



洛陽樂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: 3993)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of China Molybdenum Co., Ltd. (the “**Company**”) for the year 2008 will be held at 8:00 a.m. on Friday, 6 June 2008 at the International Conference Room of Luoyang Mudu-Lee Royal International Hotel, Kaiyuan Mid Road, Luonan Development Zone, Luoyang City, Henan Province, 471023, the People's Republic of China for the purposes of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2007.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2007.
3. To consider and approve the audited consolidated financial statements and the auditor's report of the Company for the year ended 31 December 2007.
4. To consider and approve the profit distribution plan and the distribution of the final dividend and special dividend of the Company for the year ended 31 December 2007.
5. To consider and approve the authorisation of the Board to deal with all matters in relation to the Company's distribution of interim dividend for the year 2008 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2008).

6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu, Certified Public Accountants, as the domestic and overseas auditors of the Company for the year 2008 respectively, to hold office until the conclusion of the next annual general meeting and to authorise the Board to determine their remuneration.
7. To consider and approve the authorisation of the Board to fix the remuneration of the directors and the supervisors of the Company for the year 2008.
8. To consider and approve other business (if any).

AS SPECIAL RESOLUTION

9. For the purpose of increasing the flexibility and efficiency in operation, to give a general mandate to the Board to issue, allot and deal with additional Domestic Shares not exceeding 20% of the Domestic Shares in issue on the date of passing of this special resolution and additional H Shares not exceeding 20% of the H Shares in issue on the date of passing of this special resolution and authorise the Board to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new share capital structure upon the allotment or issuance of shares:

“THAT

- (A) (a) subject to paragraph (c) and (d) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the Articles of Association of the Company and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

- (c) each of the aggregate nominal amounts of the new Domestic Shares and the new H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the aggregate nominal amounts of Domestic Shares and H Shares in issue at the date of passing this resolution, otherwise than pursuant to (i) a Rights Issue or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company;
- (d) In exercising the powers granted in paragraph (a), the Board must (i) comply with the Company Law of the PRC and other applicable laws and regulations (as amended from time to time); and (ii) obtain approval from China Securities Regulatory Commission and other relevant PRC government departments;
- (e) The Board, subject to the approval of the relevant authorities of the PRC and in accordance with the Company Law of the PRC, be and is hereby authorised to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (a) above;
- (f) To authorise the Board to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment and issue and listing of new shares, provided the same do not violate the relevant laws, administrative regulations, the Listing Rules and the Articles of Association; and
- (g) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or other applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements, of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (B) The Board be authorised to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new share capital structure upon the allotment or issuance of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

By Order of the Board
DUAN Yuxian
Chairman

Luoyang, the People’s Republic of China, 21 April 2008

As at the date of this notice, the executive directors of the Company are Mr. DUAN Yuxian, Mr. LI Chaochun, Mr. WU Wenjun, Mr. LI Faben and Mr. WANG Qinxi; the non-executive directors of the Company are Mr. ZHANG Yufeng and Mr. XU Jun; and the independent non-executive directors of the Company are Mr. ZENG Shaojin, Mr. GAO Dezhu, Mr. GU Desheng and Mr. NG Ming Wah, Charles.

Notes:

- (1) According to the Articles of Association of the Company, the resolutions will be determined on a show of hands unless a poll is demanded before or after any vote on a show of hands. A poll may be demanded by (i) the chairman of the AGM; or (ii) at least two shareholders entitled to vote, present in person or by proxy; or (iii) one or more shareholders present in person or by proxy representing more than 10% of all shares carrying the voting rights at the AGM.

- (2) In order to determine the list of H Share shareholders who are entitled to attend the annual general meeting of the Company and to receive the final dividend for the year ended 31 December 2007 and the special dividend, the H Shares register of members will be closed from Tuesday, 6 May 2008 to Friday, 6 June 2008, both days inclusive, during which period no transfer of shares will be effected. In order to attend and vote at the annual general meeting and to qualify for the final dividend, holders of H Shares of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at or before 4:00 p.m. on Monday, 5 May 2008. It is expected that the final dividend for the year ended 31 December 2007 and the special dividend will be paid on or about Monday, 16 June 2008 to the shareholders whose names appear on the register of members of the Company on Friday, 6 June 2008.
- (3) A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies may only vote on a poll.
- (4) The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of a shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- (5) In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the Secretariat of the Board at the Company's principal place of business in the PRC for holders of the Domestic Shares and at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, for holders of the H Shares not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be).
- (6) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the AGM.

(7) Shareholders who intend to attend the AGM in person or by proxy should return the reply slip to the Secretariat of the Board at the Company's principal place of business in the PRC for holders of the Domestic Shares and to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, for holders of the H Shares on or before Friday, 16 May 2008 by hand, by post or by fax.

(8) The address and contact details of the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

Rooms 1806-1807, 18th Floor

Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

Telephone No.: (+852) 2862 8555

Facsimile No.: (+852) 2865 0990/(+852) 2529 6087

(9) The address and contact details of the Company's principal place of business in the PRC are as follows:

West Junshan Road

Luanchuan County

Luoyang City

Henan Province

People's Republic of China

Telephone No.: (+86) 379 6681 9810

Facsimile No.: (+86) 379 6681 9986

(10) The AGM is expected to be concluded within half of a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce identity documents.

* *For identification purposes only*