

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**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 2016 THIRD EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2016 third extraordinary general meeting (the “**EGM**”) of China Molybdenum Co., Ltd.\* (the “**Company**”) will be held at 3:00 p.m. on Friday, 23 September 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 (the “**PRC**”) for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the announcement of the Company dated 20 May 2016.

### **SPECIAL RESOLUTIONS**

1. “To consider and approve the “Resolution in relation to the Satisfaction of the Conditions of the Non-public Issuance of A Shares of the Company”.”
2. “To consider and approve the “Resolution in relation to the Proposal on the Non-public Issuance of A Shares of the Company after the Adjustment”:
  - 2.01 Class and par value of shares to be issued;
  - 2.02 Issue price and pricing principle;

- 2.03 Number of shares to be issued;
  - 2.04 Target subscribers;
  - 2.05 Method of subscription;
  - 2.06 Lock-up period;
  - 2.07 Arrangement on accumulated profit distribution of the Company prior to the non-public issuance;
  - 2.08 Place of listing;
  - 2.09 Use of proceeds from fund raising; and
  - 2.10 Validity period of the resolution relating to the Non-public Issuance of A Shares.”
- 3. “To consider and approve the “Resolution in relation to the Proposal on the Non-public Issuance of A Shares of China Molybdenum Co., Ltd.\* (Revised Version)”.”
  - 4. “To consider and approve the “Resolution in relation to the Non-public Issuance of A Shares of the Company not Constituting a Connected Transaction”.”

#### **ORDINARY RESOLUTIONS**

- 5. “To consider and approve the “Resolution in relation to the Feasibility Report on the Use of Proceeds from the Fund Raising under Non-public Issuance of A Shares of the Company (Revised Version)”.”
- 6. “To consider and approve the “Resolution in relation to the Report on the Use of Proceeds from Previous Fund Raising of the Company”.”

#### **SPECIAL RESOLUTION**

- 7. “To consider and approve the “Resolution in relation to the Authorisation to the Board at the General Meeting to Handle All Matters Relating to the Share Issuance”.”

#### **ORDINARY RESOLUTIONS**

- 8. “To consider and approve the “Resolution in relation to the Shareholder’s Return Plan for the Coming Three Years (2016–2018) of the Company”.”

9. “To consider and approve the “Resolution in relation to the Risk Alert for the Dilution of Current Returns as a Result of the Non-public Issuance of A Shares of the Company and the Adoption of the Remedial Measures”.”
10. “To consider and approve the “Resolution in relation to the Undertakings by Controlling Shareholder and Actual Controller of the Company to Take Remedial Measures for the Dilution of Current Returns as a Result of Non-public Issuance of A Shares”.”
11. “To consider and approve the “Resolution in relation to the Undertakings by all Directors and Senior Management of the Company to Take Remedial Measures for the Dilution of Current Returns as a Result of Non-public Issuance of A Shares”.”

For details of the above resolutions, please refer to the announcements of the Company dated including 8 August 2016. A circular containing further information in respect of, among other things, the proposed Non-public Issuance of A Shares, 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, 8 August 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.*

\* *For identification purposes only*

*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 Friday, 2 September 2016 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 authorization 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).
- (4) 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.
- (5) H Shareholders or their proxies must present proof of their identities upon attending the EGM. Should a proxy be appointed, the proxy must also present his/her proxy form, or appointing instrument and power of attorney, if applicable.
- (6) 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, 24 August 2016 to Friday, 23 September 2016 (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, 23 August 2016 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 Friday, 2 September 2016.

(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.