
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 supplemental circular and the accompanying revised form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

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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)

**SUPPLEMENTAL CIRCULAR TO
CIRCULAR OF THE COMPANY DATED 22 APRIL 2013
IN RELATION TO
PROPOSED MANDATE TO ISSUE DEBT FINANCING NOTES
THROUGH PRIVATE PLACEMENT
AND
SUPPLEMENTAL NOTICE OF 2012 AGM**

This supplemental circular should be read in conjunction with the circular of the Company dated 22 April 2013. A supplemental notice of the 2012 AGM (or any adjournment thereof) of the Company to be held at 8:30 a.m. on Friday, 7 June 2013 at International Conference Room of Mudu-Lee Royal International Hotel at No.239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC is set out on pages 5 to 8 of this supplemental circular. The supplemental notice of the AGM should be read in conjunction with the notice of the AGM dated 22 April 2013.

A new form of proxy (the "Second Proxy Form") for use at the AGM is enclosed with this supplemental circular. If you intend to appoint a proxy to attend the AGM, you are required to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon. Whether or not you intend to attend the AGM, you are requested to complete and return the Second Proxy Form in accordance with the instructions printed thereon. For H Shareholders, the Second 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 A Shares, to the office 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 AGM or any adjournment thereof (as the case may be). Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

16 May 2013

* For identification purposes only

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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)

Executive Directors:

Wu Wenjun (Chairman)
Li Chaochun (Vice Chairman)
Li Faben
Wang Qinxu

Non-executive Directors:

Shu Hedong
Zhang Yufeng

Independent Non-executive Directors:

Bai Yanchun
Xu Shan
Cheng Gordon
Xu Xu

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

16 May 2013

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
CIRCULAR OF THE COMPANY DATED 22 APRIL 2013
IN RELATION TO
PROPOSED MANDATE TO ISSUE DEBT FINANCING NOTES
THROUGH PRIVATE PLACEMENT
AND
SUPPLEMENTAL NOTICE OF 2012 AGM**

INTRODUCTION

This supplemental circular should be read in conjunction with the Company's circular (the "**Initial Circular**") dated 22 April 2013. The purpose of this supplemental circular is to provide you with details of the additional proposed special resolution to be submitted to the AGM in relation to the proposed mandate to the Board to issue debt financing notes through private placement, and give you a supplemental notice of the AGM.

* For identification purposes only

LETTER FROM THE BOARD

Unless otherwise defined, capitalized terms used in this supplemental circular have the same meaning as defined in the Initial Circular.

PROPOSED MANDATE TO ISSUE DEBT FINANCING NOTES THROUGH PRIVATE PLACEMENT

As at the date of this supplemental circular, 洛陽礦業集團有限公司(Luoyang Mining Group Co., Ltd.*) (“LMG”) is a controlling shareholder of the Company which beneficially owns approximately 35% equity interest in the Company. Pursuant to the Articles of Association, when the Company convenes a general meeting, Shareholder(s) individually or collectively holding more than 3% of the Company’s shares can make a temporary motion and submit in writing to the convener ten (10) days before the date of the general meeting.

On 14 May 2013, the Board received a written notice from LMG for proposing the resolution in respect of the proposed mandate to the Board to issue debt financing notes through private placement.

Proposed mandate to issue debt financing notes through private placement

According to the notice from LMG, in order to provide an additional financing channel to the Company, LMG proposed to give the Board a mandate to issue in one or several tranches of debt financing notes by way of private placement of not more than RMB5.0 billion and to delegate the power to review and approve each issue of debt financing notes to the Board as follows:

- (a) to authorize the Board to (A) issue in one or several tranches of the debt financing notes; (B) determine, in accordance with the relevant laws, rules and regulations and subject to the market conditions and the needs of the Company, the timing and methods of issue (including but not limited to the scale, interest rates, terms, places and use of proceeds); and (C) enter into all necessary documents and to effect and carry out necessary disclosure obligations and formalities.
- (b) the authorization shall be effective from the date of the resolution being approved at the AGM until the conclusion of the annual general meeting of the Company to be held in 2014.

The proposed mandate to issue debt financing notes through private placement is subject to the Shareholders’ approval by way of special resolution at the AGM and approvals from the relevant authorities.

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LETTER FROM THE BOARD

In accordance with the relevant laws and regulations and the Articles of Association, the Board has agreed to propose the additional resolution at the 2012 AGM for consideration. The form and procedure of the proposed additional resolution are in compliance with the Company Law of the PRC and the Articles of Association.

SUPPLEMENTAL NOTICE OF THE AGM AND SECOND PROXY FORM

The additional resolution in relation to the proposed mandate to the Board to issue debt financing notes through private placement is set out in the supplemental notice of the AGM on pages 5 to 8 of this supplemental circular.

As the form of proxy (the “**First Proxy Form**”) enclosed with the Initial Circular for use at the AGM does not contain the resolution in relation to the proposed mandate to the Board to issue debt financing notes through private placement as set out in this supplemental circular, the Company has prepared a revised form of proxy (the “**Second Proxy Form**”) for dispatch together with this supplemental circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon. For H Shareholders, the Second 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 A Shares, to the office 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 AGM or any adjournment thereof (as the case may be). Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

Shareholders who have lodged the First Proxy Form with the Company should note that:

- (i) If no Second Proxy Form is lodged with the Company’s H Share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolution in relation to proposed mandate to the Board to issue debt financing notes through private placement as set out in this supplemental circular.

LETTER FROM THE BOARD

- (ii) If the Second Proxy Form is lodged with the Company's H Share registrar 24 hours prior to the time appointed for holding the AGM (the "**Closing Time**"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
- (iii) If the duly completed and signed Second Proxy Form is lodged with the H Share registrar of the Company after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on any proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. In such case, if any Shareholder wishes to vote at the AGM, he/she will have to attend in person and vote at the AGM himself/herself.

RECOMMENDATIONS

The Board considers that the resolution in relation to proposed mandate to the Board to issue debt financing notes through private placement is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all the Shareholders to vote in favour of the above resolution to be proposed at the AGM as set out in the supplemental notice of the AGM.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

By Order of the Board
China Molybdenum Co., Ltd. *
Wu Wenjun
Chairman

* *For identification purposes only*



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)

SUPPLEMENTAL NOTICE OF 2012 ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) published by China Molybdenum Co., Ltd.* (the “**Company**”) on 22 April 2013 which set out the 2012 AGM to be held at 8:30 a.m. on Friday, 7 June 2013 at International Conference Room of Mudu-Lee Royal International Hotel at No.239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC and contains resolutions proposed to be considered and, if thought fit, passed at the AGM. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the circular of the Company dated 22 April 2013 (the “**Initial Circular**”) and the supplemental circular of the Company dated 16 May 2013 (the “**Circular**”).

Subsequent to the issue of the Initial Circular, the Company received a written notice from LMG for proposing the resolution in respect of the proposed mandate to the Board to issue debt financing notes through private placement. LMG is a controlling shareholder of the Company which beneficially owns approximately 35% equity interest in the Company. Pursuant to the Articles of Association, when the Company convenes a general meeting, Shareholders individually or collectively holding more than 3% of the Company's shares can make a temporary motion and submit in writing to the convener ten (10) days before the date of Shareholders' general meeting. Details of the above proposal are set out in the supplemental circular of the Company dated 16 May 2013.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, which will be held on the same date, at the same time and at the same place as originally scheduled in the Notice, will consider and, if thought fit, pass the following supplemental resolution as special resolution in addition to the resolutions set out in the Notice:

* *For identification purposes only*

SUPPLEMENTAL NOTICE OF AGM

SPECIAL RESOLUTION

“To consider and approve the proposed grant of general mandate to the Board to issue debt financing notes through private placement.”

By Order of the Board
China Molybdenum Co., Ltd.*
Wu Wenjun
Chairman

Luoyang City, Henan Province, the PRC
16 May 2013

* *For identification purposes only*

Notes:

- 1 This supplemental notice should be read in conjunction with the Notice.
- 2 Save for the inclusion of the newly submitted resolution, there are no other changes to the resolutions set out in the Notice. Please refer to the Notice for details of other resolutions to be tabled at the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, the voting arrangements, the poll procedure at the AGM and other relevant matters.
- 3 **PROXY**

Since the First Proxy Form in respect of the resolutions set out in the Notice sent together with the Initial Circular does not contain the proposed additional special resolution as set out in this supplemental notice, the Second Proxy Form has been prepared and is enclosed with this supplemental notice.

 - (i) Each Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
 - (ii) Shareholders can appoint a proxy by an instrument in writing (i.e. by using the Second Proxy Form enclosed). The Second Proxy Form shall be signed by the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under the common seal or signed by a director or a duly authorized attorney of the entity. If the Second Proxy Form is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.
 - (iii) To be valid, for holders of H Shares, the Second Proxy Form and notarized power of attorney or other documents of authorization (if applicable), must be delivered to the Company’s H Shares registrar, Computershare Hong Kong Investor Services Limited not less than 24 hours before the time for holding the AGM or any adjournment thereof.

SUPPLEMENTAL NOTICE OF AGM

- (iv) A Shareholder who has already lodged the First Proxy Form with the Company should note that:
- (i) If no Second Proxy Form is lodged with the Company's H Share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolution in relation to proposed mandate to the Board to issue debt financing notes through private placement as set out in this supplemental notice.
 - (ii) If the Second Proxy Form is lodged with the Company's H Share registrar 24 hours prior to the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - (iii) If the duly completed and signed Second Proxy Form is lodged with H Share registrar of the Company after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on any proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. In such case, if any Shareholder wishes to vote at the AGM, he/she will have to attend in person and vote at the AGM himself/herself.
- (v) Completion and return of the First Proxy Form or the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.
4. 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 websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
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

SUPPLEMENTAL NOTICE OF AGM

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 6865 8017
Facsimile No.: (+86) 379 6865 8030

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.