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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of 洛陽欒川鉬業集團股份有限公司 China Molybdenum Co., Ltd.\* (the “**Company**”) will be held at 9:00 a.m. on Saturday, 7 May 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 (the “**PRC**”) for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution. Unless otherwise indicated, capitalised items used herein shall have the same meanings as those defined in the circular of the Company dated 22 March 2011.

### SPECIAL RESOLUTION

- 1 “THAT the use of proceeds in connection with the A Share Issue approved by the Shareholders be and is hereby amended as follows:

It is intended that the proceeds in connection with the A Share Issue will be used for the following projects:

- (1) Constructing clean, efficient and resource-utilizing project to process 42,000 tons per year of low-grade and complex scheelite concentrates, with an estimated investment amount of approximately RMB438 million (equivalent to approximately HK\$517 million);

- (2) Constructing efficient, energy-saving and automatic ammonium molybdate project, with an estimated investment amount of approximately RMB350 million (equivalent to approximately HK\$413 million);
- (3) Constructing high-performance cemented carbide project, with an estimated investment amount of approximately RMB1.8 billion (equivalent to approximately HK\$2.1 billion); and
- (4) Constructing tungsten metal products and tungsten alloy material downstream processing project, with an estimated amount of approximately RMB1.0 billion (equivalent to approximately HK\$1.2 billion).

The Company may invest in the above projects through utilizing its internal resources before the proceeds from the A Share Issue are made available to the Company. When the proceeds are available and subject to having carried out the relevant regulatory procedures, the Company is authorised to apply the proceeds to any injected capital in relation to the above projects which is incurred before the completion of the A Share Issue.

In the event that the proceeds from the A Share Issue are not sufficient to finance the above projects, the shortfall, after deducting offering expenses, in the proposed capital injection into the above projects will be covered by the Group's internal resources or bank loans. If there is any surplus, after deducting offering expenses, it will be applied to supplement the working capital of the Company.

The intended use of proceeds as mentioned above shall supersede the use of proceeds in connection with the A Share Issue approved by the Shareholders on 26 January 2011.”

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

Luoyang, the PRC, 22 March 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 resolution at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and the results of the poll will be published on the Stock Exchange’s and the Company’s website in accordance with the Listing Rules.
- (2) Shareholders who intend to attend the EGM 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 Saturday, 16 April 2011 by hand, by post or by fax.

- (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. 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 EGM. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the EGM 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 Wednesday, 6 April 2011 are entitled to attend and vote at the EGM. The Company's register of members will be closed from Thursday, 7 April 2011 to Saturday, 7 May 2011 (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 at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Wednesday, 6 April 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 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) 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 EGM.

- (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 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.