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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Molybdenum Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy and reply slip, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED GENERAL MANDATE TO ISSUE SHARES;
PROPOSED SUPPLY OF CORPORATE COMMUNICATIONS
THROUGH COMPANY'S WEBSITE;
PROPOSED CHANGE OF REGISTERED ADDRESS;
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the "AGM") of China Molybdenum Co., Ltd. (the "**Company**") to be held at the International Conference Room of Luoyang Mudu-Lee Royal International Hotel, Luoyang City, Henan Province, the People's Republic of China on Tuesday, 2 June 2009 at 8:30 a.m. is set out on pages 9 to 15 of this circular. Whether or not you intend to be present and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the secretary of the board of directors (the "**Board**") of the Company at the Company's principal place of business in the People's Republic of China (the "**PRC**") for holders of the domestic shares and at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for holders of H shares of the Company not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM if you so wish.

17 April 2009

* *For identification purposes only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the 2009 annual general meeting of the Company to be convened and held at the International Conference Room of Luoyang Mudu-Lee Royal International Hotel, Luoyang City, Henan Province, the People’s Republic of China the PRC on Tuesday, 2 June 2009 at 8:30 a.m.
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	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 PRC with limited liability, the H Shares of which are listed on the Stock Exchange
“Corporate Communications”	means any document issued or to be issued by the Company for the information of or actions by any Shareholder, including but not limited to: (a) directors’ report, annual report, annual accounts of the Company together with auditors’ report and (where applicable) summary financial report of the Company; (b) interim report and (where applicable) summary of interim report; (c) notices of meetings; (d) listing documents; (e) circulars; and (f) proxy forms
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) with a nominal value of RMB0.20 each in the registered capital of the Company which are subscribed for and credited as fully paid up in RMB
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares and other securities with an aggregate nominal amount not exceeding the sum of 20% of the existing issued share capital of the Company as at the date of passing of the relevant resolutions, and the aggregate nominal value of the share capital of the Company

* *For identification purposes only*

DEFINITIONS

“Group”	the Company and its subsidiaries
“H Shareholder(s)”	holder(s) of H Shares
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB0.20 each in the registered capital of the Company which are subscribed for and traded in HK\$
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	2 April 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Share(s)”	ordinary share(s) with a nominal value of RMB0.20 each in the registered capital of the Company, comprising Domestic Share(s) and H Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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: 3993)

Executive Directors:

Duan Yuxian (Chairman)
Li Chaochun (Vice Chairman)
Wu Wenjun
Li Faben
Wang Qinxi

Non-executive Directors:

Xu Jun
Zhang Yufeng

Independent Non-executive Directors:

Gao Dezhu
Zeng Shaojin
Gu Desheng
Ng Ming Wah, Charles

Registered Office:

West Junshan Road
Luanchuan County
Luoyang City
Henan Province
The PRC

*Principal Place of Business in
Hong Kong:*

Level 28
Three Pacific Place
1 Queen's Road East
Hong Kong

17 April 2009

To: the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATE TO ISSUE SHARES;
PROPOSED SUPPLY OF CORPORATE COMMUNICATIONS
THROUGH COMPANY'S WEBSITE;
PROPOSED CHANGE OF REGISTERED ADDRESS;
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to give you notice to the AGM and to provide you with information regarding the resolutions to be proposed at the AGM relating to (1) proposed general mandate to issue Shares; (2) proposed supply of Corporate Communications through the Company's website; (3) proposed change of the Company's registered address; and (4) proposed amendments to the Articles of Association.

* For identification purposes only

LETTER FROM THE BOARD

II. PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 6 June 2008, a special resolution was passed whereby general mandate was given to the Board to allot, issue or otherwise deal with additional Domestic Shares not exceeding 20% of the Domestic Shares in issue and additional H Shares not exceeding 20% of the H Shares in issue as at the date of passing of such resolution.

Such mandate will lapse at the conclusion of the forthcoming AGM. In order to increase the flexibility and efficiency in operation of the Company, and to give discretion to the Board in the event that it becomes desirable to issue any Shares, the Board will propose a special resolution to grant to the Board a general mandate to allot, issue and otherwise deal with additional Domestic Shares not exceeding 20% of the Domestic Shares in issue and additional H Shares not exceeding 20% of the H Shares in issue as at the date of passing of the resolution as set out in Resolution No. 12 of the notice of the AGM.

As at the Latest Practicable Date, the Company had in issue an aggregate of 4,876,170,525 Shares, comprising 1,311,156,000 H Shares and 3,565,014,525 Domestic Shares. Subject to the passing of the proposed resolution for the approval of the general mandate, the Company will be allowed to allot, issue and deal with up to a maximum of 975,234,105 shares (comprising 262,231,200 H Shares and 713,002,905 Domestic Shares), representing 20% of Shares in issue on the date of the passing of the proposed resolution, on the basis that no further Shares will be issued by the Company prior to the AGM.

The Board will only exercise its authority under the General Mandate in accordance with the Company Law of the PRC and the Listing Rules and only with the necessary approvals from the PRC regulatory authorities. The Directors wish to state that as at the Latest Practicable Date, they have no intention to issue any new Shares pursuant to the General Mandate.

The Board believes that it is in the best interests of the Company and the Shareholders to grant a general authority to the Board to issue new Shares. Whilst it is not possible to anticipate in advance any specific circumstances in which the Board might think it appropriate to issue Shares, the ability to do so would give them the flexibility to capture the opportunity if it so arises.

LETTER FROM THE BOARD

III. PROPOSED SUPPLY OF CORPORATE COMMUNICATIONS THROUGH COMPANY'S WEBSITE

For environmental protection and cost saving purposes, on 20 March 2009, the Board approved to seek the approval of the Shareholders at the AGM by way of ordinary resolution for the use of the Company's website (www.chinamoly.com) to send or supply Corporate Communications to H Shareholders provided that the following conditions have been satisfied:

- (a) that each H Shareholder has been asked individually by the Company to agree that the Company may send or supply Corporate Communications to him through its website; and
- (b) the Company has not received any objection from such H Shareholder within a 28-day period beginning with the date on which the Company's request was sent.

H Shareholders in relation to whom the aforesaid conditions are met is taken to have agreed that the Company may send or supply Corporate Communications through its website.

The Company will make arrangements in due course to ask each of the H Shareholders individually whether he agrees that the Company may send or supply Corporate Communications to him by means of the Company's own website. Further announcement will be made by the Company in accordance with Rule 2.07B of the Listing Rules stating the proposed arrangements for the proposed supply of Corporate Communications through the Company's website.

IV. PROPOSED CHANGE OF REGISTERED ADDRESS

Following the completion of the construction of the Company's headquarters in the PRC, the Board approved to seek the approval of the Shareholders by way of ordinary resolution at the AGM to change the registered address of the Company to North of Yihe, Huamei Shan Road, Chengdong New District, Luanchuan County, Luoyang City, Henan Province, the PRC.

The proposed change of the Company's registered address shall come into effect upon (i) the passing of an ordinary resolution at the AGM to approve the change; and (ii) obtaining the approval and registration by the relevant government and regulatory authorities in the PRC.

LETTER FROM THE BOARD

V. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

To bring the Articles of Association in line with the proposed supply of Corporate Communications through the Company's website and the proposed change of the Company's registered address, the Directors also proposed to amend the Articles of Association. The proposed amendments to the Articles of Association shall come into effect upon (i) the passing of a special resolution at the AGM to approve the amendments; and (ii) obtaining the approval and registration by the relevant government and regulatory authorities in the PRC.

Details of the proposed amendments to the Articles of Association are as follows:

(a) *the existing Article 4 of the Articles of Association reads:*

“Registered address : West Junshan Road, Luanchuan County, Luoyang City,
Henan Province, the PRC

Postal Code : 471500

Telephone No. : 86-379-66819835

Facsimile : 86-379-66824500”

be amended to:

“Registered address : North of Yihe, Huamei Shan Road, Chengdong New District,
Luanchuan County, Luoyang City, Henan Province, the PRC

Postal Code : 471500

Telephone No. : 86-379-66819819

Facsimile : 86-379-66824500”

LETTER FROM THE BOARD

(b) *the existing clause 1 of Article 77 of the Articles of Association reads:*

“Notice of shareholders’ general meeting shall be served on all the shareholders (whether or not entitled to vote at the shareholders’ general meeting) by hand or by prepaid mail to their addresses as shown in the register of shareholders. In respect of holders of Domestic Shares, notice of shareholders’ general meeting may also be served by way of public announcement.”

be amended to:

“Notice of shareholders’ general meeting shall be served on all shareholders (whether or not such shares carry the right to vote at the shareholders’ general meeting) according to the manner prescribed in Article 223 of this Articles of Association. In the case of serving such notice by hand or by pre-paid mail, the notice shall be delivered to the addresses of the shareholders shown in the register of shareholders. In respect of holders of Domestic Shares, notice of shareholders’ general meeting may also be served by way of public announcement.”

(c) *the existing clauses 2 and 3 of Article 197 of the Articles of Association read:*

“The Company shall send to the holders of Overseas Foreign Listed Shares with a copy of the above-mentioned report by pre-paid mail to their addresses shown in the register of shareholders.

The Company shall send to the holders of Overseas Foreign Listed Shares the above-mentioned reports together with the directors’ report not less than 21 days prior to the date of the shareholders annual general meeting by pre-paid mail to their addresses as shown in the register of shareholders.”

be amended to:

“The Company shall send to the holders of Overseas Foreign Listed Shares a copy of the above-mentioned report together with the directors’ report not less than 20 business days prior to the date of the shareholders’ annual general meeting in the manner prescribed in Article 223 of the Articles of Association. In the case of serving such notice by hand or by pre-paid mail, the notice shall be delivered to the addresses of the shareholders shown in the register of shareholders.”

LETTER FROM THE BOARD

(d) *the existing Article 225 of the Articles of Association reads:*

“Notice, information or written statement from the Company shall be sent to the holders of the Overseas Foreign Listed Shares by hand or by pre-paid mail to their addresses as shown in the register of shareholders.”

be amended to:

“Notice, information or written statement from the Company can be sent to the holders of Overseas Foreign Listed Shares in the manner prescribed in Article 223 of the Articles of Association.”

(e) *the existing clause 2 of Article 233 of the Articles of Association reads:*

“The above-mentioned documents shall be sent to the holders of Overseas Foreign Listed Shares by post.”

be amended to:

“Holders of Overseas Foreign Listed Shares may by notice in writing request the Company to provide notice, information or written statement in printed form or by electronic means. If holders of Overseas Foreign Listed Shares request to receive notice, information or written statement in printed form, they shall also specify whether they wish to receive the English version, the Chinese version, or both the English and Chinese versions. The Company shall according to the written request send the printed copies to the shareholders’ registered address by delivering in person or by pre-paid mail. Holders of Overseas Foreign Listed Shares may by reasonable notice in writing served on the Company to change their choice as to the manner of receiving and language version of the aforesaid corporate communications.”

LETTER FROM THE BOARD

At the same time, the Company is also entitled to issue written notice to request holders of Overseas Foreign Listed Shares to confirm whether notice, information or written statement shall be sent in printed form or by electronic means. If the Company does not receive any written confirmation from the holders of Overseas Foreign Listed Shares on or before the deadline prescribed by the relevant laws, administrative regulations and the relevant listing rules of the stock exchange on which the shares of the Company are traded, the holders of Overseas Foreign Listed Shares shall be deemed to have consented the Company to issue or provide the Company's notice, information or written statement to them by its prescribed manner (including but not limited to publication on the Company's website by electronic means) in accordance with this Articles of Association, relevant laws, administrative regulations and relevant listing rules of the stock exchange on which the shares of the Company are traded."

VI. AGM

The AGM will be held at the International Conference Room of Luoyang Mudu-Lee Royal International Hotel, Luoyang City, Henan Province, the People's Republic of China on Tuesday, 2 June 2009 at 8:30 a.m. at which resolutions will be proposed for the purpose of considering and if thought fit, approving, among other things, the resolutions proposed in this circular. The notice of the AGM is set out on pages 9 to 15 of this circular.

For the purpose of determining the entitlement for attendance and voting at the AGM and to receive the final dividend for the year ended 31 December 2008, the H Shares register of members and the Domestic Shares register of members of the Company will be closed from Saturday, 2 May 2009 to Tuesday, 2 June 2009, both days inclusive, during which period no transfer of Shares will be effected. In order to attend and vote at the AGM and to qualify for the final dividend, H Shareholders 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Thursday, 30 April 2009. Holders of Domestic Shares should contact the secretary of the Board for details concerning registration of transfers of Domestic Shares.

LETTER FROM THE BOARD

Whether or not you intend to be present and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the secretarial of the Board of directors 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 at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for holders of H shares of the Company not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM if you so wish.

VII. RECOMMENDATION

The Board considers that the granting of the general mandate to the Board, the proposed supply of Corporate Communications through the Company's website, proposed change of the Company's registered address and the proposed amendments to the Articles of Association are in the best interests of the Company as well as its Shareholders. Accordingly, the Board recommends that the Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully

For and on behalf of the Board

China Molybdenum Co., Ltd.

Duan Yuxian

Chairman

NOTICE OF ANNUAL GENERAL MEETING



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: 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 2009 will be held at 8:30 a.m. on Tuesday, 2 June 2009 at the International Conference Room of Luoyang Mudu-Lee Royal International Hotel, Luoyang City, Henan Province, the People's Republic of China for the purposes of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To receive and consider the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2008.
2. To receive and consider the report of the supervisory committee of the Company for the year ended 31 December 2008.
3. To receive and consider the audited consolidated financial statements and the auditor's report of the Company for the year ended 31 December 2008.
4. To consider and approve the profit distribution plan and the recommendation for the payment of the final dividend of the Company for the year ended 31 December 2008.
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 2009 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2009).

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

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 2009 respectively, to hold office until the conclusion of the next annual general meeting and to authorize 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 2009.
8. “**THAT** conditional upon Resolution No. 11 as set out in the notice of the AGM of the Company dated 17 April 2009 convening this meeting being passed, the Company may send or supply Corporate Communications to its holders of H Shares (in relation to whom the conditions set out below are met) by making such Corporate Communications available on the Company’s own website be and is hereby approved, and any director of the Company be and is hereby authorized for and on behalf of the Company to sign all such documents and/or do all such things and acts as the director may consider necessary or expedient and in the interest of the Company for the purpose of effecting or otherwise in connection with the Company’s proposed communication with its holders of H Shares through the Company’s website.

The supply of Corporate Communications by making such Corporate Communications available on the Company’s own website is subject to the fulfillment of the following conditions:

- (i) each holder of H Shares has been asked individually by the Company to agree that the Company may send or supply Corporate Communications generally, or the Corporate Communication in question, to him by means of the Company’s own website; and
- (ii) the Company has not received a response indicating objection from the holder of H Shares within a period of 28 days starting from the date on which the Company’s request was sent.

For purpose of this Resolution, “Corporate Communication(s)” means any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) directors’ report, annual report, annual accounts together with auditors’ report and summary financial report; (b) interim report and summary of interim report; (c) notice of meeting; (d) listing document; (e) circular; and (f) proxy form.”

NOTICE OF ANNUAL GENERAL MEETING

9. “**THAT** conditional upon Resolution No. 11 as set out in the notice of the AGM of the Company dated 17 April 2009 convening this meeting being passed and obtaining the approval and registration by the relevant government and regulatory authorities in the People’s Republic of China (the “**PRC**”), the registered address of the Company be changed to North of Yihe, Huamei Shan Road, Chengdong New District, Luanchuan County, Luoyang City, Henan Province, the PRC, and any one director or secretary to the board of directors of the Company be and is hereby authorized to deal with on behalf of the Company the relevant filing, change and registration (where necessary) procedures and other matters arising from the change of the Company’s registered address.”
10. To consider and approve other business (if any).

AS SPECIAL RESOLUTIONS

11. “**THAT** the proposed amendments to the articles of association of the Company (details of which are set out in the section headed “Proposed Amendments to Articles of Association” of the “Letter from the Board” of the circular dated 17 April 2009) be and are hereby considered and approved, and any one director or secretary to the Board be and is hereby authorized to deal with on behalf of the Company the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the articles of association of the Company.”
12. 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 paragraphs (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 (the “**Exchange**”) (the “**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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 mandate 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 scheme or similar arrangement providing for the 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 of the Company; 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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, 17 April 2009

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.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) All resolutions at the meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the Exchange's and the Company's websites in accordance with the Listing Rules.
- (2) In order to determine the list of H Share Shareholders who are entitled to attend the AGM of the Company and to receive the final dividend for the year ended 31 December 2008, the H Shares register of members will be closed from Saturday, 2 May 2009 to Tuesday, 2 June 2009, both days inclusive, during which period no transfer of shares will be effected. In order to attend and vote at the AGM 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Thursday, 30 April 2009. It is expected that the final dividend for the year ended 31 December 2008 will be paid on or about Friday, 24 July 2009 to the shareholders whose names appear on the register of members of the Company on Tuesday, 2 June 2009.
- (3) A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (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). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (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 Tuesday, 12 May 2009 by hand, by post or by fax.

NOTICE OF ANNUAL GENERAL MEETING

- (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:

North of Yihe
Huamei Shan Road
Chengdong New District
Luanchuan County
Luoyang City
Henan Province
People's Republic of China
Telephone No.: (+86) 379 6681 9810
Facsimile No.: (+86) 379 6682 4500

- (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.