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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of China Molybdenum Co., Ltd.* (the “**Company**”) will be held at 9:00 a.m. on Friday, 9 May 2014 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 modifications) the following resolutions. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the circular of the Company dated 24 March 2014 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “To receive and consider the financial report of the Company for the year 2013.”
2. “To receive and consider the financial statements of the Company for the year 2013.”
3. “To consider and approve the budget report of the Company for the year 2014.”
4. “To consider and approve the profit distribution plan of the Company for the year 2013.”

5. “To receive and consider the report of the Board for the year 2013.”
6. “To receive and consider the report of the supervisory committee of the Company for the year 2013.”
7. “To receive and consider the annual report of the Company for the year 2013 and its summary.”
8. “To consider and approve the re-appointment of the external auditors of the Company for the year 2014 and to authorise the Board to determine its remuneration.”
9. “To consider and approve the proposed renewal of liability insurance for the Directors, Supervisors and senior management of the Company.”
10. “To consider and approve the authorisation to the Board to deal with all matters in relation to the Company’s distribution of interim dividend and quarterly dividend for the year 2014 in its absolute discretion.”

SPECIAL RESOLUTIONS

11. “To consider and approve the proposed amendments to the Articles of Association.”
12. “To consider and approve the proposed amendments to the Rules for Shareholders’ General Meetings.”
13. “To consider and approve the authorisation to the Board to determine the remuneration of Yuan Honglin, a Director.”

14. For the purpose of increasing the flexibility and efficiency in operation of the Company, to give a general mandate to the Board to issue, allot and deal with additional A Shares not exceeding 20% of the A Shares in issue on the date of passing of this special resolution and additional H Shares not exceeding 20% of the H Shares in issue on the date of passing of this special resolution and authorise the Board to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the allotment or issuance of Shares:

“THAT

- (a) To authorize the Board a general mandate to allot, issue and deal with, or agree conditionally or unconditionally to allot, issue and deal with additional H Shares and A Shares with the total nominal amounts not exceeding 20% of the total nominal amounts of the same class of shares in issue on the date of passing of this special resolution, and subject to paragraph (b) below to determine the number of Shares to be allotted and issued;
- (b) To authorize the Board to exercise the general mandate in accordance with the applicable laws (including but not limited to the Company Law of the PRC, the Hong Kong Listing Rules and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange) and obtain approvals from all governmental and/or supervisory institutions (if any);
- (c) The general mandate shall remain effective from the passing of this resolution until the earlier of the following:
 - (i) the conclusion of the 2014 annual general meeting of the Company; or
 - (ii) the date on which the general mandate under this resolution is revoked by an ordinary resolution approved by shareholders of the Company at a general meeting;
- (d) To authorize the Board to approve, execute and act, or to procure the execution and acts, all such documents, deeds and things as it may consider necessary in connection with the allotment and issue of any new Shares pursuant to the exercise of the general mandate referred to in the above paragraphs; and

- (e) To authorize the Board to make appropriate amendments to the Articles of Association after completion of the allotment and issuance of new Shares in accordance with the method, type and number of new Shares to be allotted and issued by the Company and the actual share capital structure of the Company upon completion of the allotment and issuance of new Shares.”
15. “To consider and approve the proposed extension of the validity period of the Shareholders’ authorisation to the Board to issue debt financing notes.”

By Order of the Board
China Molybdenum Co., Ltd.*
Li Chaochun
Chairman

Luoyang City, Henan Province, the PRC, 24 March 2014

As at the date of this announcement, the executive Directors are Mr. Li Chaochun, Mr. Li Faben, Mr. Wang Qinxi, Ms. Gu Meifeng and Mr. Wu Wenjun; the non-executive Directors are Messrs. Zhang Yufeng and Yuan Honglin; and the independent non-executive Directors are Messrs. Bai Yanchun, Xu Shan, Cheng Gordon and Xu Xu.

* *For identification purposes only*

Notes:

- (1) Pursuant to the requirements under the Rules of Shareholders’ Meeting of Listed Companies of the China Securities Regulatory Commission, independent directors shall issue a work report at the annual general meeting. Such report will be submitted to shareholders for consideration but not for shareholders’ approval. The Work Report of Independent Directors of the Company is set out in Appendix II to the Circular of 2013 AGM of the Company for shareholders’ information.
- (2) 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 Hong Kong 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 Hong Kong Listing Rules.

- (3) H Shareholders who intend to attend the annual general meeting 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 Friday, 18 April 2014 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 (10) below.
- (4) Each H Shareholder who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the AGM. 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 (9) below by post or facsimile, not less than 24 hours before the time appointed for holding the AGM 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 AGM or any adjournment should he/she so wish.
- (5) In order to determine the list of H Shareholders who will be entitled to attend and vote at the AGM, the H Share register of members of the Company will be closed from Wednesday, 9 April 2014 to Friday, 9 May 2014 (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 Tuesday, 8 April 2014 shall be entitled to attend and vote at the AGM. In order for the H Shareholders to qualify for attending and voting at the AGM, 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 Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Tuesday, 8 April 2014.

- (6) In order to determine the list of H Shareholders who are entitled to receive the Final Dividend, the H Shares Register of Members will be closed from Friday, 16 May 2014 to Wednesday, 21 May 2014 (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 on Thursday, 15 May 2014 shall be entitled to receive the Final Dividend. In order for the H Shareholders to qualify for receiving the Final Dividend, 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 Thursday, 15 May 2014.
- (7) 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.
- (8) 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.
- (9) 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

(10) 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

(11) 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.