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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 NOTICE OF THE 2017 FIRST 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”.”

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

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 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.
- (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 Form, 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.
 - (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.