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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)

AMENDED NOTICE OF THE 2017 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 first extraordinary general meeting (the “**EGM**”) of China Molybdenum Co., Ltd.* (the “**Company**”) will be held at 1:00 p.m. on Friday, 14 April 2017 at the International Conference Room of Mudu-Lee Royal International Hotel at No. 239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, PRC for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions of the Company. Unless otherwise indicated, capitalised items used herein have the same meanings as those defined in the circular of the Company dated 29 March 2017 (the “**Circular**”).

SPECIAL RESOLUTIONS

1. “To consider and approve the “Resolution in relation to the investment cooperation[#] with BHR and its shareholders or the shareholders of its shareholders at the Tenke Fungurume mining area”.”
2. “To consider and approve the “Resolution in relation to seeking a mandate from the Shareholders to authorise the Board with full discretion to deal with the investment cooperation[#] between the Company, BHR and its shareholders or the shareholders of its shareholders at the Tenke Fungurume mining area”.”

ORDINARY RESOLUTION

3. “To consider and approve the “Resolution in relation to the purchase of liability insurance for Directors, supervisors and senior management”.”

(investment cooperation means the Cooperation Arrangement, the acceptance and exercise of the Call Option together with the provision of assistance in securing the Syndicated Loans (including a guarantee), the grant of the Put Option together with the provision of assistance in securing the Syndicated Loans (including a guarantee) together with the transactions contemplated thereunder as stipulated and defined in the Circular. Shareholders are advised to refer to the section headed “Letter from the Board” of the Circular for further information.)

For details of the above resolutions, please refer to the Circular.

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

Luoyang City, Henan Province, PRC, 29 March 2017

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) This amended notice should be read in conjunction with the announcement of dated 24 February 2017 of the Company and the Circular.
- (2) H Shareholders who intend to attend the EGM in person or by proxy should return the reply slip despatched on 25 January 2017 (the “**Reply Slip**”) to the office of the Board at the Company’s principal place of business in PRC 20 days before the meeting, i.e. before Saturday, 25 March 2017 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. For the avoidance of doubt, the Reply Slip will be a valid reply slip for the EGM.
- (3) **PROXY FORM**

Since the proxy form despatched on 25 January 2017 (the “**First Proxy Form**”) for use at the EGM does not contain certain information as set out in this amended notice, an amended proxy form (the “**Amended Proxy Form**”) has been prepared and is enclosed with this amended notice.

- (a) Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- (b) Shareholders can appoint a proxy by an instrument in writing (i.e., by using the Amended Proxy Form enclosed). The Amended Proxy Form shall be signed by the appointor or his/her attorney duly authorised in writing, or if 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 Amended 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 notarized.
- (c) To be valid, for H Shareholders, the Amended Proxy Form and notarised power of attorney or other documents of authorisation (if applicable), 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 for holding the EGM or any adjournment thereof (as the case may be).
- (d) Shareholders who have lodged the First Proxy Form with the Company should note that:
 - (i) If the Amended Proxy Form is lodged with the Company’s H Share registrar 24 hours prior to the time designated for convening the EGM (the “**Closing Time**”), the Amended Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Amended Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - (ii) If no Amended 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 him/her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM as set out in this amended notice.

- (e) Completion and return of the First Proxy Form or the Amended Proxy Form will not preclude you from attending and voting in person at the EGM 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**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 Listing Rules.
- (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 would be closed from Saturday, 11 February 2017 to Friday, 14 April 2017 (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 Friday, 10 February 2017 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, 10 February 2017.
- (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 PRC are as follows:

North of Yihe
Huamei Shan Road
Chengdong New District
Luanchuan County
Luoyang City
Henan Province
PRC
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.