

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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**”).

\* For identification purposes only

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:

### **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

*As at the date of this announcement, the executive Directors of the Company are Messrs. Wu Wenjun, Li Chaochun, Li Faben and Wang Qinxi; the non-executive Directors are Messrs. Shu Hedong and Zhang Yufeng; and the independent non-executive Directors are Messrs. Bai Yanchun, Xu Shan, Cheng Gordon and Xu Xu.*

\* *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.
- (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

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.