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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 (the “**EGM**”) of China Molybdenum Co., Ltd.\* (the “**Company**”) will be held at 9:00 a.m. on Friday, 17 August 2012 at the International Conference Room of Mudu-Lee Royal International Hotel at No.239, Kaiyuan Street, Luolong 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 resolutions:

### **AS SPECIAL RESOLUTIONS**

1. To consider and approve the re-election of the following retiring directors (the “**re-elected Directors**”):-
  - (a) Mr. Duan Yuxian as an executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's Annual General Meeting (“**AGM**”) to be held in 2015;
  - (b) Mr. Li Chaochun as an executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's AGM to be held in 2015;

- (c) Mr. Wu Wenjun as an executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's AGM to be held in 2015;
  - (d) Mr. Li Faben as an executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's AGM to be held in 2015;
  - (e) Mr. Wang Qinxu as an executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's AGM to be held in 2015;
  - (f) Mr. Zhang Yufeng as a non-executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's AGM to be held in 2015;
  - (g) Mr. Shu Hedong as a non-executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's AGM to be held in 2015; and
  - (h) To consider and approve the authorisation of the Board to fix the remuneration of each of the re-elected Directors of the Company.
2. To consider and approve the re-election of the following retiring supervisors (the “**re-elected Supervisors**”):-
- (a) Mr. Yin Dongfang as a Supervisor of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's AGM to be held in 2015;
  - (b) Mr. Zhang Zhenhao as a Supervisor of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company's AGM to be held in 2015; and
  - (c) To consider and approve the authorisation of the Board to fix the remuneration of each of the re-elected Supervisors of the Company.

3. To consider and approve the election of the following independent non-executive directors (the “**independent non-executive Directors**”):-
- (a) Mr. Xu Shan as an independent non-executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s AGM to be held in 2015;
  - (b) Mr. Bai Yanchun as an independent non-executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s AGM to be held in 2015;
  - (c) Mr. Cheng Gordon as an independent non-executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s AGM to be held in 2015;
  - (d) Mr. Xu Xu as an independent non-executive Director of the Company to hold office with effect from the date of the passing of this resolution until the conclusion of the Company’s AGM to be held in 2015; and
  - (e) To consider and approve the authorisation of the Board to fix the remuneration of each of the independent non-executive Directors of the Company.

## **CIRCULAR**

A circular containing further information in respect of, among other things, the re-election of the retiring Directors and Supervisors and the election of the independent non-executive Directors will be despatched to the Shareholders pursuant to Rule 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (the “**Listing Rules**”) as soon as practicable.

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

Luoyang City, Henan Province, the PRC, 30 June 2012

*As at the date of this notice, the executive Directors are Mr. DUAN Yuxian, Mr. LI Chaochun, Mr. WU Wenjun, Mr. LI Faben and Mr. WANG Qinxi; the non-executive Directors are Mr. SHU Hedong and Mr. ZHANG Yufeng; and the independent non-executive Directors are Mr. GAO Dezhu, Mr. ZENG Shaojin, 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 except where the chairman, in good faith, decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. The results of the poll will be published on the Hong Kong Stock Exchange's and the Company's websites 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 Friday, 27 July 2012 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 or any adjournment thereof (as the case may be). 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) In order to determine the list of H Shareholders who will be entitled to attend and vote at the EGM, the H Share register of members of the Company will be closed from Wednesday, 18 July 2012 to Friday, 17 August 2012 (both days inclusive) during which period no transfer of shares will be effected. H Shareholders whose names appear on the register of members of H Shares of the Company on Friday, 17 August 2012 shall be entitled to attend and vote at the EGM. In order for the H Shareholders to qualify for attending and voting at the EGM, Shareholders whose H Shares are not registered in their names should complete and lodge their respective instruments of transfer with the relevant H Share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any case no later than 4:30 p.m. on Tuesday, 17 July 2012. H Shareholders registered as at the record date will be entitled to attend and vote at the EGM.
- (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 9873  
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.