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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 1:00 p.m. on Friday, 26 June 2015 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, capitalised terms used herein have the same meanings as those defined in the circular of the Company dated 30 April 2015 (the “**Circular**”).

### **ORDINARY RESOLUTIONS**

1. “To receive and consider the proposal in respect of the financial report of China Molybdenum Co., Ltd.\* for the year 2014.”
2. “To receive and consider the proposal in respect of the financial statements of China Molybdenum Co., Ltd.\* for the year 2014.”
3. “To consider and approve the proposal in respect of the budget report of China Molybdenum Co., Ltd.\* for the year 2015.”

\* *For identification purposes only*

4. “To consider and approve the proposal in respect of the profit distribution plan of China Molybdenum Co., Ltd.\* for the year 2014.”
5. “To receive and consider the proposal in respect of the report of the Board of China Molybdenum Co., Ltd.\* for the year 2014.”
6. “To receive and consider the proposal in respect of the report of the supervisory committee of China Molybdenum Co., Ltd.\* for the year 2014.”
7. “To receive and consider the proposal in respect of the annual report of China Molybdenum Co., Ltd.\* for the year 2014.”
8. “To consider and approve the proposal in respect of the re-appointment of the external auditors for the year 2015 and its remuneration arrangement.”
9. “To consider and approve the proposal in respect of the renewal of liability insurance for the Directors, Supervisors and senior management.”
10. “To consider and approve the proposal in respect of the authorisation to the Board to deal with all matters in relation to the distribution of interim dividend and quarterly dividend for the year 2015.”

### **SPECIAL RESOLUTIONS**

11. “To consider and approve the proposal in respect of the amendment to the Articles of Association of the Company.”
12. “To consider and approve the proposal in respect of the determination of the basic remuneration of members of the fourth session of the Board and the supervisory committee of the Company.”

13. “To consider and approve the proposed grant of a general mandate to the Board to repurchase H Shares as follows:
- (a) subject to paragraphs (b) and (c) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase H Shares in issue on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange or of any other governmental or regulatory body;
  - (b) the number of H Shares authorised to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of H Shares in issue as at the date of the passing of this resolution;
  - (c) the approval in paragraph (a) above shall be conditional upon:
    - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the A Shareholders’ Class Meeting (or on such adjourned date as may be applicable) and the H Shareholders’ Class Meeting (or on such adjourned date as may be applicable);
    - (ii) the approval of all the competent regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
    - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 27 of the Articles of Association;

- (d) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
- (i) the conclusion of the 2015 annual general meeting of the Company; or
  - (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting; and
- (e) Subject to the approval of all relevant government authorities in the PRC for the repurchase of such H Shares being granted, to authorise the directors of the Company to:
- (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to be repurchased, timing of repurchase and period of repurchase etc;
  - (ii) notify creditors and make announcement in accordance with the requirements of relevant laws, regulations and normative documents as well as the Articles of Association;
  - (iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;
  - (iv) carry out relevant approval and filing procedures as required by regulatory authorities and the stock exchanges where the Shares of the Company are listed;
  - (v) carry out cancellation procedures for repurchased shares, reduce the registered capital of the Company, and make corresponding amendments to the Articles of Association relating to total share capital and shareholding structure etc, and to carry out statutory registrations and filings within and outside China; and
  - (vi) execute and handle other documents and matters related to share repurchase.”

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 number of A Shares in issue on the date of passing of this special resolution and additional H Shares not exceeding 20% of the number of 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 authorise 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 number of Shares not exceeding 20% of the number 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 authorise 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 2015 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 authorise 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 authorise 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 proposal in respect of the mandate to the Board to issue short-term financing bonds.”
16. “To consider and approve the proposal in respect of the mandate to the Board to issue medium-term notes.”
17. “To consider and approve the proposal in respect of the mandate to the Board to issue bonds in overseas market and provide related guarantee.”
18. “To consider and approve the proposal in respect of the elections of executive Directors and non-executive Directors of the fourth session of the Board:- (cumulative voting system is adopted for these resolutions)
- 18.1 To elect Mr. Li Chaochun as an executive Director
- 18.2 To elect Mr. Li Faben as an executive Director
- 18.3 To elect Mr. Yuan Honglin as a non-executive Director
- 18.4 To elect Mr. Ma Hui as a non-executive Director
- 18.5 To elect Mr. Cheng Yunlei as a non-executive Director”
19. “To consider and approve the proposal in respect of the elections of independent non-executive Directors of the fourth session of the Board:- (cumulative voting system is adopted for these resolutions)
- 19.1 To elect Mr. Bai Yanchun as an independent non-executive Director
- 19.2 To elect Mr. Xu Shan as an independent non-executive Director
- 19.3 To elect Mr. Cheng Gordon as an independent non-executive Director”

20. “To consider and approve the proposal in respect of the elections of Supervisors of the fourth session of the supervisory committee:- (cumulative voting system is adopted for these resolutions)

20.1 To elect Mr. Zhang Zhenhao as a Supervisor

20.2 To elect Ms. Kou Youmin as a Supervisor”

**Pursuant to Article 108 of the Articles of Association, cumulative voting system should be adopted for election of Directors and Supervisors at Shareholders’ general meetings. Cumulative voting system will be adopted for the Resolutions Nos. 18, 19 and 20. Cumulative voting system represents that each share carries a number of voting rights equivalent to the number of directors or supervisors to be elected in the course of the election of directors and supervisors at the Shareholders’ general meeting. A shareholder may freely allocate its/his/her votes among the candidates of directors and supervisors, either to allocate to a number of persons, or to vote all in favour of one person. According to the number of votes that the candidates of directors and supervisors have got and the number of directors or supervisors proposed to be elected, those who have got more votes shall be appointed. Under the cumulative voting system, independent non-executive Directors and other members of the Board shall be elected separately. The election of the candidates of Directors, independent non-executive Directors and the supervisory committee at the AGM shall each be treated as a group of resolutions and numbered respectively. Shareholders shall vote in respect of each candidate under each group of resolutions. The number of shares reported shall represent the votes entitled to cast for the election. The number of votes entitled for each Share held by the Shareholder shall equal to the number of Directors or Supervisors to be elected under each group of resolutions.**

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

Luoyang City, Henan Province, the PRC, 30 April 2015

*As at the date of this announcement, 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) 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 2014 Work Report of Independent Directors of the Company is set out in Appendix II to the Circular of 2014 AGM 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 purely 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 Saturday, 6 June 2015 by hand, by post or by fax. The contact details of the Company's office of the Board 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/her behalf at the AGM. 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 (9) below by post or facsimile (for H Shareholders only), 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 Company's register of members of H Shares will be closed from Wednesday, 27 May 2015 to Friday, 26 June 2015 (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, 26 May 2015 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 Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Tuesday, 26 May 2015.
- (6) In order to determine the list of H Shareholders who are entitled to receive the Final Dividend, the Company's register of members of H Shares will be closed from Saturday, 4 July 2015 to Thursday, 9 July 2015 (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, 9 July 2015 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 Friday, 3 July 2015.
- (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 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 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 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

- (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.