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洛陽欒川鉬業集團股份有限公司

China Molybdenum Co., Ltd.*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03993)

NOTICE OF 2013 SECOND CLASS MEETING OF H SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2013 second class meeting of H shareholders of China Molybdenum Co., Ltd.* (the “**Company**”) will be held after the 2013 first extraordinary general meeting and the 2013 second class meeting of A shareholders or any adjournment thereof, on Monday, 25 November 2013 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 amendments) the following resolutions. Unless otherwise defined, capitalized items used in this notice have the same meanings as the those defined in the announcement of the Company dated 30 September 2013.

* *For identification purposes only*

SPECIAL RESOLUTIONS

“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.”

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 Qinxi 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 Class Meeting of H Shareholders 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 are set out in note 8 below.
3. Each H Shareholder of the Company who has the right to attend and vote at the Class Meeting of H Shareholders is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the Class Meeting of H Shareholders. 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, not less than 24 hours before the time appointed for holding the Class Meeting of H Shareholders 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 Class Meeting of H Shareholders 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 Class Meeting of H Shareholders, 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 Class Meeting of H Shareholders. In order for the H Shareholders to qualify for attending and voting at the Class Meeting of H Shareholders, 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 Class Meeting of H Shareholders. 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 Class Meeting of H Shareholders.
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 Class Meeting of H Shareholders is expected to last not more than one day. Shareholders or proxies attending the Class Meeting of H Shareholders are responsible for their own transportation and accommodation expenses.