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## 洛陽欒川鉬業集團股份有限公司

### China Molybdenum Co., Ltd.\*

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 03993)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of 洛陽欒川鉬業集團股份有限公司 China Molybdenum Co., Ltd.\* (the “**Company**”) for the year 2011 will be held at 9:00 a.m. on Friday, 1 April 2011 at the International Conference Room of Mudu-Lee Royal International Hotel at No.239, Kaiyuan Street, Luonan District, 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 2010.
2. To receive and consider the report of the supervisory committee of the Company for the year ended 31 December 2010.
3. To receive and consider the audited consolidated financial statements and the auditor's report of the Company for the year ended 31 December 2010.
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 2010.

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 2011 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2011).
6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu, Certified Public Accountants, as the Company's domestic and overseas auditors respectively for the year 2011, to hold office until the conclusion of the next annual general meeting and to authorise the Board to determine their remuneration.
7. To consider and approve other business (if any).

### **AS SPECIAL RESOLUTIONS**

8. 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 2011.
9. For the purpose of increasing the flexibility and efficiency in the Company's operation, to give a general mandate to the Board (or the directors of the Company (the "**Directors**") authorised by the Board) to issue, allot and deal with additional domestic shares (the "**Domestic Shares**") of RMB0.20 each in the share capital of the Company not exceeding 20% of the Domestic Shares in issue on the date of passing of this special resolution and additional H shares (the "**H Shares**") of RMB0.20 each in the share capital of the Company 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 "**Stock Exchange**") (the "**Listing Rules**"), the articles of association of the Company and the applicable laws and regulations of the People's Republic of China (the "**PRC**"), as amended from time to time, 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 determine the terms and conditions for the allotment and issue of the 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, 14 February 2011

*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. Shu Hedong; 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.*

*\* For identification purposes only*

*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 Hong Kong Stock Exchange’s and the Company’s website in accordance with the Listing Rules.
- (2) Shareholders who intend to attend the AGM in person or by proxy should return the reply slip to the Secretariat of the Board at the Company’s principal place of business in the PRC for holders of the Domestic Shares and to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, for holders of the H Shares on or before Friday, 11 March 2011 by hand, by post or by fax.

- (3) Each Shareholder of the Company who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the AGM. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. In case that an appointer is a body corporate, the instrument must be either under the common seal of the body corporate or under the hand of its director or other person, duly authorised. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be certified by a notary public. The form of proxy and the notarially certified power of attorney or other documents of authorisation must be delivered to the Company's H Share registrar at the address stated in note (7) below by post or facsimile (for holders of H Shares only), or to the Secretariat of the Board at the Company's principal place of business in the PRC at the address stated in note (8) below (for holders of Domestic Shares only), not less than 24 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the AGM or any adjournment should he/she so wish.
- (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 Tuesday, 1 March 2011 are entitled to attend and vote at the AGM and to receive the final dividend for the year ended 31 December 2010. The Company's register of members will be closed from Wednesday, 2 March 2011 to Friday, 1 April 2011 (both days inclusive), during which time no transfer of shares will be registered. Transferees of H shares who wish to attend the AGM and to qualify for the final dividend must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 1 March 2011 for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company.
- (5) Shareholders or their proxies must present proof of their identities upon attending the AGM. 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) 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) The address and contact details of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Telephone No.: (+852) 2862 8555  
Facsimile No.: (+852) 2865 0990 / (+852) 2529 6087

- (8) 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

- (9) The AGM is expected to last not more than one day. Shareholders or proxies attending the AGM are responsible for their own transportation and accommodation expenses.