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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 2015 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 first extraordinary general meeting (“EGM”) of China Molybdenum Co., Ltd.* (the “**Company**”) will be held at 2:30 p.m. on Friday, 30 October 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 special resolutions. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the announcements of the Company dated 3 July 2015 and 28 August 2015.

SPECIAL RESOLUTIONS

1. “To consider and approve the proposals in respect of the issue of bonus shares by way of capitalisation of the capital reserve for the 2015 interim period of the Company and in respect of the change in board lot size of the H Shares.

It is proposed to issue a total of 11,258,132,466 bonus shares, in a total amount of RMB2,251,626,493.2 based on its total share capital of 5,629,066,233 shares of the Company, by way of capitalisation of the capital reserve of the Company on the basis of twenty (20) bonus shares for every ten (10) existing shares of the Company.

* *For identification purposes only*

Upon completion of the above issue of bonus shares by way of capitalisation of capital reserve, the Board or the Chairman be authorised to deal with the matters in relation to the profit distribution plan according to the relevant laws, regulations and listing rules, and to make corresponding amendments to the Articles of Association of the Company as it thinks fit; furthermore, the Company proposed to change the board lot size for trading in the H Shares of the Company from 1,000 H Shares to 3,000 H Shares.”

2. “To consider and approve the proposal in respect of the amendments to the Articles of Association of the Company.”

CIRCULAR

A circular containing further information in respect of, among other things, the Proposed Bonus Issue; and the proposed amendments to the Articles of Association, 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, 14 September 2015

As at the date of this announcement, the Company’s executive Directors are Messrs. Li Chaochun and Li Faben; the non-executive Directors are Messrs. Ma Hui, Yuan Honglin and Cheng Yunlei; and the independent non-executive Directors are Messrs. Bai Yanchun, Xu Shan and Cheng Gordon.

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, 10 October 2015 by hand, by post or by fax. The contact details of the Company’s office of the Board are set out in note (9) 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 (8) 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 Company's register of members of H Shares will be closed from Wednesday, 30 September 2015 to Friday, 30 October 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, 29 September 2015 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, 29 September 2015.
- (5) In order to determine the list of H Shareholders who are entitled to receive the proposed Bonus H Shares, the Company's register of members of H Shares will be closed from Thursday, 5 November 2015 to Tuesday, 10 November 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 Wednesday, 4 November 2015 shall be entitled to receive the proposed Bonus H Shares. In order for the H Shareholders to qualify for receiving the proposed Bonus H Shares, 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 Wednesday, 4 November 2015.
- (6) 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.
- (7) 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.

- (8) 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

- (9) 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

- (10) 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.