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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 SECOND CLASS MEETING OF H SHAREHOLDERS**

Reference is made to the notice dated 10 October 2013 of the 2013 second class meeting of H shareholders 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 H shareholders that the 2013 second class meeting of H shareholders of 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, 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.*