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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: 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.

* *For identification purposes only*

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).
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.”

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;
- (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;
- (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.

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.

- (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.