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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Molybdenum Co., Ltd.\* (the “**Company**”) will be held at 1:00 p.m. on Wednesday, 28 June 2017 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 for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions of the Company. Unless otherwise indicated, capitalized items used herein have the same meanings as those defined in the circular dated 18 May 2017 (the “**Circular**”) and the supplemental circular dated 7 June 2017 (the “**Supplemental Circular**”) of the Company.

### **ORDINARY RESOLUTIONS**

1. “To receive and consider the proposal in respect of the financial report of China Molybdenum Co., Ltd.\* for the year 2016.”
2. “To receive and consider the proposal in respect of the financial statements of China Molybdenum Co., Ltd.\* for the year 2016.”
3. “To receive and consider the proposal in respect of the report of the board of directors of China Molybdenum Co., Ltd.\* for the year 2016.”
4. “To receive and consider the proposal in respect of the report of the supervisory committee of China Molybdenum Co., Ltd.\* for the year 2016.”

\* *For identification purposes only*

5. “To receive and consider the proposal in respect of the annual report of China Molybdenum Co., Ltd.\* for the year 2016.”
6. “To consider and approve the proposal in respect of the budget report of China Molybdenum Co., Ltd.\* for the year 2017.”
7. “To consider and approve the proposal in respect of the re-appointment of the external auditors for the year 2017 and its remuneration arrangement.”

### **SPECIAL RESOLUTIONS**

8. “To consider and approve the proposal in respect of the provision of guarantee for operating loans to direct or indirect wholly-owned subsidiaries.”
9. “To consider and approve the proposal in respect of the increase in amount of overseas bonds issuance and extension of term of authorization.”

### **ORDINARY RESOLUTIONS**

10. “To consider and approve the proposal in respect of the commencement of hedging business.”
11. “To consider and approve the proposal in respect of the authorization to the board of directors to deal with the distribution of interim dividend and quarterly dividend for the year 2017.”

### **SPECIAL RESOLUTIONS**

12. “To consider and approve the proposed granting of a general mandate to the board of directors of the Company (the “**Board**”) to repurchase H shares of the Company (the “**H Shares**”) as follows:
  - (a) subject to paragraphs (b) and (c) below, to approve the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase H Shares in issue on the The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange or of any other governmental or regulatory body;
  - (b) the number of H Shares authorized to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of H Shares in issue as at the date of the passing of this resolution;

- (c) the approval in paragraph (a) above shall be conditional upon:
  - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the 2017 first class meeting of holders of A shares (or on such adjourned date as may be applicable) and the 2017 first class meeting of holders of H Shares (or on such adjourned date as may be applicable);
  - (ii) the approval of all the competent regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
  - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 27 of the Articles of Association of the Company (the “**Articles of Association**”);
- (d) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
  - (i) the conclusion of the 2017 annual general meeting of the Company; or
  - (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution passed by the shareholders of the Company at any general meeting; and
- (e) subject to the approval of all relevant government authorities in the PRC for the repurchase of such H Shares being granted, to authorize the Board to:
  - (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to be repurchased, timing of repurchase and period of repurchase etc.;
  - (ii) notify creditors and make announcement in accordance with the requirements of relevant laws, regulations and normative documents as well as the Articles of Association;
  - (iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;

- (iv) carry out relevant approval and filing procedures as required by regulatory authorities and the stock exchanges where the shares of the Company are listed;
  - (v) carry out cancellation procedures for repurchased shares, reduce the registered capital, and make corresponding amendments to the Articles of Association relating to total share capital and shareholding structure etc., and to carry out statutory registrations and filings within and outside the PRC; and
  - (vi) execute and handle other documents and matters relating to share repurchase.”
13. “To consider and approve the proposal in respect of the Company’s compliance with the conditions of the public issuance of corporate bonds.”
14. “To consider and approve the proposal in respect of the plan for the public issuance of corporate bonds.”
- 14.01. “Issue size”
  - 14.02. “The par value of the bonds and issuance price”
  - 14.03. “Types of the bonds and maturity”
  - 14.04. “Interest rate of the bonds”
  - 14.05. “Issuance methods”
  - 14.06. “Offering arrangement to the shareholders of the company”
  - 14.07. “Terms on redemption or repurchase”
  - 14.08. “Guarantee arrangement”
  - 14.09. “Use of proceeds”
  - 14.10. “Protective measures for repayment”
  - 14.11. “Listing venue”
  - 14.12. “Term of validity of the resolutions”

15. “To consider and approve the proposal in respect of seeking full authorization from the shareholders’ meeting of the Company to the board of directors to deal with the matters relating to the public issuance of the corporate bonds.”

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

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

Luoyang City, Henan Province, PRC, 7 June 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.*

*Notes:*

- (1) This amended notice should be read in conjunction with the Circular and the Supplemental Circular.
- (2) H Shareholders who intend to attend the AGM in person or by proxy should return the reply slip for H Shareholders for the AGM despatched on 12 May 2017 (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 Thursday, 8 June 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 AGM.

(3) **PROXY FORM**

Since the First Proxy Form despatched on 12 May 2017 for use at the AGM does not contain certain information as set out in this amended notice, the Amended Proxy Form has been prepared and is enclosed with this amended notice.

- (a) Each Shareholder entitled to attend and vote at the AGM 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 authorized in writing, or if the appointor is a body corporate, either under the common seal or signed by a director or a duly authorized attorney of the body corporate. If the Amended Proxy Form is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.
- (c) To be valid, for H Shareholders, the Amended Proxy Form and notarized power of attorney or other documents of authorization (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 AGM (not later than 1:00 p.m. on Tuesday, 27 June 2017 or if the AGM is adjourned, not less than 24 hours before the time appointed for holding of the adjourned AGM).
- (d) H Shareholders who have lodged the First Proxy Form with the Company should note that:
  - i) If no Amended Proxy Form is lodged with the Company’s H Share registrar, the First Proxy Form, 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 AGM (including, if properly put, the resolutions as set out in the Amended Notice of AGM enclosed in the Supplemental Circular) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
  - ii) If the Amended Proxy Form is lodged with the Company’s H Share registrar 24 hours prior to the time appointed for holding the AGM or any adjournment thereof, the Amended Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Amended Proxy Form will be treated as a valid proxy form lodged by the H Shareholder.

- iii) If the Amended 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 Amended Proxy Form will be invalid. The proxy so appointed by the H Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Amended Proxy Form was lodged with the Company's H Share registrar. Accordingly, H Shareholders are advised to complete the Amended Proxy Form carefully and lodge the Amended Proxy Form with the Company's H Share registrar before the Closing Time.
- (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 AGM 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 Hong Kong Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchange in accordance with the Hong Kong Listing Rules.
- (5) H Shareholders or their proxies must present proof of their identities upon attending the AGM. 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 AGM, the Company's register of members of H Shares will be closed from Monday, 29 May 2017 to Wednesday, 28 June 2017 (both days inclusive), during which period no transfer of H 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, 26 May 2017 shall be entitled to attend and vote at the AGM. In order for the H Shareholders to qualify for attending and voting at the AGM, 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, 26 May 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 AGM.
- (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  
PRC  
Postal code: 471500  
Telephone No.: (+86) 379 6865 8017  
Facsimile No.: (+86) 379 6865 8030

- (10) 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.