

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Molybdenum Co., Ltd.* (the “**Company**”) for the year 2017 (the “**AGM**”) will be held at 1:00 p.m. on Friday, 25 May 2018 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 the following resolutions. A circular containing details of the following resolutions will be expected to be dispatched to the H Shareholders on or about 20 April 2018.

ORDINARY RESOLUTIONS

- 1 “To receive and consider the proposal in respect of the financial report of China Molybdenum Co., Ltd.* for the year 2017.”
- 2 “To receive and consider the proposal in respect of the financial statements of China Molybdenum Co., Ltd.* for the year 2017.”
- 3 “To consider and approve the proposal in respect of the budget report of China Molybdenum Co., Ltd.* for the year 2018.”
- 4 “To consider and approve the profit distribution plan of China Molybdenum Co., Ltd.* for the year 2017.”
- 5 “To receive and consider the proposal in respect of the report of the board of directors of China Molybdenum Co., Ltd.* for the year 2017.”

- 6 “To receive and consider the proposal in respect of the report of the supervisory committee of China Molybdenum Co., Ltd.* for the year 2017.”
- 7 “To receive and consider the proposal in respect of the annual report of China Molybdenum Co., Ltd.* for the year 2017.”
- 8 “To consider and approve the proposal in respect of the re-appointment of the external auditors for the year 2018.”
- 9 “To consider and approve the forfeiture of unclaimed final dividends for the year ended 31 December 2010.”
- 10 “To consider and approve the proposal in respect of the authorisation to the board of directors to deal with the distribution of interim dividend and quarterly dividend for the year 2018.”
- 11 “To consider and approve the amendments to the Rules for External Investment Management of China Molybdenum Co., Ltd*. of the Company.”
- 12 “To consider and approve the proposal in respect of the subscriptions of structured deposit with internal idle fund.”
- 13 “To consider and approve the proposal in respect of the purchase of wealth management or entrusted wealth management products with internal idle fund.”

SPECIAL RESOLUTIONS

- 14 “To consider and approve the proposal in respect of the amendment to the Articles of Association of the Company.”
- 15 “To consider and approve the proposal in respect of seeking authorization from the shareholders’ meeting of the Company to the board of directors of the Company for issue of debt financing instruments.”
- 16 “To consider and approve the proposal in respect of the provision of guarantee for operating loans to direct or indirect wholly-owned subsidiaries and extension of term of authorization.”

- 17 “To consider and approve the proposal in respect of seeking authorization from shareholders’ meeting of the Company of the granting of a general mandate to the board of directors of the Company for issue of A shares and/or H shares of the Company.”

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

Luoyang City, Henan Province, the PRC, 9 April 2018

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) Pursuant to the requirements under the Rules of Shareholders’ Meeting of Listed Companies of the China Securities Regulatory Commission, independent directors shall issue a work report at the annual general meeting. Such report will be submitted to the general meeting for consideration but not for shareholders’ approval. The 2017 Work Report of Independent Directors of the Company will be set out in the circular for Shareholders’ information.
- (2) All resolutions at the meeting will be voted 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 Hong Kong Stock Exchange (the “**Hong Kong Listing Rules**”). The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Hong Kong Listing Rules.
- (3) Holders of H Shares (“**H Shareholders**”) who intend to attend the AGM 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, 4 May 2018 by hand, by post or by facsimile. The contact details of the Company’s office of the Board are set out in note (9) below.
- (4) Each H Shareholder who has the right to attend and vote at the AGM 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 AGM. 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 authorisation must be delivered to the Company’s H Share registrar in Hong Kong at the address stated in note (8) below by post or facsimile (for H Shareholders only), not later than 1:00 p.m. on Thursday, 24 May 2018 (or if the AGM is adjourned, not less than 24 hours before the time appointed for holding of the adjourned AGM). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the AGM or any adjournment should he/she so wish.

- (5) 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 Wednesday, 25 April 2018 to Friday, 25 May 2018 (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 Tuesday, 24 April 2018 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 Tuesday, 24 April 2018.
- (6) Shareholders or their proxies must present proof of their identities upon attending the AGM. Should a proxy be appointed, the proxy must also present copies of his/her proxy form, or copies of appointing instrument and power of attorney, if applicable.
- (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
People's Republic of China
Postal code: 471500
Telephone No.: (+86) 379 6865 8017
Facsimile No.: (+86) 379 6865 8030

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.

* *For identification purposes only*