
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)

**SUPPLEMENTAL CIRCULAR TO
CIRCULAR OF THE COMPANY DATED 13 MAY 2016 IN RELATION TO
PROPOSED AUTHORISATION TO THE BOARD IN RELATION TO
(1) EXTERNAL INVESTMENTS
AND
(2) PROVISION OF GUARANTEE TO WHOLLY OWNED SUBSIDIARIES
AND
SUPPLEMENTAL NOTICE OF AGM**

This supplemental circular should be read in conjunction with the circular of the Company dated 13 May 2016. A supplemental notice of AGM (and any adjournment thereof) of the Company to be held at 1:00 p.m. on Wednesday, 29 June 2016 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 7 to 10 of this supplemental circular. The supplemental notice of AGM should be read in conjunction with the notice of AGM dated 13 May 2016.

Since the First Proxy Form applicable to the AGM despatched on 13 May 2016 does not contain the resolutions set out in the supplemental notice of AGM in relation to the resolutions regarding proposed authorisation to the Board in relation to (i) external investments, including increase in the registered capital of wholly owned subsidiaries and establishment of wholly owned subsidiaries; and (ii) provision of guarantee to wholly owned subsidiaries, 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.

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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

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:

Ma Hui (*Vice Chairman*)
Yuan Honglin
Cheng Yunlei

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

8 June 2016

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
CIRCULAR OF THE COMPANY DATED 13 MAY 2016 IN RELATION TO
PROPOSED AUTHORISATION TO THE BOARD IN RELATION TO
(1) EXTERNAL INVESTMENTS
AND
(2) PROVISION OF GUARANTEE TO WHOLLY OWNED SUBSIDIARIES
AND
SUPPLEMENTAL NOTICE OF AGM**

* For identification purposes only

LETTER FROM THE BOARD

1. INTRODUCTION

This supplemental circular should be read in conjunction with the Company's circular (the "**Initial Circular**") dated 13 May 2016. The purpose of this supplemental circular is to provide you with relevant details of the additional resolutions to be submitted to the AGM in relation to proposed authorisation to the Board in relation to (i) external investments, including increase in the registered capital of the Company's wholly owned subsidiaries and establishment of wholly owned subsidiaries; and (ii) provision of guarantee to wholly owned subsidiaries, and provide you with a supplemental notice of the AGM.

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

2. PROPOSED AUTHORISATION TO THE BOARD IN RELATION TO:

(A) EXTERNAL INVESTMENTS

(B) PROVISION OF GUARANTEE TO WHOLLY OWNED SUBSIDIARIES

Reference is made to the announcement of the Company dated 8 June 2016. As considered and approved by the Board, in order to provide flexibility to the Company to facilitate its overseas acquisitions, the Board proposed to seek authorisations from the Shareholders to:

(A) EXTERNAL INVESTMENTS

The Company proposed to authorize the Board to determine and deal with, in its full discretion, the relevant matters relating to the external investments of the Company, including but not limited to, increase in registered capital of wholly owned subsidiaries and establishment of wholly owned subsidiaries directly or through its wholly owned subsidiaries, details of which are set out below:

1. to authorize the Board to determine and deal with matters in relation to the increase in the registered capital by the Company to the Company's wholly owned subsidiaries and the establishment of wholly owned subsidiaries directly or through wholly owned subsidiaries, and in particular, the total amount of the increase in the registered capital shall not exceed RMB12 billion, and for direct or indirect wholly owned subsidiaries that are newly established, the investment amount of a single subsidiary shall not exceed RMB12 billion;

LETTER FROM THE BOARD

2. to determine and implement the specific plan in relation to the increase in the registered capital by the Company to the Company's wholly owned subsidiaries and the establishment of wholly owned subsidiaries directly or through wholly owned subsidiaries based on the specific circumstances, including, among others, the time of increase in the registered capital or the establishment, the amount of the increase in the registered capital or the investment, the method of the increase in the registered capital or investment and other specific matters;
3. to conduct various approval and filing procedures in relation to the aforesaid increase in registered capital or investment in accordance with the requirements of relevant regulatory authorities;
4. to handle all other matters in relation to the aforesaid increase in the registered capital or investment;
5. the authorization is not applicable to equity investment or other investment of various kinds carried out by the Company or relevant subsidiaries due to the implementation of direct investment business by the Company pursuant to the existing decision-making procedure of the Company.

(B) PROVISION OF GUARANTEE TO WHOLLY OWNED SUBSIDIARIES

To authorize the Board to determine and deal with matters in relation to the provision of guarantee by the Company to its direct or indirect wholly owned subsidiaries, details of which are set out as below:

1. to authorize the Board to determine and deal with in relation to the provision of guarantee by the Company to its direct or indirect wholly owned subsidiaries at its full discretion for overseas mergers and acquisitions with an aggregate amount of guarantee of not more than RMB17.6 billion;
2. to determine and implement the specific plan in relation to the provision of guarantee by the Company to its direct or indirect wholly owned subsidiaries based on the specific circumstances, including, among others, the target, the amount, the term and the method of guarantee and other specific matters;
3. to conduct various approval and filing procedures in relation to the aforesaid guarantee in accordance with the requirements of relevant regulatory authorities;
4. to deal with all other matters in relation to the aforesaid guarantee.

LETTER FROM THE BOARD

Pursuant to the relevant rules pertaining to A Shares, the Articles of Association and Rules for External Investment Management, the proposed external investments, including increase in registered Capital of the Company's wholly owned subsidiaries and establishment of wholly owned subsidiaries and provision of guarantee would exceed the amount authorised to the Board (i.e., 50% of the latest audited net assets of the Group), and are therefore, subject to Shareholders' approval.

The Board agreed to submit to the general meeting of the Company to seek authorization from the Shareholders to the Board to deal with abovementioned matters. An ordinary resolution and a special resolution to consider and approve the proposed authorisation to the Board to (1) external investments, including increase the registered capital of wholly owned subsidiaries and establishment of wholly owned subsidiaries of the Company; and (2) provision of guarantee by the Company to its wholly owned subsidiaries, will be proposed at the AGM, respectively.

As at the date of this supplemental circular, Cathay Fortune Corporation (鴻商產業控股集團有限公司) ("CFC") is a controlling shareholder (as defined in the Hong Kong Listing Rules) of the Company which beneficially owns approximately 31.58% 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.

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 7 June 2016, CFC issued a written notice for proposing the resolutions in respect of proposed authorisation to the board in relation to: (a) external investments, including increase in the registered capital of the Company's wholly owned subsidiaries and establishment of wholly owned subsidiaries of the Company; and (b) provision of guarantee by the Company to wholly owned subsidiaries, as considered and approved by the Board and submitted to the AGM for consideration.

The form and procedure of the abovementioned additional resolutions 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 7 to 10 of this supplemental circular. Such supplemental notice should be read in conjunction with the notice of AGM dated 13 May 2016.

The form of proxy applicable to the AGM has been despatched to Shareholders on Friday, 13 May 2016 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).

LETTER FROM THE BOARD

Since the form of proxy applicable to the AGM despatched on 13 May 2016 (the “**First Proxy Form**”) does not contain the resolutions in relation to proposed authorisation to the Board in relation to (i) external investments, including increase in the registered capital of the Company’s wholly owned subsidiaries and establishment of wholly owned subsidiaries; and (ii) provision of guarantee by the Company to its direct or indirect wholly owned subsidiaries, 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 resolutions are set out in the supplemental notice of AGM on pages 7 to 10 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.
- (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 resolutions as set out in this supplemental circular.
- (iii) If the Second Proxy Form is lodged with the Company after the Closing Time, the Second Proxy Form will be invalid. It will not revoke the First Proxy Form previously lodged by the H Shareholder. The First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the H Shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolutions properly put to the AGM other than those referred to in the notice convening the AGM and the First Proxy Form, including the additional resolutions as set out in this supplemental notice.

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4. RECOMMENDATIONS

The Board considers that the resolutions in relation to proposed authorisation to the Board in relation to (i) external investments, including increase in the registered capital of the Company's wholly owned subsidiaries and establishment of wholly owned subsidiaries; and (ii) provision of guarantee by the Company to its direct or indirect wholly owned subsidiaries, are 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 resolutions 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)

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 13 May 2016 which sets out the AGM to be held at 1:00 p.m. on Wednesday, 29 June 2016 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 13 May 2016 (the “**Initial Circular**”) and the supplemental circular of the Company dated 8 June 2016 (the “**Supplemental Circular**”).

Subsequent to the despatch of the Initial Circular, the Company received a written notice on 7 June 2016 from CFC proposing the resolutions in respect of the: (i) authorisation to the Board to determine and deal with, in its full discretion, the relevant matters relating to the external investments of the Company, including but not limited to, increase in registered capital of the Company’s wholly owned subsidiaries and establishment of wholly owned subsidiaries directly or through its wholly owned subsidiaries; and (ii) authorisation to the Board to determine and deal with, in its full discretion, the relevant matters in relation to the provision of guarantee by the Company to its direct or indirect wholly owned subsidiaries. CFC is a controlling shareholder (as defined in the Hong Kong Listing Rules) of the Company which beneficially owns approximately 31.58% 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 proposals, please refer to the Supplemental Circular.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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 resolutions in addition to the resolutions set out in the Notice:

ORDINARY RESOLUTION

1. “To consider and approve the proposal in respect of the authorisation to the Board to determine and deal with, in its full discretion, the relevant matters in relation to the external investments of the Company, including but not limited to, increase in registered capital of the Company’s wholly owned subsidiaries and establishment of wholly owned subsidiaries directly or through its wholly owned subsidiaries.”

SPECIAL RESOLUTION

2. “To consider and approve the proposal in respect of the authorisation to the Board to determine and deal with, in its full discretion, the relevant matters in relation to the provision of guarantee by the Company to its direct or indirect wholly owned subsidiaries.”

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

Luoyang City, Henan Province, PRC, 8 June 2016

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

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 resolutions, 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.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

(3) Proxy form

Since the First Proxy Form applicable to the AGM despatched on 13 May 2016 does not contain the additional resolutions 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.
 - (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 resolutions as set out in this supplemental notice.
 - (iii) If the Second Proxy Form is lodged with the Company after the Closing Time, the Second Proxy Form will be invalid. It will not revoke the First Proxy Form previously lodged by the Shareholder. The First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the H Shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolutions properly put to the AGM other than those referred to in the notice convening the AGM and the First Proxy Form, including the additional proposed resolutions as set out in this supplemental notice of the AGM.
- (4) 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.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (5) 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.
- (6) A shareholder who has not yet lodged the First Proxy Form with the Company is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company.
- (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. If a corporate shareholder appoints its legal representative to attend the AGM, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such Shareholders appointing such legal representative to attend the AGM.
- (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.