
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Molybdenum Co., Ltd.*, you should at once hand this supplemental circular and the accompanying second proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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洛陽樂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)

**SUPPLEMENTAL CIRCULAR TO
CIRCULAR OF THE COMPANY DATED 30 APRIL 2015
IN RELATION TO PROPOSED PURCHASE OF
WEALTH MANAGEMENT PRODUCTS
AND
SUPPLEMENTAL NOTICE OF AGM**

This supplemental circular should be read in conjunction with the circular of the Company dated 30 April 2015. A supplemental notice of AGM (and any adjournment thereof) of the Company to 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 PRC is set out on pages 5 to 7 of this supplemental circular. The supplemental notice of AGM should be read in conjunction with the notice of AGM dated 30 April 2015.

Since the First Proxy Form applicable to the AGM despatched on 30 April 2015 does not contain the resolution set out in the supplemental notice of AGM in relation to the resolution regarding the proposed purchase of wealth management products, the Company has prepared the Second Proxy Form for despatch together with this supplemental circular. Please refer to the paragraph "Supplemental Notice of AGM and Second Proxy Form" set out in "Letter from the Board" for applicable rules regarding the First Proxy Form and the Second Proxy Form applicable to the AGM.

For H Shareholders, whether or not you are able to attend the AGM in person, you are requested to complete the proxy form(s) applicable to the AGM in accordance with the instructions printed thereon, and return it to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investors Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form(s) applicable to the AGM will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

4 June 2015

* For identification purposes only

CONTENTS

| | <i>Page</i> |
|--|-------------|
| LETTER FROM THE BOARD | |
| 1. INTRODUCTION | 2 |
| 2. PROPOSED PURCHASE OF WEALTH MANAGEMENT PRODUCTS | 2 |
| 3. SUPPLEMENTAL NOTICE OF AGM AND SECOND PROXY FORM | 3 |
| 4. RECOMMENDATIONS | 4 |
| SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING | 5 |

LETTER FROM THE BOARD



洛陽樂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)

Executive Directors:

Li Chaochun (Chairman)
Li Faben
Wang Qinxi
Gu Meifeng
Wu Wenjun

Registered office:

North of Yihe
Huamei Shan Road
Chengdong New District
Luanchuan County
Luoyang City
Henan Province
The People's Republic of China

Non-executive Directors:

Zhang Yufeng
Yuan Honglin

Principal place of business in Hong Kong:

Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

Independent Non-executive Directors:

Bai Yanchun
Xu Shan
Cheng Gordon
Xu Xu^(Note 1)

4 June 2015

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
CIRCULAR OF THE COMPANY DATED 30 APRIL 2015
IN RELATION TO PROPOSED PURCHASE OF
WEALTH MANAGEMENT PRODUCTS
AND
SUPPLEMENTAL NOTICE OF AGM**

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Note 1: Mr. Xu Xu has tendered his resignation as an independent non-executive Director but continues to perform his duties as an independent non-executive Director, as well as the member of the nomination committee, remuneration committee and strategic committee of the Company until the conclusion of the AGM. For details, please refer to the Company's announcements dated 7 February 2014 and 23 March 2015 respectively.

LETTER FROM THE BOARD

1. INTRODUCTION

This supplemental circular should be read in conjunction with the Company's circular (the "**Initial Circular**") dated 30 April 2015. The purpose of this supplemental circular is to provide you with relevant details of the additional proposed ordinary resolution to be submitted to the AGM in relation to the proposed purchase of wealth management products, and provide you with a supplemental notice of AGM.

Unless otherwise indicated, capitalized terms used in this supplemental circular have the same meaning as those defined in the Initial Circular.

2. PROPOSED PURCHASE OF WEALTH MANAGEMENT PRODUCTS

Reference is made to the overseas regulatory announcement of the Company dated 29 May 2015. As considered and approved at the 28th extraordinary meeting of the third session of the Board, in order to enhance the efficient use of the Company's capital, reasonable application of idle capital, and on the premise of ensuring the daily operations of the Company, capital safety and controlling risks, the Board proposed to purchase wealth management products not exceeding RMB2.5 billion with the Company's idle capital. The type of investment is a special asset management plan for subscription of new shares with an one-year term. Within 12 months prior to the date of such Board meeting, the Company has purchased wealth management products of a total of RMB5.84 billion. Taking into account the amount of investment to be made as approved by the Board, the total amount of wealth management products to be purchased by the Company will amount to RMB8.34 billion, representing 55.07% of the latest audited net assets of the Group. The proposed investment is subject to approval by the Shareholders.

After prudent consideration and thorough discussions and analyses, the Board is of the view that the proposed investment of wealth management products that focuses on subscription of new shares will involve a lower risk, provides greater liquidity and will be redeemable on demand based on the production and operations of the Company. As such, it is a relatively ideal investment product. Pursuant to relevant laws and regulations and the Articles of Associations, the Board agreed to submit to the general meeting for the authorisation of the Board to deal with the specific arrangement on the investment. Neither Shareholders' approval by way of special resolution nor by way of cumulative voting are required for this resolution.

As at the date of this supplemental circular, 鴻商產業控股集團有限公司 (Cathay Fortune Corporation) ("**CFC**") is a Controlling Shareholder (as defined in the Hong Kong Listing Rules) of the Company which beneficially owns approximately 35.02% of the total issued share capital of the Company. Pursuant to Article 77 of the Articles of Association, when the Company convenes a general meeting, Shareholder(s) individually or collectively holding more than 3% of the Company's shares can make a temporary motion and submit in writing to the convener ten (10) days before the date of the general meeting.

LETTER FROM THE BOARD

According to the Rules of Shareholders' Meeting of Listed Companies (《上市公司股東大會規則》) of the CSRC, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Hong Kong Listing Rules and other relevant laws and regulations, on 2 June 2015, CFC issued a written notice for proposing the resolution in respect of the purchase of wealth management products not exceeding RMB2.5 billion as considered and approved at the 28th extraordinary meeting of the third session of the Board of the Company and submitted to the AGM for consideration.

The form and procedure of the abovementioned additional resolution are in compliance with the Company Law of the PRC and the Articles of Association.

3. SUPPLEMENTAL NOTICE OF AGM AND SECOND PROXY FORM

Supplemental notice of AGM (and any adjournment thereof) is set out on pages 5 to 7 of this supplemental circular. Such supplemental notice should be read in conjunction with the notice of AGM dated 30 April 2015.

The form of proxy applicable to the AGM has been despatched to Shareholders on Thursday, 30 April 2015 and such form of proxy has also been published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.chinamoly.com).

Since the form of proxy applicable to the AGM despatched on 30 April 2015 (the “**First Proxy Form**”) does not contain the resolution in relation to the proposed purchase of wealth management products as set out in the supplemental notice of AGM, the Company has prepared a second proxy form (the “**Second Proxy Form**”) for despatch together with this supplemental circular. The additional resolution is set out in the supplemental notice of AGM on pages 5 to 7 of this supplemental circular.

For H Shareholders, whether or not you are able to attend the AGM in person, you are requested to complete the proxy form applicable to the AGM in accordance with the instructions printed thereon, and return it to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investors Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form(s) applicable to the AGM will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

H Shareholders who have lodged the First Proxy Form with the Company should note that:

- (i) If the Second Proxy Form is lodged with the Company's H Share registrar 24 hours prior to the time designated for convening the AGM (the “**Closing Time**”), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the H Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

- (ii) If no Second Proxy Form is lodged with the Company's H Share registrar as at the Closing Time, the First Proxy Form will be treated as a valid form of proxy lodged by the H Shareholder if correctly completed. The proxy so appointed by the H Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolution in relation to the proposed purchase of wealth management products as set out in this supplemental circular.

4. RECOMMENDATIONS

The Board considers that the resolution in relation to proposed purchase of wealth management products is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the above resolution to be proposed at the AGM as set out in the supplemental notice of AGM.

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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



洛陽樂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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Notice**”) of annual general meeting (“**AGM**”) published by China Molybdenum Co., Ltd.* (the “**Company**”) on 30 April 2015 which set out the AGM to 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 (“**PRC**”) and contains resolutions proposed to be considered and, if thought fit, passed at the AGM. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the circular of the Company dated 30 April 2015 (the “**Initial Circular**”) and the supplemental circular of the Company dated 4 June 2015 (the “**Supplemental Circular**”).

Subsequent to the issuance of the Initial Circular, the Company received a written notice on 2 June 2015 from CFC for proposing the resolution in respect of the purchase of wealth management products. CFC is a Controlling Shareholder (as defined in the Hong Kong Listing Rules) of the Company which beneficially owns approximately 35.02% of the total issued share capital of the Company. Pursuant to Article 77 of the Articles of Association, when the Company convenes a general meeting, Shareholder(s) individually or collectively holding more than 3% of the Company's shares can make a temporary motion and submit in writing to the convener ten (10) days before the date of the general meeting. For details of the above proposal, please refer to the Supplemental Circular.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, which will be held on the same date, at the same time and at the same place as originally scheduled in the Notice, will consider and, if thought fit, pass the following supplemental resolution as ordinary resolution in addition to the resolutions set out in the Notice:

ORDINARY RESOLUTION

“To consider and approve the proposal in respect of the purchase of wealth management products not exceeding RMB2.5 billion.”

* For identification purposes only

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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

Luoyang City, Henan Province, the PRC, 4 June 2015

Notes:

- (1) This supplemental notice should be read in conjunction with the Notice, the Initial Circular and the Supplemental Circular.
- (2) Save for the inclusion of the newly submitted resolution, there are no other changes to the resolutions set out in the Notice. Please refer to the Notice and the Initial Circular for details of other resolutions to be tabled at the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, the voting arrangements, the poll procedure at the AGM and other relevant matters.
- (3) Proxy form

Since the First Proxy Form applicable to the AGM despatched on 30 April 2015 does not contain the additional resolution as set out in this supplemental notice, the Second Proxy Form has been prepared and is enclosed with this supplemental notice.

- (i) Each Shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether a Shareholder or not, to attend and vote on his/her behalf at the AGM.
- (ii) Shareholders can appoint a proxy by an instrument in writing (i.e. by using the Second Proxy Form enclosed). The Second Proxy Form must be signed by the appointor or his/her attorney duly authorised in writing, or in case that the appointor is a body corporate, either under the common seal or signed by a director or a duly authorised attorney of the body corporate. If the Second Proxy Form is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarised.
- (iii) To be valid, for H Shareholders, the Second Proxy Form and notarised power of attorney or other documents of authorisation (if applicable) must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- (iv) H Shareholders who have lodged the First Proxy Form with the Company should note that:
 - (i) If the Second Proxy Form is lodged with the Company's H Share registrar 24 hours prior to the time designated for convening the AGM (the "**Closing Time**"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the H Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (ii) If no Second Proxy Form is lodged with the Company's H Share registrar as at the Closing Time, the First Proxy Form will be treated as a valid form of proxy lodged by the H Shareholder if correctly completed. The proxy so appointed by the H Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolution in relation to the proposed purchase of wealth management products as set out in this supplemental notice.
- (v) Completion and return of the First Proxy Form or the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.
- (4) 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.
- (5) 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.
- (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 AGM.
- (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 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.

The Supplemental Circular (“**Supplemental Circular**”) in Chinese and English version has been published on the Company’s website (www.chinamoly.com). Shareholders that choose to receive the corporate communications of the Company (including but not limited to annual reports, summary financial reports (if applicable), interim reports, interim summary reports (if applicable), notice of meeting, listing documents, circulars and proxy forms) and have difficulties in receiving corporate communications published on the Company’s website for any reason can request for the free printed Supplemental Circular sent by post. Shareholders can change the way of receiving the corporate communications of the Company and the selection of language version at any time.

Shareholders can request for the printed Supplemental Circular or to change the way of receiving the corporate communications of the Company and the selection of language version by giving notice to the Company within a reasonable period of time. Such a written notice should be given to the share registrar for H shares of the Company, i.e. Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), or e-mail to chinamoly@computershare.com.hk.