

*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)

## **NOTICE OF 2013 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2013 first extraordinary general meeting (“**EGM**”) of China Molybdenum Co., Ltd.\* (the “**Company**”) will be held 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 (“**PRC**”) on Monday, 25 November 2013 at 1:00 p.m. for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions. Unless otherwise defined, capitalized items used in this notice have the same meanings as those defined in the announcement of the Company dated 30 September 2013.

### **SPECIAL RESOLUTION**

1. “To consider and approve the proposal in respect of the acquisition of 80% interest in Northparkes Joint Venture held by North Mining Limited and certain associated rights and assets by CMOG Mining Pty Limited, a wholly-owned subsidiary of the Company.”

### **ORDINARY RESOLUTION**

2. “To consider and approve the proposal in respect of the change in use of proceeds.”

\* *For identification purposes only*

## **SPECIAL RESOLUTIONS**

3. “To consider and approve the proposal in respect of the plan of the issuance of A Share Convertible Bonds:
  1. Type of securities to be issued
  2. Issue size
  3. Par value and issue price
  4. Term
  5. Interest rate
  6. Method and timing of interest payment
  7. Conversion period
  8. Determination and adjustment of the CB Conversion Price
  9. Terms of the downward adjustment to CB Conversion Price
  10. Method for determining the number of Shares for conversion
  11. Terms of redemption
  12. Terms of sale back
  13. Entitlement to dividend of the year of conversion
  14. Method of issuance and target investors
  15. Subscription arrangement for the existing holders of A Shares
  16. CB Holders and CB Holders’ meetings
  17. Use of proceeds
  18. Guarantee
  19. Account for deposit of proceeds
  20. Validity period of this resolution
  21. Matters relating to authorization in connection with the issuance of the Convertible Bonds.”

## **ORDINARY RESOLUTIONS**

4. “To consider and approve the proposal in respect of the statement on the use of proceeds from previous fund raising activity.”
5. “To consider and approve the proposal in respect of the proposed use of proceeds to be raised from the issuance of A Share Convertible Bonds and the feasibility of the new project after changing the use of proceeds raised from previous fund raising activity.”

## SPECIAL RESOLUTIONS

6. “To consider and approve the proposal in respect of the provision of guarantee by the Company for the domestic and offshore financing for the overseas acquisition.”
7. “To consider and approve the proposal in respect of the proposed appointment of Mr. Yuan Honglin as a non-executive Director and to determine his remuneration.”

## CIRCULAR

A circular containing further information in respect of, among other things, the Proposed Acquisition, the change in use of proceeds from A Share Issue, proposed issuance of A Share Convertible Bonds, the statement on use of proceeds from previous fund raising activity, use of proceeds to be raised from the A Share Convertible Bonds and the feasibility of the project, provision of guarantee as well as the proposed appointment of a non-executive Director will be despatched to the Shareholders as soon as practicable.

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

Luoyang City, Henan Province, the PRC, 10 October 2013

*As at the date of this notice, the executive Directors are Mr. Wu Wenjun, Mr. Li Chaochun, Mr. Li Faben, Mr. Wang Qinxu and Ms. Gu Meifeng; the non-executive Director is Mr. Zhang Yufeng; and the independent non-executive Directors are Messrs. Bai Yanchun, Xu Shan, Cheng Gordon and Xu Xu.*

*Notes:*

1. All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the Stock Exchange of Hong Kong Limited and the Company’s websites in accordance with the Listing Rules.
2. H Shareholders who intend to attend the EGM in person or by proxy should return the reply slip to the office of the Board at the Company’s principal place of business in the PRC 20 days before the meeting, i.e. before Tuesday, 5 November 2013 by hand, by post or by fax. The contact details of the office of the Board at the Company’s principal place of business in the PRC are set out in note 8 below.
3. Each H 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. For H Shareholders, 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, not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the EGM or any adjournment should he/she so wish.
4. In order to determine the list of H Shareholders who will be entitled to attend and vote at the EGM, the H Share register of members of the Company will be closed from Saturday, 26 October 2013 to Monday, 25 November 2013 (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 at 4:30 p.m. on Friday, 25 October 2013 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 Friday, 25 October 2013.

5. Shareholders or their proxies must present proof of their identities upon attending the EGM. Should a proxy be appointed, the proxy must also present copies of his/her proxy form, or copies of appointing instrument and power of attorney, if applicable.
6. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the EGM.
7. The address and contact details of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Telephone No.: (+852) 2862 8555  
Facsimile No.: (+852) 2865 0990 / (+852) 2529 6087
8. The address and contact details of the Company's principal place of business and the office of the Board 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 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.