2018, Mr Guo served as the general manager of Luoyang Mining Group Co., Ltd. (洛陽礦業集團有限公司). He was also the director and general manager of Luoyang Guohong Investment Group Co., Ltd. (洛陽國宏投資集團有限公司) since August 2014, the chairman of Luoyang Mining Group Co., Ltd. (洛陽礦業集團有限公司) since April 2015 and the vice chairman of Luoyang refinery Hongda industrial Co., Ltd. (洛陽煉化宏達實業有限責任公司) since September 2016.

Mr. Guo obtained his bachelor's degree of business administration from Sichuan University in December 2005 and is a senior economist.

Mr. Guo will enter into a letter of appointment with the Company. The term of office of Mr. Guo will commence from the date of approval by the shareholders of the Company (the "**Shareholders**") at the Shareholders' general meeting and end on the expiry of the term of the fifth session of the Board. He is eligible for reelection upon expiry of his term. The Board, authorized by the Shareholders, will determine Mr. Guo's remuneration according to his responsibilities, the external industries' salary level and the actual situation of the Company. His remuneration will be covered by his service contract to be entered into and any subsequent revision approved by the Board. As soon as his respective remuneration is fixed, the Company will make relevant announcement(s) accordingly.

Save as disclosed above, Mr. Guo has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and (i) is not related to any directors, supervisors, senior management or substantial or controlling shareholders of the Company; (ii) is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); or (iii) did not hold any other position with the Company or other members of the Group.

Further, the Board is not aware of any other matters in relation to the nomination of Mr. Guo that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

CHANG OF THE COMPOSITION OF THE INVESTMENT COMMITTEE

The Board is pleased to announce that, on 26 December 2018 the Board held its first extraordinary meeting and it is resolved to add Mr. Jin Qiang (“**Mr. Jin**”), head of the corporate strategy and business development department of the Company, as a member of the investment committee of the Company (the “**Investment Committee**”). The composition of the Investment Committee is changed as below:

Mr. Li Chaochun (*Chairman*)

Mr. Li Faben

Mr. Yuan Honglin

Ms. Wu Yiming

Mr. Yue Yuanbin

Mr. Jin Qiang

The biography of Mr. Jin is set out below:

Mr. Jin worked in the international department and retail banking department of Bank of China from 1995 to 1999. He served as the manager of financial service international team in Ernst & Young LLP from 2001 to 2003. In 2004, he worked as the manager of M&A strategy transaction services in Pricewaterhouse Coopers LLP. During his working period in the Anglo-American PLC, Mr Jin was the group corporate finance senior executive from 2004 to 2007, and the head of corporate finance China & acting chief representative from 2007 to 2011. From 2011 to 2015, he worked in investment banking at Beijing office of BMO Nesbitt Burns INC., leading the metals and mining business in the region. He also was the head of Metal& Mining of BMO Nesbitt Burns INC. From 2015 to 2016, he severed as the head and director of business development in Anglo American, mainly responsible for the M&A projects launch and review in non-ferrous metals and other commodities areas.

Mr. Jin graduated from Beijing Foreign Studies University in 1995 with a bachelor’s degree in British Literature & International Relations and obtained his MBA degree from INSEAD in 2001.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 26 October 2018, the 6th meeting of the Standing Committee of the 13th National People’s Congress deliberated and adopted the Decision on Amending the Company Law of the People’s Republic of China (《關於修改〈中華人民共和國公司法〉的決定》) which amended the Article 142 of the Company Law regarding the relevant provisions of share repurchase and revised and improved the relevant provisions of the capital system. More autonomy has been granted to companies to improve the corporate governance and to promote the stable and healthy development of the capital market.

In order to implement the requirements of the revised Company Law, the Board is pleased to announce that it is proposed to amend the relevant articles of association of the Company (the “**Articles of Association**”).

The proposed amendments to the Articles of Association are set out below:

(1) Article 28

Currently reads as follows:

In accordance with the provisions of the state laws, administrative regulations, department rules and the Articles of the Company, the Company may, after the approval by the procedures provided in the Articles of the Company and the submission to and approval by the relevant state authorities, buy back its own issued shares in the following circumstances:

- (1) cancellation of shares in order to reduce its capital;*
- (2) merger with another company holding shares in the Company;*
- (3) as a token of reward, to give shares to the staff of the Company;*
- (4) a shareholder requests the Company to buy back his share during the shareholders’ general meeting due to opposition against the Company’s merger or division.*

Except the above circumstances, the Company shall not buy or sell its own shares.

It is proposed to be amended to:

In accordance with the provisions of the state laws, administrative regulations, department rules and the Articles of the Company, the Company may buy back its own issued shares in the following circumstances:

- (1) cancellation of shares in order to reduce its capital;*
- (2) merger with another company holding shares in the Company;*
- (3) the shares are used for employee stock ownership plan or equity incentives;*
- (4) a shareholder requests the Company to buy back his share during the shareholders’ general meeting due to opposition against the Company’s merger or division;*

- (5) *the shares are used for conversion into stocks of company-issued corporate convertible bonds;*
- (6) *when it is necessary for the Company to preserve its value and shareholders' rights and interests.*

Except the above circumstances, the Company shall not buy or sell its own shares.

(2) Article 29

Currently reads as follows:

If the Company buys back its shares by reason of Article 28 (1) to (3), this shall be approved by a shareholders' general meeting. If the Company buys back its shares in accordance with Article 28 (1), it shall cancel the shares within 10 days; if it is in accordance with Article 28 (2) or (4), the shares shall be canceled or transferred within 6 months.

If the Company buys back its shares in accordance with Article 28 (3), the shares bought back shall not exceed 5% of the total issued shares of the Company. The fund used to buy back the shares shall come from the Company's after-tax profits. Shares bought back shall be transferred to the staff within a year.

It is proposed to be amended to:

If the Company buys back its shares by reason of Article 28, paragraph 1, item (1) or (2), this shall be approved by a shareholders' general meeting. If the Company buys back its shares in accordance with Article 28, paragraph 1, item (3), (5) or (6), this shall be approved by a board meeting attended by more than two-thirds of the directors, pursuant to the relevant state laws, administrative regulations, rules and provisions established by the securities regulatory authorities in the listing location.

If the Company buys back its shares in accordance with Article 28, paragraph 1, item (1), it shall cancel the shares within 10 days from the date of the buy-back; if it is in accordance with Article 28, paragraph 1, item (2) or (4), the shares shall be canceled or transferred within 6 months; if it is in accordance with Article 28, paragraph 1, item (3), (5) or (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and the shares bought back shall be transferred or canceled within three years.

If the Company buys back its own shares, it shall fulfill the obligation of information disclosure in accordance with the Securities Law, provisions established by the securities regulatory authorities in the listing location and other relevant laws and regulations.

(3) Article 30

Currently reads as follows:

After the Company is approved by relevant state authorities to buy back its own shares, it may proceed in any of the following manners:

- (1) making of a buy-back offer in the same proportion to all shareholders;*
- (2) buy-back through open transactions on a securities exchange;*
- (3) buy-back by an agreement outside a securities exchange;*
- (4) Such other means as approved by the securities regulatory authorities.*

It is proposed to be amended to:

The Company may buy back its own shares in any of the following manners:

- (1) making of a buy-back offer in the same proportion to all shareholders;*
- (2) buy-back through open transactions on a securities exchange;*
- (3) buy-back by an agreement outside a securities exchange;*
- (4) Such other means as approved by the securities regulatory authorities.*

If the Company buys back its own shares in the circumstances specified in Article 28, paragraph 1, item (3), (5) or (6), the buy-back shall be done by the open and centralized trading method.

(4) Article 32

Currently reads as follows:

After the Company has bought back its shares according to law, these shares shall be transferred or canceled within the period prescribed by laws and administrative regulations. In case of cancellation, the Company shall, after the cancellation of the portion of shares concerned, apply to the original company registry for registration of the change in registered capital. The amount of the Company's registered capital shall be reduced by the total par value of the shares cancelled.

It is proposed to be amended to:

After the Company has bought back its shares according to law, these shares shall be transferred or canceled within the period prescribed by laws and administrative regulations. In case of cancellation, the Company shall, after the cancellation of the portion of shares concerned, apply to the original company registry for registration of the change in registered capital. The amount of the Company's registered capital shall be reduced by the total par value of the shares cancelled.

(5) Article 145

Currently reads as follows:

The board of directors shall exercise the following functions and powers:

- (1) to be responsible for convening the shareholders' general meeting and to report on its work thereto;*
- (2) to implement the resolutions of shareholders' general meeting;*
- (3) to decide on the business plans and investment plans of the Company;*
- (4) to formulate the proposed annual financial budgets and final accounts of the Company;*
- (5) to formulate the plans for profit distribution and making up losses of the Company;*
- (6) to formulate plans for the increase or reduction in the registered capital of the Company, the issue of the Company bonds and other securities, and the listing of the Company;*
- (7) to draft plans for the Company with respect to significant takeovers, purchase of shares, mergers, divisions, winding up or changing the structure of the Company;*
- (8) within the scope authorized by the shareholders' general meeting, to decide the Company's external investment, purchase and sale of assets, offering assets as securities, external guarantees, appointment to manage finance or to manage associated transactions;*
- (9) to decide on the establishment of the Company's internal management organization;*

- (10) *to hire or fire the Company's general managers and secretaries to the board of directors; in accordance with the general managers' nominations, to hire or fire senior executive officers such as assistance managers, financial controllers, and to decide on their remuneration, reward and disciplinary matters;*
- (11) *to nominate candidates for directors and supervisors to the shareholders' general meeting;*
- (12) *to formulate the basic management system of the Company;*
- (13) *to formulate proposals for amendment of the Articles of the Company;*
- (14) *to manage the disclosure of information by the Company;*
- (15) *to suggest to the board of directors on the hiring or replacement of the auditors of the Company;*
- (16) *to receive the working reports of the general manager and examine his work;*
- (17) *other duties authorized by the law, administrative regulations, departmental regulations, or the Articles.*

Matters beyond the scope of authorization of the shareholders' general meeting should be submitted to the shareholders' general meeting for discussion.

In respect of the Board resolutions relating to matters specified in preceding paragraph, except for those in subparagraphs (6), (7), (11) and (13) which shall be passed by more than two-thirds of all Directors, the remaining resolutions may be passed by over half of all Directors unless otherwise required by the laws, administrative regulations, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association and the internal rules of the Company.

It is proposed to be amended to:

The board of directors shall exercise the following functions and powers:

- (1) *to be responsible for convening the shareholders' general meeting and to report on its work thereto;*
- (2) *to implement the resolutions of shareholders' general meeting;*
- (3) *to decide on the business plans and investment plans of the Company;*

- (4) *to formulate the proposed annual financial budgets and final accounts of the Company;*
- (5) *to formulate the plans for profit distribution and making up losses of the Company;*
- (6) *to formulate plans for the increase or reduction in the registered capital of the Company, the issue of the Company bonds and other securities, and the listing of the Company;*
- (7) *to draft plans for the Company with respect to significant takeovers, mergers, divisions, winding up or changing the structure of the Company;*
- (8) *to draft the plan for the purchase of shares of the Company that shall be approved by a shareholders' general meeting;*
- (9) *to make resolution on the plan for the purchase of shares of the Company in the circumstances specified in Article 28, paragraph 1, item (3), (5) or (6), pursuant to the relevant state laws, administrative regulations, rules and provisions established by the securities regulatory authorities in the listing location;*
- (10) *within the scope authorized by the shareholders' general meeting, to decide the Company's external investment, purchase and sale of assets, offering assets as securities, external guarantees, appointment to manage finance or to manage associated transactions;*
- (11) *to decide on the establishment of the Company's internal management organization;*
- (12) *to hire or fire the Company's general managers and secretaries to the board of directors; in accordance with the general managers' nominations, to hire or fire senior executive officers such as assistance managers, financial controllers, and to decide on their remuneration, reward and disciplinary matters;*
- (13) *to nominate candidates for directors and supervisors to the shareholders' general meeting;*
- (14) *to formulate the basic management system of the Company;*
- (15) *to formulate proposals for amendment of the Articles of the Company;*
- (16) *to manage the disclosure of information by the Company;*

- (17) to suggest to the board of directors on the hiring or replacement of the auditors of the Company;
- (18) to receive the working reports of the general manager and examine his work;
- (19) other duties authorized by the law, administrative regulations, departmental regulations, or the Articles.

Matters beyond the scope of authorization of the shareholders' general meeting should be submitted to the shareholders' general meeting for discussion.

In respect of the Board resolutions relating to matters specified in preceding paragraph, except for those in subparagraphs (6), (7), (8), (13) and (15) which shall be passed by more than two-thirds of all Directors, the remaining resolutions may be passed by over half of all Directors unless otherwise required by the laws, administrative regulations, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of the Company.

The Articles of Association are written in Chinese. The English version of the above articles is an unofficial translation of its Chinese version. In case of any inconsistency between the two versions, the Chinese version shall prevail.

PROPOSED GENERAL MANDATE TO REPURCHASE H SHARES

According to the relevant provisions of the Decision on Amending the Company Law of the People's Republic of China (《關於修改〈中華人民共和國公司法〉的決定》) deliberated and adopted by the 6th meeting of the Standing Committee of the 13th National People's Congress on 26 October 2018 and the amended Articles of Association, in order to proactively respond to the policy orientation of the central government and regulatory authorities, stabilise the capital market, and maximise the shareholders' value, the Board is pleased to announce that it is proposed to repurchase the H shares of the Company (the "**H Shares Repurchase General Mandate**").

Subject to the approval of the H Shares Repurchase General Mandate at each of the general meeting of the Company and the class meetings of A shares and H shares of the Company, the Company will repurchase its outstanding H shares as appropriate at suitable times based on volatility and changes in the capital market and the stock price of the Company. The H Shares which may be repurchased pursuant to the H Shares Repurchase General Mandate shall not exceed 10% of the total number of H Shares in issue of the Company as at the date of passing of the resolution of the H Shares Repurchase General Mandate.

The H Shares Repurchase General Mandate, if approved, will lapse at the earliest of:

- (i) the conclusion of the 2018 annual general meeting of the Company; or
- (ii) the date on which the authority conferred to the Board by the resolution of the H Shares Repurchase General Mandate is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at their respective class meeting.

ISSUANCE OF OVERSEAS CORPORATE BOND UNDER THE DEBT MANDATE

We refer to the general meeting circular dated 23 April 2018 and the poll results announcement dated 25 May 2018 of the Company, in relation to, among others, the general mandate authorizing the Board to exercise its authority to issue the debt financing instruments denominated in RMB and foreign currency (the “**Debt Mandate**”).

The Board is pleased to announce that it is resolved to issue an overseas corporate bond with an aggregate principal amount of not exceeding US\$500 million (the “**Overseas Corporate Bond**”) under the Debt Mandate.

Particulars of the issuance of the Overseas Corporate Bond under the Debt Mandate are as follows:

Issuer:	CMOC Capital Limited, a wholly-owned subsidiary of the Company and incorporated in British Virgin Islands
Issue Size:	Not exceeding US\$500 million
Issuance method:	Public issuance to investors outside the United States under the Regulation S of the U.S. Securities Act of 1933
Issuance target:	Qualified overseas institutional investors
Terms:	Subject to the then debt market condition and interests level, the term of the Overseas Corporate Bond shall not exceed three years
Coupon:	Subject to the then capital market supply and demand condition, the coupon rate shall be a fixed rate with the interests payable semi-annually
Uses of proceeds:	General working capital and refinancing purpose, etc.

Guarantee arrangement: The Overseas Corporate Bond will be guaranteed by the Company

Listing arrangement: The Hong Kong Stock Exchange or other stock exchanges

Proposals in relation to (1) the nomination of Mr. Guo as a non-executive Director; (2) the proposed amendments to the Articles of Association; and (3) the proposed general mandate to repurchase H shares are subject to Shareholders' approval, and resolutions to consider and approve these proposals will be proposed at the general meeting and the relevant class meetings (as the case maybe) of the Company. A circular containing, among others, details of these proposals will be despatched to the Shareholders in due course.

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

Luoyang City, Henan Province, the PRC, 26 December 2018

As at the date of this announcement, the Company's executive directors are Mr. Li Chaochun and Mr. Li Faben; the Company's non-executive directors are Mr. Yuan Honglin and Mr. Cheng Yunlei; and the Company's independent non-executive directors are Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua.

* *For identification purposes only.*