
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, 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, to the purchaser or transferee or to the bank, licensed securities dealer 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)

RE-ELECTION, RETIREMENT AND APPOINTMENT OF DIRECTORS
AND
RE-ELECTION, RETIREMENT AND APPOINTMENT OF SUPERVISORS

A notice convening the Extraordinary General Meeting (“EGM”) to be held at 9:00 a.m. on 18th August 2009 at the Meeting Room, 10th Floor, China Molybdenum Group Building, Luoyang, the People’s Republic of China is set out on pages 19 to 21 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the appointed time for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting and any adjourned meeting (as the case may be) should you so wish.

3rd July 2009

* For identification purposes only

CONTENTS

	<i>Page</i>
Definitions	ii
Letter from the Board	1
Appendix I — Biographical Details of the Directors and Supervisors Proposed for Re-election and Appointment	5
Notice of EGM	19

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	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 PRC with limited liability, the H Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 18th August 2009 at 9:00 a.m., or any adjournment thereof
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	30th June 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	the share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s) of the Company
“Supervisors”	the supervisors of the Company
“PRC”	the People’s Republic of China

* *For identification purposes only*

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:

North of Yihe
Huamei Shan Road
Chengdong New District
Luanchuan County
Luoyang City
Henan Province
the People's Republic of China

Principal Place of Business in Hong Kong:

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

3rd July 2009

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION, RETIREMENT AND APPOINTMENT OF DIRECTORS
AND
RE-ELECTION, RETIREMENT AND APPOINTMENT OF SUPERVISORS**

I. INTRODUCTION

The purposes of this circular are to give you notice to the EGM and to provide you with information regarding the resolutions to be proposed at the EGM relating to (1) re-election of retiring Directors, (2) election of a new Director, (3) re-election of retiring Supervisors, and (4) election of new Supervisor.

* For identification purposes only

LETTER FROM THE BOARD

II. RE-ELECTION, RETIREMENT AND APPOINTMENT OF DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Duan Yuxian, Mr. Li Chaochun, Mr. Wu Wenjun, Mr. Li Faben and Mr. Wang Qinxi as executive Directors, Mr. Zhang Yufeng and Mr. Xu Jun as non-executive Directors, Mr. Zeng Shaojin, Mr. Gao Dezhu, Mr. Gu Desheng and Mr. Ng Ming Wah, Charles as independent non-executive Directors.

Pursuant to the Article 126 of the Articles of Association, the term of a Director shall not be longer than three years and upon expiry of the term, the retiring Director shall be eligible for re-election. As the existing terms of the Directors are about to expire, the EGM will be convened to re-elect the Directors.

Re-election and retirement of Directors

Mr. Duan Yuxian, the Chairman of the Board, Mr. Li Chaochun, the Vice Chairman of the Board, Mr. Wu Wenjun, Mr. Li Faben, Mr. Wang Qinxi, the executive directors, Mr. Xu Jun and Mr. Zhang Yufeng, the non-executive directors, Mr. Gao Dezhu, Mr. Zeng Shaojin, Mr. Gu Desheng and Mr. Ng Ming Wah, Charles, the independent non-executive directors of the Company will retire from their office at the EGM and save for Mr. Xu Jun, have all offered themselves for reelection at the EGM for another three-year term.

Mr. Xu Jun has not offered himself for re-election at the EGM and accordingly will cease to be a Director upon the conclusion of the EGM. As at the Latest Practicable Date, the Company has not received any notice of disagreement from Mr. Xu Jun and there are no matters in relation to Mr. Xu's retirement as a non-executive Director that need to be brought to the attention of the Shareholders.

Appointment of new Director

The Company proposes to appoint Mr. Shu Hedong as a non-executive Director, subject to the Shareholders' approval by way of separate ordinary resolution to be proposed at the EGM.

The biographical and other details of Mr. Shu Hedong are set out in Appendix I to this circular.

LETTER FROM THE BOARD

III. RE-ELECTION, RETIREMENT AND APPOINTMENT OF SUPERVISORS

As at the Latest Practicable Date, the Supervisory Committee comprises Mr. Shu Hedong, Mr. Deng Jiaoyun and Mr. Yin Dongfang.

Pursuant to the Article 165 of the Articles of Association, the term of a Supervisor shall not be longer than three years and upon expiry of the term, the retiring Supervisor shall be eligible for re-election. As the existing terms of the Supervisors are about to expire, resolutions will be proposed at the EGM to re-elect the retiring Supervisors.

Re-election and retirement of Supervisors

Mr. Shu Hedong, Mr. Deng Jiaoyun and Mr. Yin Dongfang will retire from their office at the EGM.

Pursuant to Article 168 of the Articles of Association, employees' elected Supervisors shall be re-elected by the employees of the Company. As Mr. Deng Jiaoyun is an employees' elected supervisor, his re-election will be by the employees.

Mr. Shu Hedong has not offered himself for re-election as a Supervisor at the EGM but has offered himself to be elected as a Director (please refer to paragraph II above). Accordingly, Mr. Shu will cease to be a Supervisor upon the conclusion of the EGM. As at the Latest Practicable Date, the Company has not received any notice of disagreement from Mr. Shu and there are no matters in relation to Mr. Shu's retirement as a Supervisor that need to be brought to the attention of the Shareholders.

Accordingly, only Mr. Yin Dongfang will offer himself for re-election at the EGM for another three-year term.

Appointment of new Supervisor

The Company proposes to appoint Mr. Zhang Zhenhao as a Supervisor, subject to the Shareholders' approval by way of separate ordinary resolution to be proposed at the EGM.

The biographical and other details of Mr. Zhang Zhenhao are set out in Appendix I to this circular.

LETTER FROM THE BOARD

IV. EGM

A notice of the EGM to be held at the Meeting Room, 10th Floor, China Molybdenum Group Building, Luoyang, the People's Republic of China at 9:00 a.m. on 18th August 2009 is set out on pages 19 to 21 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Accordingly, all resolutions to be proposed at the EGM will be voted by poll.

A form of proxy for the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit with the Company's 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 as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish.

V. RECOMMENDATION

The Directors consider that the proposed retirement of Directors and Supervisors by rotation and the proposed election and appointment of a new Director and a new Supervisor are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

VI. GENERAL

Your attention is also drawn to the additional information set out in the appendix of this circular.

Yours faithfully,
For and on behalf of
China Molybdenum Co., Ltd.
Duan Yuxian
Chairman

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS
PROPOSED FOR RE-ELECTION AND APPOINTMENT**

EXECUTIVE DIRECTORS

Duan Yuxian (段玉賢), born in March 1954, has been our chairman since August 2006. Mr. Duan graduated from the Academy of the Henan Province Chinese Communist Party (CCP member) Committee in 1995. From May 1986 to January 1999, Mr. Duan served at LCMCC where he held various positions including head of the finance section, deputy manager and manager. From January 1999 to August 2006, he served as vice chairman, general manager, and chairman of Luoyang Luanchuan Molybdenum Group Co., Ltd. (“**LLMG**”). From January 2006 to December 2006, Mr. Duan was also the chairman of Luoyang Baima Group. Mr. Duan is currently a director and the chairman of Luoyang Mining Group Co., Ltd. (“**LMG**”), and is elected as the deputy of the eleventh National People’s Congress.

Save as disclosed, Mr. Duan has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Duan does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Duan will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Duan will be entitled to an annual remuneration of RMB400,000 and a discretionary bonus commensurate with his duties and responsibilities with the Company as determined by the Board.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Duan as an executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS
PROPOSED FOR RE-ELECTION AND APPOINTMENT**

Wu Wenjun (吳文君), born in February 1967, has been our director and general manager since January 2007. Mr. Wu graduated from the Luoyang Institute of Technology in July 1987 with a bachelor's degree in machinery processing and equipment and from Tsinghua University School of Economics and Management in June 1993 with a master's degree in technological economics. Between July 1993 and February 1994, Mr. Wu worked as an engineer with CITIC Heavy Machinery Inc. Computing Center and between February 1994 and December 2000, he worked as department manager and deputy general manager of CITIC Heavy Machinery Inc. Foreign Trade Company ("**CITIC Foreign Trade**"). From December 2000 to March 2003, he served as the general manager of CITIC Foreign Trade. From March 2003 to December 2006, he was appointed as the deputy mayor of the Luanchuan County.

Save as disclosed, Mr. Wu has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Wu does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Wu will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Wu will be entitled to an annual remuneration of RMB380,000 and a discretionary bonus commensurate with his duties and responsibilities with the Company as determined by the Board.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Wu as an executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS
PROPOSED FOR RE-ELECTION AND APPOINTMENT**

Li Chaochun (李朝春), born in February 1977, has been a Director and Vice Chairman since January 2007. Mr. Li graduated from Shanghai Jiaotong University with a bachelor's degree in law in July 1999. From July 1999 to December 2000, he was a staff accountant of the tax division of Arthur Andersen (Shanghai) Business Consulting Co., Ltd. He was with Arthur Andersen Hua Qiang CPA from January 2000 to March 2002, where his last position was first year senior of the tax division. From April 2002 to February 2003, he was an assistant manager of planning and strategy implementation of the general representative office of The Hong Kong and Shanghai Banking Corporation Limited. From July 2003 to January 2007, Mr. Li was an executive director of the industrial investment department of Cathay Fortune Corporation (“CFC”), one of the promoters of the Company.

Save as disclosed, Mr. Li has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Li does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Li will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Li will be entitled to an annual remuneration of RMB380,000 and a discretionary bonus commensurate with his duties and responsibilities with the Company as determined by the Board.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Li as an executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED FOR RE-ELECTION AND APPOINTMENT

Li Faben (李發本), born in January 1964, has been our director and executive deputy general manager since August 2006. Mr. Li graduated from the Central South Mining & Metallurgical College with a bachelor's degree in engineering in 1983 (major in mining engineering) and the Xi'an Construction Technology University with a master's degree in engineering in 2004 (specialized in mining engineering). Mr. Li is a senior engineer and has over 20 years of experience in the PRC mining industry. Mr. Li was appointed as a national class mining inspector by the Ministry of Land and Resources of the PRC (“**MLR**”) from 2002. From August 1988 to January 1999, Mr. Li held various positions at LLMC, in which he served as the deputy head and head of the technical division of LLMC, head of various mines of Luoyang Luanchuan Molybdenum Company (“**LLMC**”), head of the open-pit mining construction department of LLMC, and deputy manager of LLMC. Mr. Li served as deputy general manager of LLMG between January 1999 and November 2002. From November 2002 to the present, Mr. Li was the deputy general manager and vice Chairman of LLMG and as well a director of LMG.

Save as disclosed, Mr. Li has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Li does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Li will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Li will be entitled to an annual remuneration of RMB380,000 and a discretionary bonus commensurate with his duties and responsibilities with the Company as determined by the Board.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Li as an executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS
PROPOSED FOR RE-ELECTION AND APPOINTMENT**

Wang Qinxi (王欽喜), born in May 1964, has been our director and deputy general manager since August 2006. Mr. Wang graduated from Beijing Steel College with a bachelor's degree in engineering majoring in ore flotation in 1987. Mr. Wang has over 19 years of experience in ore flotation. From August 1987 to January 1999, Mr. Wang was a technician and workshop head of No. 1 ore processing branch of Luanchuan Molybdenum Mine of Henan Province, head of the ore processing plant of LLMC Mucheng Company, deputy manager of LLMC Mucheng Enterprise Company, deputy head and head of Majuan Ore Processing Plant of LLMC and deputy manager of LLMC. From January 1999 to August 2006, Mr. Wang served as vice chairman and deputy general manager of LLMG. From January 2006 to December 2006, Mr. Wang also served as vice chairman of Luoyang Baima Group.

Save as disclosed, Mr. Wang has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Wang does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Wang will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Wang will be entitled to an annual remuneration of RMB360,000 and a discretionary bonus commensurate with his duties and responsibilities with the Company as determined by the Board.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Wang as an executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS
PROPOSED FOR RE-ELECTION AND APPOINTMENT**

NON-EXECUTIVE DIRECTORS

Zhang Yufeng (張玉峰), born in October 1974, has been our non-executive director since August 2006. Mr. Zhang graduated from Shanghai Jiaotong University in 1996 with a bachelor's degree in engineering. Mr. Zhang obtained qualification as a certified public accountant in China. From January 1997 to August 1998, Mr. Zhang was engaged in project development for Shanghai Caohejing Hi-Tech Park West Zone Development Co., Ltd. and from August 1998 to July 2001, he served in the investment and consultancy department of DTZ Debenham Tie Leung Limited. From July 2001 to September 2002, Mr. Zhang worked for Shanghai Bao Rui Technology Investment Company. Mr. Zhang was engaged in investment services for China Fortune Securities Co., Ltd. from December 2002 to July 2003. From August 2003 to the present, Mr. Zhang has been the general manager of the No. 2 Investment Department of CFC.

Save as disclosed, Mr. Zhang has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Zhang does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhang will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Zhang will be entitled to an annual remuneration of RMB60,000.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Zhang as a non-executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS
PROPOSED FOR RE-ELECTION AND APPOINTMENT**

Shu Hedong (舒鹤棟), born in November 1963, has been a Supervisor since August 2006. Mr. Shu graduated from Nanjing University in 1985 with a bachelor's degree in radio-geology and from the Third Institute of the Ministry of Nuclear Industry in 1988 with a master's degree in radio-geology. From May 1989 to March 1993, Mr. Shu worked for the former Ministry of Energy and from April 1993 to January 1995, he served as the business development manager of Unisono Limited. Subsequently from February 1995 to November 1998, Mr. Shu served as the business development manager of PowerGen International. From December 1998 to March 2001, Mr. Shu served as the director of corporate strategy and new business development of Unisono Limited and from April 2001 to March 2004, he served as the deputy general manager of Beijing Leader & Harvest Technology Co., Ltd. Since April 2004, Mr. Shu has been an assistant to the president of CFC. Mr. Shu is currently an executive director of CFC.

Save as disclosed, Mr. Shu has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Shu does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Shu will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Shu will be entitled to an annual remuneration of RMB60,000.

Save as disclosed above, there are no other matters in relation to the election of Mr. Shu as a non-executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED FOR RE-ELECTION AND APPOINTMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Gao Dezhu (高德柱), born in January 1940, has been our independent non-executive director since October 2006. Mr. Gao is a senior economist and is currently the executive vice chairman of the China Non-ferrous Metals Industry Association. Mr. Gao graduated from the Chinese Language Department of the Fushun College of Education in September 1962. Mr. Gao had been appointed as a part-time professor in various universities in the PRC including the Graduate School of the People's Bank of China, China Renmin University, Liaoning University and Central South University of Technology. Mr. Gao has more than 36 years of experience in the banking industry and he was the general manager of the credit department, and vice president of the headquarters of the Bank of China. From 1998 to present, Mr. Gao has been serving as deputy chief of the State Non-ferrous Metals Industry Administration. In the past, Mr. Gao also served as chairman of ONFEM Holdings Limited in Hong Kong and chairman of Oriental Metals (Holdings) Company Limited in Hong Kong. Mr. Gao currently serves as independent non-executive director of Hunan Zhuye Torche Metals Co., Ltd., a PRC company listed on the Shanghai Stock Exchange (stock code: 600961), BGRIMM Magnetic Materials & Technology Co., Ltd., a PRC company listed on the Shanghai Stock Exchange (stock code: 600980), Anhui Tongdu Copper Co., Ltd., a PRC company listed on the Shenzhen Stock Exchange (stock code: 000630) and Western Mining Co., Ltd., a PRC company.

Save as disclosed, Mr. Gao has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Gao does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Gao will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Gao will be entitled to an annual remuneration of RMB100,000.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Gao as an independent non-executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS
PROPOSED FOR RE-ELECTION AND APPOINTMENT**

Zeng Shaojin (曾紹金), born in February 1944, has been our independent non-executive director since October 2006. Mr. Zeng graduated from the department of geophysical exploration of Chengdu College of Geology in 1967. Mr. Zeng is a professor-level senior engineer and was recognized by the State Council for his special contributions to the nation in 1998. From 1968 to 1982, Mr. Zeng was a technician and team head of two geological survey teams in Henan Province, and was deputy team head and general engineer of the Henan Province Geophysical Exploration Team. From July 1983 to June 1990, Mr. Zeng was the chief of the Department of Geological Survey of Ministry of Geology and Mineral Resources and from June 1996 to June 1999, Mr. Zeng served as the president of the Chinese Academy of Geological Survey Technologies. Mr. Zeng also served as chief of the Department of Mineral Exploitation of the MLR from July 1999 to January 2005. Mr. Zeng is currently the executive deputy president of the China Association for Geology and Mineral Economics and the executive deputy president of China Mining Association.

Save as disclosed, Mr. Zeng has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Zeng does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Zeng will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Zeng will be entitled to an annual remuneration of RMB100,000.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Zeng as an independent non-executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED FOR RE-ELECTION AND APPOINTMENT

Gu Desheng (古德生), born in October 1937, has been our independent non-executive director since October 2006. Mr. Gu is a professor and an academic advisor to Ph.D. students at Central South University of Technology. Mr. Gu graduated from Central South Mining & Metallurgical College in July 1960 and joined the faculty thereafter as a professor, academic advisor to Ph.D. students, department head, head of the research institute and member of the degree-awarding committee. He is specialized in theories of continuous mining of metal ore and oscillation ore drawing technology. In 1995, Mr. Gu became a fellow of the Chinese Academy of Engineering. Mr. Gu has received various awards including the first prize at the National Technology Advancement Award, second prize at the National Technological Advancement Awards, and the State Major Technology Contribution and Breakthrough Award. He has authored and published more than 180 professional articles. Mr. Gu was the member of the 9th and 10th National Committee of the Chinese People's Political Consultative Conference and a member of the evaluation committee of the National Natural Science Foundation. Mr. Gu also serves as an independent non-executive director of Hunan Non-ferrous Metals Corporation Limited, a PRC company whose H shares are listed on the Stock Exchange (stock code: 2626).

Save as disclosed, Mr. Gu has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Gu does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Gu will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Gu will be entitled to an annual remuneration of RMB100,000.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Gu as an independent non-executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS
PROPOSED FOR RE-ELECTION AND APPOINTMENT**

Ng Ming Wah, Charles (吳明華), born in August 1949, has been appointed as an independent non-executive director since December 2006. Mr. Ng graduated from Loughborough University in England in 1972 with a Bachelor of Science degree in Electronic and Electrical Engineering and from London Graduate School of Business Studies in England in 1974 with a Master of Science degree in Business Studies. He is a director of Somerley Limited, the principal business of which is the provision of corporate financial advisory services. Mr. Ng has more than thirty years of experience in corporate finance and investment bank. He is also a non-executive director of Goldlion Holdings Limited (stock code: 533) and an independent non-executive director of each of China Everbright Limited (stock code: 165), Stone Group Holdings Limited (stock code: 409) and Dalian Ports (PDA) Company Limited (stock code: 2880). In addition, Mr. Ng holds a number of community service positions, including as a member of the Council of Lingnan University of Hong Kong and a member of the Board of Governors of Hong Kong Arts Centre.

Save as disclosed, Mr. Ng has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Ng does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Ng will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Ng will be entitled to an annual remuneration of RMB200,000.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Ng as an independent non-executive Director that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS
PROPOSED FOR RE-ELECTION AND APPOINTMENT**

SUPERVISORS

Yin Dongfang (尹東方), born in April 1961, has been our Supervisor since January 2007. Mr Yin graduated from Zhengzhou University with a diploma in law in June 1988 and obtained his lawyer's qualifications certificate in May 1989. Between 1994 and 1998, Mr Yin practiced as a lawyer in Luoyang City No. 2 Law Firm and between April 1998 and December 2004, he set up his own legal practice with two other partners. Between August 2002 and December 2004, Mr Yin was appointed as the executive deputy chairman of Luoyang City Bar Association. From May 2005 to the present, he was appointed as the manager of the investment and management department of the Luoyang City Branch of Henan Province Association of Municipal and Township Collectively-Owned Industries (河南省城鎮集體工業聯合社洛陽市聯社).

Save as disclosed, Mr. Yin has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Yin does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Yin will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Yin will be entitled to an annual remuneration of RMB60,000.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Yin as a Supervisor that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS
PROPOSED FOR RE-ELECTION AND APPOINTMENT**

Deng Jiaoyun (鄧交雲), born in November 1952, has been our Supervisor since August 2006. From 1969 to 1984, Mr Deng worked at the Wood Construction Society (木建社), No. 2 Light Industry Bureau (第二輕工業局), and Planning Committee (欒川縣計畫委員會) of Luanchuan County. From 1984 to 1988, Mr. Deng was the deputy chief of Luanchuan County Bureau of Statistics (欒川縣統計局) and from 1988 to 1989, he was appointed the deputy head of the policy research office of Luanchuan County CCP Committee (中共欒川縣委政研室). In addition, from April 1989 to March 1993, Mr. Deng served as the head of the finance department, labor and personnel department, and organization department of LLMC (洛陽欒川鋁業公司). From 1999 to August 2006, Mr. Deng also served as the head of organization department, and Director of LLMG. He is also the chairman of the labor union of our Company.

Save as disclosed, Mr. Deng has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Deng does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Deng will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Deng will be entitled to an annual remuneration of RMB350,000 and a discretionary bonus commensurate with his duties and responsibilities with the Company as determined by the Board.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Deng as a Supervisor that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS
PROPOSED FOR RE-ELECTION AND APPOINTMENT**

Zhang Zhenhao (張振昊), born in June 1973, graduated from Tianjin Industrial University with a bachelor's degree in textile engineering. Mr. Zhang also obtained a master degree in finance from the China College of Social Science (中國社會科學院) and passed the CFA examination of the CFA Institute and is certified as a Class 2 Securities Professional by the China Securities Society (中國證券業協會) and is registered as a dealer of the Shanghai Securities Exchange. Between 1993 and 1999, Mr. Zhang held positions with Tianjin Colour Weaving Company, Tianjin Weaving Materials Exchange, Hainan Zhongshang Commodities Exchange. From May 1999 to December 2001, Mr. Zhang was employed by Zhongfu Securities Dealer Co. Ltd. as member of the planning committee, general manager of the business department and supervisor. From January 2002 to May 2007, Mr. Zhang was employed by Zhongfu Securities Co. Ltd. as member of the planning committee, general manager of the Haikou Securities Department, executive director of sales, company secretary, general manager of the chief executive office, and general manager of the human resources department. From June 2007, Mr. Zhang was the general manager of the finance department of CFC.

Save as disclosed, Mr. Zhang has not held any directorships in any listed public companies or in any other major appointment and qualifications during the last three years preceding his date of appointment. Save as disclosed, Mr. Zhang does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He also does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhang will enter into a service agreement with the Company for a term of three years until the annual general meeting of the Company to be held in 2012. Mr. Zhang will be entitled to an annual remuneration of RMB60,000.

Save as disclosed above, there are no other matters in relation to the election of Mr. Zhang as a Supervisor that need to be brought to the attention of the Shareholders, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF EGM



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 EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of China Molybdenum Co., Ltd. (the “**Company**”) will be held at the Meeting Room, 10th Floor, China Molybdenum Group Building, Luoyang, the People’s Republic of China on Tuesday, 18th August 2009 at 9:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

AS ORDINARY RESOLUTIONS

- (1) To consider and re-elect the following retiring directors:
 - (a) Mr. Duan Yuxian as an executive director of the Company with immediate effect;
 - (b) Mr. Li Chaochun as an executive director of the Company with immediate effect;
 - (c) Mr. Wu Wenjun as an executive director of the Company with immediate effect;
 - (d) Mr. Li Faben as an executive director of the Company with immediate effect;
 - (e) Mr. Wang Qinxi as an executive director of the Company with immediate effect;
 - (f) Mr. Zhang Yufeng as a non-executive director of the Company with immediate effect;
 - (g) Mr. Gao Dezhu as an independent non-executive director of the Company with immediate effect;

* *For identification purposes only*

NOTICE OF EGM

- (h) Mr. Zeng Shaojin as an independent non-executive director of the Company with immediate effect;
 - (i) Mr. Gu Desheng as an independent non-executive director of the Company with immediate effect;
 - (j) Mr. Ng Ming Wah, Charles as an independent non-executive director of the Company with immediate effect; and
 - (k) to authorise the board of directors to fix the remuneration of the directors.
- (2) To consider and elect Mr. Shu Hedong as a non-executive director of the Company with immediate effect, and authorise the board of directors to fix his remuneration.
 - (3) To consider and re-elect Mr. Yin Dongfang as a supervisor of the Company with immediate effect, and authorise the board of directors to fix the remuneration of the supervisors of the Company.
 - (4) To consider and elect Mr. Zhang Zhenhao as a supervisor of the Company with immediate effect.

By Order of the Board of
China Molybdenum Co., Ltd.
Duan Yuxian
Chairman

3rd July 2009

As at the date hereof, 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 EGM

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 to the Listing Rules.
- (2) H shareholders who intend to attend the EGM must complete and return the written replies for attending the EGM to the Company's H share registrar by facsimile or post no later than 28th July 2009:

Address: Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Tel: (852) 2862-8555
Fax: (852) 2865-0990 / (852) 2529-6087

- (3) Each shareholder of the Company who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the EGM. Where a shareholder has appointed more than one proxy to attend the EGM, such proxies may only vote on a poll. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. In the case that an appointer is a legal person, the power of attorney must be either under the common seal of the legal person or under the hand of its director or other person, duly authorized. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be certified by a notary public. For holders of H Shares, the power of attorney or other documents of authorization and proxy forms must be delivered to the Company's H share registrar at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by post or facsimile, no less than 24 hours before the time appointed for the holding of the EGM in order for such documents to be valid.
- (4) H shareholders whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited after office hour on 17th July 2009 are entitled to attend the EGM. The Company's register of members will be closed from 18th July 2009 to 18th August 2009 (both days inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the EGM must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited by no later than 4:30 p.m. on 17th July 2009 for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company.

Computershare Hong Kong Investor Services Limited's address is as follows:

Rooms 1806-1807
18th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

- (5) Shareholders or their proxies must present proof of their identities upon attending the EGM. Should a proxy be appointed, the proxy must also present copies of his/her Proxy Form, or copies of appointing instrument and power of attorney, if applicable.
- (6) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.