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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 stockbroker or other 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 to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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: 03993)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS  
AND  
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

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A letter from the Board is set out on pages 1 to 6 of this circular.

An EGM of 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 PRC. The notice, the relevant form of proxy and reply slip for use in connection with the EGM had been despatched to all Shareholders on 30 June 2012. For ease of reference, the notice convening the EGM is set out on pages 23 to 27 of this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. For H Shareholders, the proxy form should be returned to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or for holders of Domestic Shares, to the Secretariat of the Board at the Company's principal place of business in the PRC at North of Yihe, Huamei Shan Road, Chengdong New District, Luanchuan County, Luoyang City, Henan Province, the PRC, as soon as possible but in any event 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 you from attending and voting in person at the EGM or at any adjourned meetings should you so wish.

25 July 2012

\* For identification purposes only

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## DEFINITIONS

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

“A Share(s)”	the ordinary shares to be subscribed for in RMB, which are proposed to be allotted and issued by the Company to qualified price consultation participants, and natural persons, legal persons and other investors which have maintained share accounts with the Shanghai branch of China Securities Depository and Clearing Corporation Limited (except those who are prohibited by PRC laws and regulations and other regulatory requirements from participating in the proposed A Share Issue), and to be listed on the Shanghai Stock Exchange
“A Share Issue”	the proposed allotment and issue of not more than 542 million A Shares of RMB0.20 each (not exceeding approximately 11.1% of the existing total issued share capital and not exceeding approximately 10.0% of the total issued share capital of the Company upon the issue of A Shares) to qualified price consultation participants, and natural persons, legal persons and other investors which have maintained A share accounts with the Shanghai branch of China Securities Depository and Clearing Corporation Limited (except those who are prohibited by PRC laws and regulations and other regulatory requirements from participating in the proposed A Share issue), which A Shares are proposed to be listed on the Shanghai Stock Exchange
“EGM”	an extraordinary general meeting of the Company to 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 PRC, to consider and, if applicable, to approve the resolutions contained in the notice of EGM which is set out on pages 23 to 27 of this circular, or any adjournment thereof. The notice of EGM had been despatched to all the Shareholders on 30 June 2012

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## DEFINITIONS

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“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented 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 main board of the Stock Exchange
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) of RMB0.20 each issued by the Company under the PRC laws, which are subscribed for or credited as fully paid up in RMB
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB0.20 each in the share capital of the Company which are listed on the main board of the Stock Exchange and are traded in Hong Kong dollars
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	Friday, 20 July 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan

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## DEFINITIONS

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“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“%”	per cent



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: 03993)

*Executive Directors:*

Duan Yuxian (Chairman)  
Li Chaochun (Vice Chairman)  
Wu Wenjun  
Li Faben  
Wang Qinxi

*Non-executive Directors:*

Shu Hedong  
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

25 July 2012

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS  
AND  
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the EGM for (i) proposed re-election of retiring Directors; (ii) proposed appointment of independent non-executive Directors; and (iii) proposed re-election of retiring Supervisors.

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## LETTER FROM THE BOARD

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References are made to (i) the announcements of the Company dated 30 June 2012, 29 June 2012, 14 May 2012, 11 May 2012, 28 April 2012, 18 March 2012, 10 January 2012, 22 November 2011, 7 May 2011, 18 March 2011, 26 January 2011, 10 December 2010, 18 August 2009 and 13 August 2009; and (ii) the circulars of the Company dated 14 May 2012, 25 November 2011, 22 March 2011, 6 January 2011 and 3 July 2009 in relation to, among other things, the re-election and appointment of Directors and Supervisors, the proposed amendments to the terms of offices of Directors and Supervisors and the proposed A Share Issue.

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

As at the Latest Practicable Date, the Board comprised of 11 members including executive Directors Messrs. Duan Yuxian, Li Chaochun, Wu Wenjun, Li Faben and Wang Qinxi; non-executive Directors Messrs. Zhang Yufeng and Shu Hedong; and independent non-executive Directors Messrs. Zeng Shaojin, Gao Dezhu, Gu Desheng and Ng Ming Wah, Charles, for a three-year term commencing from 18 August 2009.

Pursuant to Article 126 of the Articles of Association, the term of office of a Director shall be three years and upon expiry of the term, the retiring Directors shall be eligible for re-election. The term of office under the service agreements entered into between the Company and the current session of the Board expired at the conclusion of the Company's annual general meeting held in 2012. Given the status of the proposed A Share Issue as described in the announcements of the Company dated 18 March 2012 and 11 May 2012, and to facilitate the preparation of the proposed A Share Issue, a special resolution was approved by the Shareholders at the annual general meeting held on 29 June 2012 to amend the term of offices of all the Directors, so that their term of offices will expire on 17 August 2012.

Executive Directors of the Company, namely Messrs. Duan Yuxian, Li Chaochun, Wu Wenjun, Li Faben and Wang Qinxi; and non-executive Directors, namely Messrs. Zhang Yufeng and Shu Hedong will retire from their offices at the EGM and being eligible, offer themselves for re-election at the EGM to hold offices with effect from the date of the passing of the relevant resolutions at the EGM until the conclusion of the Company's annual general meeting to be held in 2015.

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## LETTER FROM THE BOARD

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According to the provisions of the Guidelines for the Establishment of the System of Independent Directorship in Listed Companies (《關於在上市公司建立獨立董事制度的指導意見》) issued by CSRC, the consecutive terms served by any independent director shall not exceed six years. The six-year term of offices of the four existing independent non-executive Directors, namely Messrs. Zeng Shaojin, Gao Dezhu, Gu Desheng and Ng Ming Wah, Charles will expire on 17 August 2012, they will retire from their offices as independent non-executive Directors and members of the Audit Committee, Remuneration Committee, Nomination Committee of the Board and Strategic Committee of the Company, and will not offer themselves for re-election.

The four independent non-executive Directors, namely Messrs. Zeng Shaojin, Gao Dezhu, Gu Desheng and Ng Ming Wah, Charles have demonstrated dedication, diligence and professionalism in serving the Company during their tenure of directorships for nearly six years.

The Board would like to take this opportunity to express its sincere appreciation to Messrs. Zeng Shaojin, Gao Dezhu, Gu Desheng and Ng Ming Wah, Charles for their efforts and wise counsel as well as their outstanding contributions to the Group during their tenure of directorships and wishes them success in their future endeavors. Messrs. Zeng Shaojin, Gao Dezhu, Mr. Gu Desheng and Mr. Ng Ming Wah, Charles confirmed that they have no disagreement with the Board and there is no other matter relating to their retirements that needs to be brought to the attention of the Shareholders nor the Stock Exchange.

Pursuant to the Articles of Association of the Company and the Operation Rules of the Nomination Committee of the Board (《董事會提名委員會工作細則》), the Board of the Company has considered the recommendations made by the Nomination Committee of the Board and resolved to nominate Mr. Xu Shan, Mr. Bai Yanchun, Mr. Cheng Gordon and Mr. Xu Xu to be elected as the independent non-executive Directors of the Company (hereafter as **“Candidates of Independent Non-executive Directors”**) at the EGM to hold offices with effect from the date of the passing of the relevant resolutions at the EGM until the conclusion of the Company’s annual general meeting to be held in 2015.

Since the special resolution proposed at the annual general meeting held in 2012 to amend the term of offices of Directors was approved by Shareholders, supplementary service agreements have been entered into between the Company and the current session of the Board. Such supplementary service agreements will expire at the conclusion of the EGM to be held on 17 August 2012 by the Company. Accordingly, a special resolution will be proposed at the EGM to seek approval from Shareholders to authorise the Board to enter into a new service agreement with each of the re-elected and newly appointment members of the new session of the Board.

Details of retiring executive and non-executive Directors as well as the Candidates of Independent Non-executive Directors are set out in Appendix I to this circular.



**3. PROPOSED RE-ELECTION OF RETIRING SUPERVISORS**

As at the Latest Practicable Date, the supervisory committee comprised of three members including Messrs. Yin Dongfang and Zhang Zhenhao who were elected by the Shareholders as Supervisors; and Mr. Deng Jiaoyun who was elected as a Supervisor by the employee representatives meeting of the Company pursuant to the Articles of Association, for a three-year term commencing from 18 August 2009.

Pursuant to Article 165 of the Articles of Association, the term of office of a Supervisor shall be three years and upon expiry of the term, the retiring Supervisors shall be eligible for re-election. The term of offices under the service agreements entered into between the Company and each of the Supervisors of the current session expired at the conclusion of the Company's annual general meeting held in 2012. Given the status of the proposed A Share Issue as described in the announcements of the Company dated 18 March 2012 and 11 May 2012, and to facilitate the preparation of the proposed A Share Issue, a special resolution was approved by the Shareholders at the annual general meeting held on 29 June 2012 to amend the term of offices of Messrs. Yin Dongfang and Zhang Zhenhao, Supervisors who were nominated by the Shareholders, so that their term of offices will expire on 17 August 2012. Mr. Deng Jiaoyun is a staff representative Supervisor who was elected by the employee representatives meeting, the proposed amendment to his term of office was approved at the employee representatives meeting, so that his term of office will expire on 17 August 2012.

Shareholder representative Supervisors of the Company, namely Messrs. Yin Dongfang and Zhang Zhenhao, will retire from their offices at the EGM and being eligible, offer themselves for re-election at the EGM to hold offices with effect from the date of the passing of the relevant resolutions at the EGM until the conclusion of the Company's annual general meeting to be held in 2015.

Pursuant to Article 168 of the Articles of Association, the staff representative Supervisor is elected by the employee representatives of the Company through democratic election. Hence, the staff representative Supervisor of the new session of the supervisory committee will be elected at the forthcoming employee representatives meeting.

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## LETTER FROM THE BOARD

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Since the special resolution proposed at the annual general meeting held in 2012 to amend the term of offices of Supervisors, namely Messrs. Yin Dongfang and Zhang Zhenhao, was approved by the Shareholders and the proposed amendment to the term of office of Supervisor Mr. Deng Jiaoyun was duly approved at the employee representatives meeting, supplementary service agreements have been entered into between the Company and the current session of the supervisory committee. Such supplementary service agreements will expire at the conclusion of the EGM to be held on 17 August 2012. Accordingly, a special resolution will be proposed at the EGM to seek approval from Shareholders to authorise the Board to enter into a new service agreement with each of the re-elected members of the new session of the supervisory committee.

Details of the retiring Supervisors are set out in Appendix I to this circular.

#### **4. EGM AND PROXY ARRANGEMENT**

The notice of EGM had been despatched to all Shareholders on 30 June 2012. For ease of reference, the notice of EGM is set out on pages 23 to 27 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The poll vote results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Forms of proxy for use at the EGM had been despatched to all Shareholders on 30 June 2012 and such forms of proxy had also been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.chinamoly.com>). Whether or not you are able to attend the EGM in person, you are requested to complete and return such form of proxys in accordance with the instructions printed thereon. For H Shareholders, the proxy forms should be returned to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or for holders of Domestic Shares, to the Secretariat of the Board at the Company's principal place of business in the PRC at North of Yihe, Huamei Shan Road, Chengdong New District, Luanchuan County, Luoyang City, Henan Province, the PRC, as soon as possible but in any event not less than 24 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

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## LETTER FROM THE BOARD

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### 5. RECOMMENDATIONS

The Board considers that the proposed re-election of retiring executive and non-executive Directors and Supervisors as well as the proposed appointment of independent non-executive Directors are in the best interests of the Company and its Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

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

\* *For identification purposes only*

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<b>APPENDIX I</b>	<b>DETAILS OF THE RETIRING EXECUTIVE AND NON-EXECUTIVE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EGM AND DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE ELECTED AT THE EGM</b>
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The following are the details of the retiring executive and non-executive Directors and Supervisors who will retire and being eligible, offer themselves for re-election at the EGM.

## **EXECUTIVE DIRECTORS**

**Mr. Duan Yuxian**, aged 58, Senior Economist, Senior Engineer and a professor on Economics in Beijing Normal University who is entitled to special subsidies from the State Council. Mr. Duan has been our chairman, secretary to the Party Committee and Director 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 Luanchuan County Metallurgical and Chemical Company (“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”). Mr. Duan has been serving as a director of Luoyang High-Tech Metals Co., Ltd. (“Luoyang High-Tech”) and China Molybdenum (Hong Kong) Company Limited (“China Moly-HK”) since 27 May 2010 and 16 August 2007, respectively. Mr. Duan has also been elected as the deputy to the eleventh National People’s Congress.

Save as disclosed above, Mr. Duan has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Save as disclosed above, Mr. Duan does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Duan does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

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<b>APPENDIX I</b>	<b>DETAILS OF THE RETIRING EXECUTIVE AND NON-EXECUTIVE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EGM AND DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE ELECTED AT THE EGM</b>
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The special resolution proposed at the annual general meeting held on 29 June 2012 to amend the term of office of Mr. Duan as an executive Director had been passed by the Shareholders so that his term of office will expire on 17 August 2012. The Board proposes to re-elect Mr. Duan as an executive Director to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Duan will be entitled to a director's remuneration of RMB400,000 per annum and a discretionary bonus as determined by the Board. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Li Chaochun**, aged 35, has been our 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 1999, 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 a senior consultant of the tax division. From April 2002 to February 2003, he was a deputy 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 investment department of Cathay Fortune Corporation ("CFC"), one of the promoters of the Company. Mr. Li has been a director of Luoyang High-Tech and China Moly-HK since 27 May 2010 and 16 August 2007, respectively.

Save as disclosed above, Mr. Li has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Save as disclosed above, Mr. Li does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Li does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

The special resolution proposed at the annual general meeting held on 29 June 2012 to amend the term of office of Mr. Li as an executive Director had been passed by the Shareholders so that his term of office will expire on 17 August 2012. The Board proposes to re-elect Mr. Li as an executive Director to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Li will be entitled to a director's remuneration of RMB380,000 per annum and a discretionary bonus as determined by the Board. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Wu Wenjun**, aged 45, Senior Engineer, 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 engineering majoring machinery processing and equipment and with a master's degree in technological economics from Tsinghua University School of Economics and Management in June 1993. 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. In March 2010, Mr. Wu was elected as the vice president of Luoyang Association of Science and Technology at the sixth representatives meeting of Luoyang Association of Science and Technology.

Save as disclosed above, Mr. Wu has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Save as disclosed above, Mr. Wu does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

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APPENDIX I	DETAILS OF THE RETIRING EXECUTIVE AND NON-EXECUTIVE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EGM AND DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE ELECTED AT THE EGM
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As at the Latest Practicable Date, Mr. Wu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

The special resolution proposed at the annual general meeting held on 29 June 2012 to amend the term of office of Mr. Wu as an executive Director had been passed by the Shareholders so that his term of office will expire on 17 August 2012. The Board proposes to re-elect Mr. Wu as an executive Director to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Wu will be entitled to a director's remuneration of RMB380,000 per annum and a discretionary bonus as determined by the Board. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Li Faben**, aged 48, Professor-level Senior Engineer, has been our Director and executive deputy general manager since August 2006. Mr. Li is also a director of China Moly-HK since 16 August 2007. Mr. Li graduated from the Central South Mining & Metallurgical College (later renamed as the Central South University of Technology, now known as the Central South University) 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 (specialised in mining engineering). Mr. Li is a professor-grade senior engineer and has almost 30 years of experience in the PRC mining industry. From 2002 to June 2010, Mr. Li was appointed as a national class mining inspector by MLR. From August 1988 to January 1999, Mr. Li held various positions at Luoyang Luanchuan Molybdenum Company ("LLMC"), in which he served as the deputy head and head of the technical division, head of various mines, head of the open-pit mining construction department and deputy manager of LLMC. Mr. Li served as deputy general manager of LLMG between January 1999 and November 2002. From November 2002 to August 2006, Mr. Li was the deputy general manager and vice chairman of LLMG and as well as a director of LMG from July 2006 to November 2009.

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**APPENDIX I                      DETAILS OF THE RETIRING EXECUTIVE AND NON-EXECUTIVE DIRECTORS AND  
SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EGM AND DETAILS OF  
THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE ELECTED AT THE EGM**

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Save as disclosed above, Mr. Li has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Save as disclosed above, Mr. Li does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Li does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

The special resolution proposed at the annual general meeting held on 29 June 2012 to amend the term of office of Mr. Li as an executive Director had been passed by the Shareholders so that his term of office will expire on 17 August 2012. The Board proposes to re-elect Mr. Li as an executive Director to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Li will be entitled to a director's remuneration of RMB380,000 per annum and a discretionary bonus as determined by the Board. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Wang Qinx**i, aged 48, Senior Engineer, 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 20 years of experience in ore flotation. From 1987 to January 1999, Mr. Wang was a technician and 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 above, Mr. Wang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Save as disclosed above, Mr. Wang does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Wang does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

The special resolution proposed at the annual general meeting held on 29 June 2012 to amend the term of office of Mr. Wang as an executive Director had been passed by the Shareholders so that his term of office will expire on 17 August 2012. The Board proposes to re-elect Mr. Wang as an executive Director to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Wang will be entitled to a director's remuneration of RMB360,000 per annum and a discretionary bonus as determined by the Board. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## NON-EXECUTIVE DIRECTORS

**Mr. Zhang Yufeng**, aged 37, has been our non-executive Director since August 2006. Mr. Zhang was an executive director of Ledong Binhai City Construction Development Co., Ltd.\* (樂東濱海城市建設開發有限公司) and has been a director of Cathay Fortune Capital Equity Investment Co., Ltd.\* (鴻商資本股權投資有限公司) since October 2011. Mr. Zhang graduated from Shanghai Jiaotong University (上海交通大學) in 1996 with a bachelor's degree in engineering. Mr. Zhang is a non-practicing member of CICPA (Chinese Institute of Certified Public Accountants). From January 1997 to August 1998, Mr. Zhang worked in project and investment department of Shanghai Caohejing Hi-Tech Park West Zone Development Co., Ltd.\* (上海漕河涇開發區西區發展有限公司) and from August 1998 to July 2001, he served in the investment and consultancy department of DTZ Debenham Tie Leung Limited\* (戴德梁行). From July 2001 to September 2002, Mr. Zhang worked for Shanghai Bao Rui Technology Investment Company\* (上海寶瑞科技投資公司). Mr. Zhang was engaged in investment services for China Fortune Securities Co., Ltd.\* (中富證券有限責任公司) 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 above, Mr. Zhang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Save as disclosed above, Mr. Zhang does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Zhang does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

The special resolution proposed at the annual general meeting held on 29 June 2012 to amend the term of office of Mr. Zhang as a non-executive Director had been passed by the Shareholders so that his term of office will expire on 17 August 2012. The Board proposes to re-elect Mr. Zhang as a non-executive Director to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Zhang will be entitled to a director's remuneration of RMB90,000 per annum. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Shu Hedong**, aged 48, has been our non-executive Director since August 2009. Mr. Shu concurrently acts as executive director and general manager of Shanghai CFC Puyuan Investment Management Co., Ltd.\* (上海鴻商普源投資管理有限公司), executive director and general manager of Shanghai CFC Datong Industrial Co., Ltd.\* (上海鴻商大通實業有限公司), executive director and general manager of Shanghai Shanglue Trading Co., Ltd.\* (上海商略貿易有限公司), executive director and general manager of Beijing Huiqiao Investment Co., Ltd.\* (北京匯橋投資有限公司), and executive director of Ledong Binhai City Construction Development Co., Ltd.\* (樂東濱海城市建設開發有限公司). 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 January 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 business development manager of PowerGen International. From December 1998 to March 2001, Mr. Shu served as the chief 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.\* (北京利德華福技術有限公司). Since April 2004, Mr. Shu has been an assistant to the chairman of CFC and an executive director of CFC. From August 2006 to August 2009, Mr. Shu acted as a Supervisor and chairman of the supervisory committee of the Company.

Save as disclosed above, Mr. Shu has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Save as disclosed above, Mr. Shu does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Shu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

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<b>APPENDIX I</b>	<b>DETAILS OF THE RETIRING EXECUTIVE AND NON-EXECUTIVE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EGM AND DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE ELECTED AT THE EGM</b>
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The special resolution proposed at the annual general meeting held on 29 June 2012 to amend the term of office of Mr. Shu as a non-executive Director had been passed by the Shareholders so that his term of office will expire on 17 August 2012. The Board proposes to re-elect Mr. Shu as a non-executive Director to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Shu will be entitled to a director's remuneration of RMB90,000 per annum. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

Save as disclosed above, there are no other matters in relation to the re-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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

#### **SUPERVISORS (EXCLUDING STAFF REPRESENTATIVE SUPERVISOR)**

**Mr. Yin Dongfang**, aged 50, has been our Supervisor since January 2007. Mr. Yin concurrently acts 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), vice chairman, director and general manager of Luoyang City State-owned Assets Management Co., Ltd.\* (洛陽市國資國有資產經營有限公司), director of China YTO Group Corporation\* (中國一拖集團有限公司) and Supervisor of Bank of Luoyang Co., Ltd.\* (洛陽銀行股份有限公司). Mr. Yin graduated from Zhengzhou University with a diploma in law in June 1988 and obtained his lawyer's qualification certificate in May 1989. Between 1994 and 1998, Mr. Yin practised as a lawyer in Luoyang City No. 2 Law Firm\* (洛陽市第二律師事務所) and between August 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\* (洛陽市律師協會). He has been the manager of the investment and management department of the Luoyang City Branch of Henan Province Association of Municipal and Township Collectively-Owned Industries since May 2005, a Supervisor of the Company since January 2007, vice chairman, director and general manager of Luoyang City State-owned Assets Management Co., Ltd.\* (洛陽市國資國有資產經營有限公司) since June 2007, director and deputy general manager of LMG since July 2008, director of China YTO Group Corporation since June 2009, and Supervisor of Bank of Luoyang Co., Ltd. since January 2011.

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<b>APPENDIX I</b>	<b>DETAILS OF THE RETIRING EXECUTIVE AND NON-EXECUTIVE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EGM AND DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE ELECTED AT THE EGM</b>
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Save as disclosed above, Mr. Yin has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Save as disclosed above, Mr. Yin does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Yin does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

The special resolution proposed at the annual general meeting held on 29 June 2012 to amend the term of office of Mr. Yin as a Supervisor had been passed by the Shareholders so that his term of office will expire on 17 August 2012. The Board proposes to re-elect Mr. Yin as a Supervisor to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Yin will be entitled to a supervisor's remuneration of RMB90,000 per annum. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Zhang Zhenhao**, aged 39, has been our Supervisor and chairman of the supervisory committee since August 2009. Mr. Zhang concurrently acts as a director of CFC, a supervisor of Cathay Fortune Capital Equity Investment Co., Ltd.\* (鴻商資本股權投資有限公司) and a director in Ledong Binhai City Construction Development Co., Ltd.\* (樂東濱海城市建設開發有限公司). Mr. Zhang graduated from Tianjin Polytechnic University with a bachelor's degree in textile engineering. Mr. Zhang also obtained a master degree in finance from the Graduate School of The Chinese Academy of Social Sciences and the CFA qualification from the CFA Institute. From 1993 to 1999, Mr. Zhang held positions at Tianjin Yarn-dyed Company (天津色織公司), Tianjin Weaving Materials Exchange, Hainan Zhongshang Futures Exchange\* (海南中商期貨交易所). From May 1999 to December 2001, Mr. Zhang was employed by Zhongfu Securities Dealer Co. Ltd. as member of the preparatory division, general manager of the business management department and Supervisor of the company. From January 2002 to May 2007, Mr. Zhang was employed by Zhongfu Securities Co. Ltd. as member of the preparatory division, general manager of the sales department of Haikou Securities, executive director of the sales management department, secretary to the board of directors of the company and general manager of the chief executive office and the human resources department. Since June 2007, Mr. Zhang has been the general manager of the finance department of CFC.

Save as disclosed above, Mr. Zhang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Save as disclosed above, Mr. Zhang does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Zhang does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

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<b>APPENDIX I</b>	<b>DETAILS OF THE RETIRING EXECUTIVE AND NON-EXECUTIVE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EGM AND DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE ELECTED AT THE EGM</b>
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The special resolution proposed at the annual general meeting held on 29 June 2012 to amend the term of office of Mr. Zhang as a Supervisor had been passed by the Shareholders so that his term of office will expire on 17 August 2012. The Board proposes to re-elect Mr. Zhang as a Supervisor to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Zhang will be entitled to a supervisor's remuneration of RMB90,000 per annum. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

Save as disclosed above, there are no other matters in relation to the re-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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Details of the Candidates of Independent Non-executive Directors who will be elected at the EGM are set out as below.

## **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Bai Yanchun**, aged 45, is currently a member of All China Lawyers Association holding a practising solicitor certificate in PRC. Mr. Bai graduated from China University of Political Science and Law with a bachelor's degree of laws in 1988. He studied the postgraduate courses at the Center for Chinese and American Studies of Johns Hopkins University in the United States in 1992 and obtained a master's degree from the School of Law of Stanford University in the United States in 2003. From 1988 to 1992, he worked at the China Council for the Promotion of International Trade. In 1993, he participated in the founding of King & Wood Mallesons and has been engaging in professional legal services such as securities, mergers and acquisitions since then. Mr. Bai currently serves as an arbitrator of China International Economic and Trade Arbitration Commission. Mr. Bai was appointed as a member of the ninth session of Issuance Examination Committee of China Securities Regulatory Commission in 2008.

Save as disclosed above, Mr. Bai has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

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APPENDIX I	DETAILS OF THE RETIRING EXECUTIVE AND NON-EXECUTIVE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EGM AND DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE ELECTED AT THE EGM
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Mr. Bai does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Bai does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

The Board proposes to appoint Mr. Bai as an independent non-executive Director to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Bai will be entitled to a director's remuneration of RMB200,000 per annum. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

Save as disclosed above, there are no other matters in relation to the election of Mr. Bai 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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Xu Shan**, aged 43, is a PRC certified public accountant and a PRC registered tax agent. Mr. Xu graduated from the Department of Computing and Systematic Science of Xiamen University in 1991 and obtained a doctor's degree in management (accounting) from Xiamen University in 2001. At present, he concurrently acts as the chairman of Xiamen Tianjian Consulting Firm\* (廈門天健諮詢公司) and an independent director of Solar Insurance Group Company Limited\* (陽光保險集團股份有限公司), Beijing Kalends Science & Technology Company Limited\* (北京昆侖萬維科技股份有限公司) and Ningxia EPPEN Biotech Co., Ltd.\* (寧夏伊品生物科技股份有限公司), a member of the Core Committee of Investment Banking Business of Cinda Securities (信達證券投資銀行業務內核委員會), a part-time professor of the MPAcc Program of Xiamen University and a consultant of the Private Banking Center of Xiamen Branch of China Construction Bank. Mr. Xu served as the manager of Xiamen Nongxin Accounting Firm\* (廈門農信會計師事務所) from June 1994 to August 1996, the manager of the Accounting Firm of Xiamen University\* (廈門大學會計師事務所) from September 1996 to December 1998 as well as a director and partner of Tianjian Zhengxin Accounting Firm\* (天健正信會計師事務所) from December 1998 to December 2011. He concurrently served as a special member of the ninth session of Issuance Examination Committee of China Securities Regulatory Commission from 2007 to 2008.



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**APPENDIX I                      DETAILS OF THE RETIRING EXECUTIVE AND NON-EXECUTIVE DIRECTORS AND  
SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EGM AND DETAILS OF  
THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE ELECTED AT THE EGM**

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Save as disclosed above, Mr. Xu has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Mr. Xu does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Xu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

The Board proposes to appoint Mr. Xu as an independent non-executive Director to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Xu will be entitled to a director's remuneration of RMB200,000 per annum. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

Save as disclosed above, there are no other matters in relation to the election of Mr. Xu 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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Cheng Gordon**, aged 37, graduated from the University of Sydney in Australia with a bachelor's degree in commerce in 1996 and a bachelor's degree in law in 1998. He is the president and managing partner of JCDecaux China Clean Energy Fund (德高中國清潔能源基金) and concurrently serves as a senior consultant for Global Climate Change Department in Deutsche Bank China (德意志銀行全球氣候變化部) and UNIDO (China) under the United Nations. From 2010 to 2011, Mr. Cheng had been the chief representative of China of the LaSalle Fund (領盛基金). Before 2010, he served as the chief financial controller and the chief investment officer of Sunshine 100 Real Estate Group ("Sunshine 100"). Before Mr. Cheng joined Sunshine 100, he served as the deputy executive president of Vimicro International Corporation (NASDAQ GM: VIMC) ("Vimicro"). Before joining Vimicro, he worked respectively at the investment department of J.P. Morgan and the investment banking department of Credit Suisse AG. Mr. Cheng has substantial experience in investing, financing as well as merger and acquisition projects.

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<b>APPENDIX I</b>	<b>DETAILS OF THE RETIRING EXECUTIVE AND NON-EXECUTIVE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EGM AND DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE ELECTED AT THE EGM</b>
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Save as disclosed above, Mr. Cheng has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Mr. Cheng does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Cheng does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

The Board proposes to appoint Mr. Cheng as an independent non-executive Director to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Cheng will be entitled to a director's remuneration of RMB200,000 per annum. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

Save as disclosed above, there are no other matters in relation to the election of Mr. Cheng 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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Xu Xu**, aged 60, graduated from the English department of the Advance Learning Institute for Civil Servants of State Economic and Trade Commission (國家經貿部幹部進修學院) in 1984. Mr. Xu acquired his MBA degree from the School of Management, University at Buffalo, the State University of New York in 2001 and doctoral degree in industrial economics from the School of Business in Renmin University of China in 2005. In April 1975, Mr. Xu joined the Ministry of Foreign Trade (國家對外貿易部) (subsequently renamed as the Ministry of Foreign Trade and Economic Cooperation (經貿部), the Department of Foreign Economic Relations (外經部), the Ministry of Commerce (商務部)) and served in various positions including third-class secretary, director, deputy director and special commissioner at Chinese embassies. From November 2008 to May 2012, Mr. Xu served as the president of China Chamber of Commerce of Metals Minerals & Chemicals Importers & Exporters. From 2004 to 2008, Mr. Xu served as a member of the Certification and Accreditation Administration of the PRC.

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<b>APPENDIX I</b>	<b>DETAILS OF THE RETIRING EXECUTIVE AND NON-EXECUTIVE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EGM AND DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE ELECTED AT THE EGM</b>
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Save as disclosed above, Mr. Xu has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or in any other major appointment and professional qualifications.

Mr. Xu does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Xu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

The Board proposes to appoint Mr. Xu as an independent non-executive Director to hold office with effect from the date of the passing of the relevant special resolution at the EGM until the conclusion of the Company's annual general meeting to be held in 2015. The Board also proposes that Mr. Xu will be entitled to a director's remuneration of RMB200,000 per annum. His remuneration is determined by the Board with reference to his duties, responsibilities and the Company's performance and results.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Xu 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 any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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## NOTICE OF EGM

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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: 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;

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## NOTICE OF EGM

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- (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 Qinxi 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.

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## NOTICE OF EGM

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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

\* *For identification purposes only*

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## NOTICE OF EGM

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*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 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 Shares 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, Wanchai, 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 form of proxy, or copies of appointing instrument and power of attorney, if applicable.
- (6) A vote given in accordance with the terms of form of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the form of proxy or of the authority under which the form of proxy was executed, or the transfer of shares in respect of which the form of 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.

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## NOTICE OF EGM

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- (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.

This circular (the “**Circular**”) (in both Chinese and English versions) has been posted on the Company's website at <http://www.chinamoly.com>. Shareholders who have chosen to receive the Company's corporate communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim financial report (where applicable), notice of meeting, listing document, circular and proxy form via the Company's website and for any reason have difficulty in gaining access to the corporate communications posted on the Company's website promptly upon request be sent the Circular in printed form free of charge. Shareholders may at any time change their choice of means of receipt and language of the corporate communications.

Shareholders may request for printed copy of the Circular or change their choice of means of receipt and language of the corporate communications by sending reasonable notice in writing to the Company to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by email at [chinamoly@computershare.com.hk](mailto:chinamoly@computershare.com.hk).