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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)

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

Reference is made to notice dated 10 October 2013 of the 2013 first extraordinary general meeting (“**EGM**”) of China Molybdenum Co., Ltd.\* (the “**Company**”). Pursuant to the requirements under the listing rules of the Shanghai Stock Exchange, the Company hereby gives a second notice to the Shareholders that the EGM 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.”

\* *For identification purposes only*

## **ORDINARY RESOLUTION**

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

## **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.”

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

Luoyang City, Henan Province, the PRC, 28 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.*