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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 THE 2014 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 first extraordinary general meeting 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 Friday, 19 September 2014 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 herein have the same meanings as those defined in the announcement of the Company dated 4 August 2014.

SPECIAL RESOLUTIONS

1. “To consider and approve the proposal in respect of amendments to articles 5, 14, 81, 108, 109 and 215 of the Articles of Association of China Molybdenum Co., Ltd.*”
2. “To consider and approve the proposal in respect of amendments to articles 1, 69 and 105 of the Articles of Association of China Molybdenum Co., Ltd.*”

* *For identification purposes only*

ORDINARY RESOLUTIONS

3. “To consider and approve the proposal in respect of the adoption of Implementation Rules of Cumulative Voting System of the Company.”
4. “To consider and approve the proposal in respect of the Special Basis Financial Statements and the Special Audit Report regarding the acquisition of 80% interest and the business of the relevant assets in Northparkes Joint Venture by China Molybdenum Co., Ltd.* and of the acquisition target.”

SPECIAL RESOLUTION

5. “To consider and approve the proposal in respect of the extension of validity period of the resolutions passed in Shareholders’ general meetings and relevant authorisations regarding the issuance of A Share Convertible Bonds by the Company.”

CIRCULAR

A circular containing further information in respect of, among other things, the proposed amendments to the Articles of Association; the proposed adoption of Implementation Rules of Cumulative Voting System; the Special Basis Financial Statements and the Special Audit Report regarding the acquisition of 80% interest and the business of the relevant assets in Northparkes Joint Venture and of the acquisition target; and the proposed extension of validity period of the resolutions passed in Shareholders’ general meetings and relevant authorisations regarding the issuance of A Share Convertible Bonds, will be despatched to the Shareholders as soon as practicable.

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

Luoyang City, Henan Province, the PRC, 5 August 2014

As at the date of this notice, the executive Directors of the Company 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.

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 purely 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 “**Hong Kong Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Hong Kong 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 Saturday, 30 August 2014 by hand, by post or by fax. The contact details of the Company’s 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 EGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his/her behalf at the EGM. The instrument appointing a proxy must be in writing under the hand of the appointor or his/her attorney duly authorised in writing. In case that an appointor 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 (for H Shareholders only), 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 Shares register of members of the Company will be closed from Wednesday, 20 August 2014 to Friday, 19 September 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, 19 August 2014 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 Tuesday, 19 August 2014.

- (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 appointor, 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 office of the Board at its 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
Postal code: 471500
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.