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 circular 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 29 MARCH 2017 IN RELATION TO PROPOSED DISTRIBUTION OF FINAL DIVIDEND AND

SUPPLEMENTAL NOTICE OF EGM

This supplemental circular should be read in conjunction with the announcement dated 30 March 2017 and the circular dated 29 March 2017 of the Company. A supplemental notice of the EGM (or any adjournment thereof) of the Company to be held at 1:00 p.m. on Friday, 14 April 2017 at 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 6 to 9 of this supplemental circular. The supplemental notice of the EGM should be read in conjunction with the amended notice of the EGM dated 29 March 2017.

Since the proxy form applicable to the EGM despatched on 25 January 2017, and the amended proxy form applicable to the EGM despatched on 29 March 2017 do not contain the resolutions set out in the supplemental notice of the EGM, the Company has prepared the Supplemental Proxy Form for despatch together with this supplemental circular. Please refer to the paragraph "Supplemental Notice of EGM and Supplemental Proxy Form" set out in "Letter from the Board" for applicable rules regarding the proxy form applicable to the EGM.

For H Shareholders, whether or not you are able to attend the EGM in person, you are requested to complete the proxy form(s) applicable to the EGM 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 EGM (i.e. not later than 1:00 p.m. on Thursday, 13 April 2017) or any adjournment thereof. Completion and return of the proxy form(s) applicable to the EGM will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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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)

Executive Directors:

Li Chaochun (Chairman)

Li Faben

Non-executive Directors:

Ma Hui (Vice Chairman)

Yuan Honglin

Cheng Yunlei

Independent Non-executive Directors:

Bai Yanchun

Xu Shan

Cheng Gordon

Registered office:

North of Yihe

Huamei Shan Road

Chengdong New District

Luanchuan County

Luoyang City

Henan Province

The People's Republic of China

Principal place of business in Hong Kong:

Level 54

Hopewell Centre

183 Queen's Road East

Hong Kong

30 March 2017

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR TO CIRCULAR OF THE COMPANY DATED 29 MARCH 2017 IN RELATION TO PROPOSED DISTRIBUTION OF FINAL DIVIDEND AND SUPPLEMENTAL NOTICE OF EGM

INTRODUCTION

This supplemental circular should be read in conjunction with the results announcement dated 30 March 2017 and the circular dated 29 March 2017 (the "Circular") of the Company. The purposes of this supplemental circular are to provide you the relevant details of the proposed resolution to be submitted to the EGM in relation to the proposed distribution of final dividend for the year ended 31 December 2016, and to provide you with a supplemental notice of the EGM.

^{*} For identification purposes only

Unless otherwise indicated, capitalised terms used herein have the same meanings as those defined in the Circular.

PROPOSED DISTRIBUTION OF FINAL DIVIDEND

Pursuant to the 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.

On 30 March 2017, the Board received a written notice from CFC (a controlling shareholder of the Company which beneficially owns approximately 31.58% equity interest in the Company) proposing, among others, the resolution in respect of the proposed distribution of final dividend for the year ended 31 December 2016 (the "**Final Dividend**").

According to the notice from CFC, to facilitate the timely payment of the Final Dividend, CFC proposed to put forward the resolution relating to the distribution of the Final Dividend before the Shareholders at the EGM.

As disclosed in the announcement of the Company dated 30 March 2017 relating to, among other things, annual results of the Company for the year ended 31 December 2016, the Board recommended the payment of the Final Dividend of RMB0.35 every 10 Shares (tax inclusive). The total amount of the Final Dividend amounted to RMB591,051,954.47 (tax inclusive).

The proposed distribution of the Final Dividend is subject to the Shareholders' approval by way of an ordinary resolution at the EGM. In accordance with the relevant laws and regulations, and the Articles of Association, the Board agreed to submit the proposed additional resolution at the EGM. The form and procedure of the proposed additional resolution are in compliance with the Company Law of the PRC and the Articles of Association. Subject to Shareholders' approval, the Company will make further announcement regarding the record date for dividend payment (the "Reference Date"), dividend payment procedures and payment date. The Company will also make further announcement regarding the Final Dividend to A Shareholders.

TAX

In accordance with the "Enterprise Income Tax Law of the People's Republic of China" (《中華人民共和 國企業所得税法》) and the "Rules for the Implementation of Enterprise Income Tax Law of the People's Republic of China" (《中華人民共和國企業所得税法實施條例》), both implemented on 1 January 2008 and the "Notice on Issues in Relation to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Enterprises to Overseas Non-resident Enterprise Holders of H Shares" (Guo Shui Han [2008] No. 897)(《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》 (國稅函[2008]897號)) promulgated on 6 November 2008, the Company is obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise Shareholders at a tax rate of 10%, when the Company distributes annual dividend to non-resident enterprise Shareholders whose names appear on the register of members of H Shares (the "H Shares Register of Members") on the Reference Date. As such, any H Shares registered in the name of non-individual Shareholder, including shares registered in the name of HKSCC Nominees Limited, and other nominees, trustees, or other organizations and group, shall be deemed to be H Shares held by nonresident enterprise Shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon. Non-resident enterprise Shareholders may wish to apply for a tax refund (if any) in accordance with the relevant requirements, such as tax agreements (arrangements), upon receipt of any dividends.

In accordance with the "Notice on Certain Issues Concerning the Policies of Individual Income Tax" (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)) promulgated by the PRC Ministry of Finance and the State Administration of Taxation on 13 May 1994, overseas individuals are, as an interim measure, exempted from the PRC individual income tax for dividends or bonuses received from foreign-invested enterprises. Furthermore, following consultations between the Company and the competent tax authority, it is confirmed that it is applicable to the Company for the relevant requirements under the "Notice on Certain Issues Concerning the Policies of Individual Income Tax" (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)), the Company will not be required to withhold and pay any individual income tax on behalf of individual Shareholders when the Company distributes the Final Dividend to individual Shareholders whose names appear on the H Shares Register of Members.

Pursuant to the "Notice on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shanghai Stock Market and the Hong Kong Stock Market" (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) promulgated on 17 November 2014:

For mainland individual investors who invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect, the Company will withhold individual income tax at the rate of 20% in the distribution of the Final Dividend. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Corporation Limited for tax credit relating to the withholding tax already paid abroad. For mainland securities investment funds that invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect, the Company will withhold individual income tax in the distribution of the Final Dividend pursuant to the foregoing provisions; and

• For mainland corporate investors that invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect, the Company will not withhold the income tax in the distribution of the Final Dividend and the mainland corporate investors shall file the tax returns on their own.

H Shareholders are recommended to consult their tax advisors regarding the relevant tax laws and regulations in the PRC, Hong Kong and other countries on the dividend payment by the Company and on the taxation implications of holding and dealing in the H Shares of the Company.

SUPPLEMENTAL NOTICE OF THE EGM AND SUPPLEMENTAL PROXY FORM

Supplemental notice of the EGM (and any adjournment thereof) is set out on pages 6 to 9 of this supplemental circular. Such supplemental notice should be read in conjunction with the amended notice of the EGM dated 29 March 2017.

Since the form of proxy applicable to the EGM despatched on 25 January 2017 (the "**First Proxy Form**") and the amended form of proxy applicable to the EGM despatched on 29 March 2017 (the "**Amended Proxy Form**") do not contain the resolutions proposed by CFC, the Company has prepared a supplemental proxy form (the "**Supplemental Proxy Form**") for despatch together with this supplemental circular. The additional resolutions are set out in the supplemental notice of EGM on pages 6 to 9 of this supplemental circular.

For H Shareholders, whether or not you are able to attend the EGM in person, you are requested to complete the proxy form applicable to the EGM 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 EGM (i.e. not later than 1:00 p.m. on Thursday, 13 April 2017) or any adjournment thereof. Completion and return of the proxy form(s) applicable to the EGM will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

H Shareholder who has not yet lodged the First Proxy Form or the Amended Proxy Form with the Company's H Share registrar is requested to lodge the Supplemental Proxy Form if he/she wishes to appoint proxies to attend, speak and vote at the EGM on his/her behalf. In this case, the First Proxy Form and the Amended Proxy Form should not be lodged with the Company's H Share registrar.

H Shareholder who has already lodged the First Proxy Form and/or the Amended Proxy Form should note that:

- (i) If no Supplemental Proxy Form is lodged with the Company's H Share registrar, the First Proxy Form (if no Amended Proxy Form is lodged) or the Amended Proxy Form (if lodged), if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the H Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM (including, if properly put, resolution as set out in the supplemental notice enclosed in this supplemental circular) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form (if no Amended Proxy Form is lodged) or the Amended Proxy Form (if lodged).
- (ii) If the Supplemental Proxy Form is lodged with the Company's H Share registrar 24 hours prior to the time appointed for holding the EGM (i.e. not later than 1:00 p.m. on Thursday, 13 April 2017) (the "Closing Time"), the Supplemental Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form (if no Amended Proxy Form is lodged) or the Amended Proxy Form previously lodged by him/her. The Supplemental Proxy Form will be treated as a valid proxy form lodged by the H Shareholder.
- (iii) If the Supplemental Proxy Form is lodged with Company's H Share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Supplemental Proxy Form will be invalid. The proxy so appointed by the H Shareholder under the First Proxy Form (if no Amended Proxy Form is lodged) or the Amended Proxy Form (if lodged), if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Supplemental Proxy Form was lodged with the Company's H Share registrar. Accordingly, H Shareholders are advised to complete the Supplemental Proxy Form carefully and lodge the Supplemental Proxy Form with the Company's H Share registrar before the Closing Time.

RECOMMENDATIONS

The Board considers that the resolution in relation to proposed distribution of the Final Dividend and those set out in the Supplemental Notice 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 resolutions to be proposed at the EGM as set out in the supplemental notice of EGM.

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

^{*} for identification purposes only



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 EXTRAORDINARY GENERAL MEETING

Reference is made to the amended notice of the 2017 first extraordinary general meeting of 2017 (the "Amended EGM Notice") and the circular both dated 29 March 2017 (the "Circular"), the supplemental circular (the "Supplemental Circular") and the announcement relating to additional resolutions for the 2017 first extraordinary general meeting both dated 30 March 2017 of China Molybdenum Co., Ltd.* (the "Company"). Unless otherwise indicated, capitalised terms used herein have the same meanings as those defined in the Circular.

Subsequent to the despatch of the Circular, the Company on 30 March 2017 received from CFC, a controlling shareholder of the Company, a notice which proposed the Board to submit resolutions for Shareholders' approval at the EGM in relation to (1) the Company entering into the Hantang Cooperation Agreement, the Design Time Cooperation Agreement and the CNBC Cooperation Agreements (collectively, the Investors Agreements) in relation to the Company's investment in the Tenke Fungurume mining area; and (2) distribution of the final dividend for the year ended 31 December 2016. 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 Circular and the Supplemental Circular.

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

SPECIAL RESOLUTION

1. "To consider and approve the "Resolution in relation to introducing new shareholders to BHR Newwood Investment Management Limited for the investment cooperation* in the Tenke Fungurume mining area"."

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTION

- 2. "To consider and approve the "Resolution in relation to 'Profit distribution plan for the year 2016' of the Company"."
- "
 (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.)

Save for the above, all information and contents set out in the Amended EGM Notice remain unchanged. For details of the above resolutions, please refer to the Circular, the Supplemental Circular and the announcement dated 30 March 2017 relating to additional resolutions for the 2017 first extraordinary general meeting.

By Order of the Board

China Molybdenum Co., Ltd.*

Li Chaochun

Chairman

Luoyang City, Henan Province, PRC, 30 March 2017

* For identification purposes only

Notes:

- (1) This supplemental notice should be read in conjunction with the Circular, the Supplemental Circular and the announcement dated 30 March 2017 relating to additional resolutions for the 2017 first extraordinary general meeting.
- (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") and the amend proxy form despatched on 29 March 2017 (the "Amended Proxy Form") for use at the EGM does not contain certain information as set out in this supplemental notice, a supplemental proxy form (the "Supplemental Proxy Form") has been prepared and is enclosed with this supplemental 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.

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) Shareholders can appoint a proxy by an instrument in writing (i.e. by using the Supplemental Proxy Form enclosed). The Supplemental 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 Supplemental 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 Supplemental 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 (i.e. not later than 1:00p.m. on Thursday, 13 April 2017) or any adjournment thereof (as the case may be).
- (d) Shareholders who have lodged the First Proxy Form and/or the Amended Proxy Form with the Company should note that:
 - (i) If no Supplemental Proxy Form is lodged with the Company's H Share registrar, the First Proxy Form (if no Amended Proxy Form is lodged) or the Amended Proxy Form (if lodged), if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the H Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form (if no Amended Proxy Form is lodged) or the Amended Proxy Form (if lodged).
 - (ii) If the Supplemental Proxy Form is lodged with the Company's H Share registrar 24 hours prior to the time appointed for holding the EGM (i.e. not later than 1:00p.m. on Thursday, 13 April 2017) (the "Closing Time"), the Supplemental Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form (if no Amended Proxy Form is lodged) or the Amended Proxy Form previously lodged by him/her. The Supplemental Proxy Form will be treated as a valid proxy form lodged by the H Shareholder.
 - (iii) If the Supplemental Proxy Form is lodged with Company's H Share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Supplemental Proxy Form will be invalid. The proxy so appointed by the H Shareholder under the First Proxy Form (if no Amended Proxy Form is lodged) or the Amended Proxy Form (if lodged), if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Supplemental Proxy Form was lodged with the Company's H Share registrar. Accordingly, H Shareholders are advised to complete the Supplemental Proxy Form carefully and lodge the Supplemental Proxy Form with the Company's H Share registrar before the Closing Time.
- (e) Completion and return of the First Proxy From, the Amended Proxy Form or the Supplemental 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.

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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.

This circular ("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 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 Circular or to change the way of receiving the corporate communications of the Company and the selection of language version by giving a written 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.