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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

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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)

**(1) PROPOSED RE-ELECTION AND ELECTION OF  
THE DIRECTORS AND THE SUPERVISORS**  
**(2) PROPOSED AUTHORISATION TO THE BOARD TO DETERMINE  
THE REMUNERATION OF THE DIRECTORS AND THE SUPERVISORS**  
**(3) CLOSURE PERIOD OF REGISTER OF MEMBERS OF H SHARES  
AND**  
**(4) NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 1 to 11 of this circular.

Notice convening the EGM to be held at 1:00 p.m. on Friday, 3 August 2018 at Yunhe Meeting Room, Dockside Boutique Hotel, Wuzhen, Tongxiang, the PRC together with the relevant form of proxy and reply slip for use in connection with the EGM are enclosed herewith. Such forms were also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.chinamol.com>). For ease of reference, the notice convening the EGM is set out on pages 12 to 15 of this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete, sign and return the reply slip and proxy form applicable to the EGM in accordance with the instructions printed thereon. For H Shareholders, the proxy form applicable to the EGM should be returned to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor 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, 2 August 2018) or any adjournment thereof. Completion and return of the proxy form 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 Shareholders who intend to attend the EGM 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, at North of Yihe, Huamei Shan Road, Chengdong New District, Luanchuan County, Luoyang City, Henan Province, the PRC, 20 days before the meeting, i.e. on or before Friday, 13 July 2018 by hand, by post or by fax.

\* *For identification purposes only*

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“2020 AGM”	the 2020 annual general meeting of the Company to be held in 2021
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Company”	洛陽欒川鎢業集團股份有限公司(China Molybdenum Co., Ltd.*), a joint stock company incorporated in the PRC with limited liability, the A Shares and H Shares of which are listed on the SSE and the Hong Kong Stock Exchange, respectively
“Company Law”	the Company Law of the PRC
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“EGM”	the 2018 first extraordinary general meeting of the Company (and any adjournment thereof) to be held at 1:00 p.m. on Friday, 3 August 2018 at Yunhe Meeting Room, Dockside Boutique Hotel, Wuzhen, Tongxiang, the PRC
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB0.20 each in the share capital of the Company which are listed on the main board of the Hong Kong Stock Exchange and are traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of the H Shares of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	14 June 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular

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## DEFINITIONS

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“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of the A Shares and H Shares of the Company
“SSE”	Shanghai Stock Exchange (上海證券交易所)
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

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LETTER FROM THE BOARD

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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

15 June 2018

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED RE-ELECTION AND ELECTION OF  
THE DIRECTORS AND THE SUPERVISORS**  
**(2) PROPOSED AUTHORISATION TO THE BOARD TO DETERMINE  
THE REMUNERATION OF THE DIRECTORS AND THE SUPERVISORS**  
**(3) CLOSURE PERIOD OF REGISTER OF MEMBERS OF H SHARES  
AND**  
**(4) NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

We refer to the announcements of the Company dated 25 May 2018 and 14 June 2018 in relation to, among others, the postponement of election of the Directors and the Supervisors, the proposed re-election and election of the Directors and the Supervisors and the proposed authorisation to the Board to determine the remuneration of the Directors and the Supervisors.

The purpose of this circular is to provide you with, among others, relevant details for you to make informed decisions on, among others, the special resolutions proposed for voting at the EGM in relation to the following matters:

- (1) proposed re-election and election of the Directors and the Supervisors; and
- (2) proposed authorisation to the Board to determine the remuneration of the Directors and the Supervisors.

### 2. PROPOSED RE-ELECTION AND ELECTION OF THE DIRECTORS AND THE SUPERVISORS

#### (i) Proposed re-election and election of Directors

We refer to the announcement of the Company dated 14 June 2018. Given that the fourth session of the Board will expire as at the date of the EGM, the proposals on nomination of the Directors for the fifth session of the Board were considered and approved at the twenty-ninth meeting of the fourth session of the Board held on 14 June 2018 according to the Articles of Association, Rules for Board Meetings and Detailed Working Rules for Supervisory Board Meetings.

The Board had resolved to nominate Mr. Li Chaochun and Mr. Li Faben as candidates for re-election as executive Directors for the fifth session of the Board, Mr. Yuan Honglin, Mr. Ma Hui and Mr. Cheng Yunlei as candidates for re-election as non-executive Directors for the fifth session of the Board, and Mr. Li Shuhua, Ms. Yan Ye and Mr. Gerry Wang as candidates for election as independent non-executive Directors for the fifth session of the Board; and to put forward these proposals to the EGM for Shareholders' consideration and approval.

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## LETTER FROM THE BOARD

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The biographical details of Directors to be re-elected or elected as members of the fifth session of the Board are as below:

***Proposed executive Directors for re-election***

**Mr. Li Chaochun (李朝春)**, born in February 1977, has been an executive Director since January 2007 and chairman of the Board since January 2014. He is also the vice chairman of the nomination committee of the Company since 17 August 2012 and the chairman of the strategic committee since 14 January 2014. Mr. Li graduated from Shanghai Jiaotong University with a bachelor's degree in law in July 1999. From July 1999 to December 1999, he was a staff accountant of the tax division of Arthur Andersen (Shanghai) Business Consulting Co., Ltd.. He was with Arthur Andersen Hua Qiang CPA from January 2000 to March 2002, where his last position was a senior consultant of the tax division. From April 2002 to February 2003, he was a deputy manager of planning and strategy implementation of the general representative office of The Hongkong and Shanghai Banking Corporation Limited. From July 2003 to January 2007, Mr. Li was an executive director of the investment department of Cathay Fortune Corporation, one of the founders of the Company. Mr. Li has been a director of China Molybdenum (Hong Kong) Company Limited, Luoyang High Tech Molybdenum & Tungsten Materials Co., Ltd., CMOG Mining Pty. Limited, CMOG Limited, CMOG Mining Services Pty. Limited, Schmocker (Shanghai) International Trading Co., Ltd. and CMOG Mining USA Ltd. since 16 August 2007, 27 May 2010, 25 July 2013, 27 August 2013, 9 September 2013, 20 April 2014 and 29 May 2014, respectively. From January 2007 to 14 January 2014, Mr. Li was the vice chairman of the Board.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Li Chaochun was interested in 1,587,692 A Shares.

**Mr. Li Faben (李發本)**, born in January 1964, professor-level senior engineer, has been the executive Director of the Company since August 2006. He has also been the general manager and a member of the strategic committee of the Company since October 2012. Mr. Li graduated from the Central South Mining & Metallurgical College (subsequently renamed as the Central South University of Technology, now known as the Central South University) with a bachelor's degree in engineering in 1983 (major in mining engineering) and the Xi'an University of Architecture and Technology with a master's degree in engineering in 2004 (specialized in mining engineering) and a doctor's degree in Management Science and Engineering in January 2014. From August 1988 to January 1999, Mr. Li held various positions at Luoyang Luanchuan Molybdenum Company, in which he served as the deputy head and head of the technical division, quarry supervisor, head of the open-pit mining construction department and deputy manager of Luoyang Luanchuan Molybdenum Company. Mr. Li served as deputy general manager of Luoyang Luanchuan Molybdenum Group Co., Ltd. between January 1999 and November 2002. From November 2002 to August 2006, Mr. Li was the deputy general manager and vice chairman of Luoyang Luanchuan Molybdenum Group Co., Ltd. as well as a director of Luoyang Mining Group Co., Ltd. from July 2006 to November 2009. Mr. Li was the standing deputy general manager of the Company from August 2006 to October 2012. Mr. Li was a director of China Molybdenum (Hong Kong) Company Limited from 16 August 2007 to May 2015.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Li Faben was interested in 1,064,400 A Shares.

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## LETTER FROM THE BOARD

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### *Proposed Non-executive Directors for re-election*

**Mr. Yuan Honglin (袁宏林)**, born in November 1967, has been a non-executive director of the Company from November 2013 and a member of audit committee, remuneration committee and strategic committee with over 20 years of experience in the banking industry. Mr. Yuan graduated from Nanjing University in July 1990 with a bachelor's degree in economics. In July 2004, Mr. Yuan obtained a MBA degree from Shanghai Jiao Tong University. From August 1990 to May 2000, Mr. Yuan worked at Bank of China Limited, Nantong Branch where he held various positions including vice president of the Rudong sub-branch and manager of the credit management department. Between June 2000 and August 2007, Mr. Yuan worked at China Merchants Bank Limited, Shanghai Branch where he held various positions including president of Jiang Wan sub-branch and general manager of corporate banking department. From September 2007 to September 2012, Mr. Yuan worked at PingAn Bank Co., Ltd. where he held various positions including assistant to the president of the Shanghai branch, vice president (responsible for the overall business operations) of the Shanghai Branch and general manager of the corporate banking department responsible for the northern region of China. From October 2012 to the present, Mr. Yuan has been the deputy general manager of Cathay Fortune Capital Limited.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Yuan Honglin was interested in 1,050,600 A Shares.

**Mr. Ma Hui (馬輝)**, born in October 1971, is a senior accountant, certified accountant and certified asset valuer. Mr. Ma has been our non-executive Director since 26 June 2015 and vice chairman since 27 June 2015. Mr. Ma graduated from Central Institute of Finance and Economics and obtained a Bachelor's degree in economics in 1994. From September 1994 to March 2008, he worked in Luoyang Zhong Hua Certified Public Accountants Company Limited (洛陽中華會計師事務所有限責任公司) (formerly known as Luoyang Certified Public Accounting Firm (洛陽會計師事務所)) engaging in work such as audit, evaluation and financial consultancy, and had served as the department manager of evaluation department, a director and an assistant to the president. He served as the chief financial officer of Luoyang Mining Group Co., Ltd. (洛陽礦業集團有限公司) since April 2008; and the deputy general manager of Luoyang Guohong Investment Group Co., Ltd. (洛陽國宏投資集團有限公司). He currently serves as the director of Luoyang Mining Group Co., Ltd., and Henan Guoxin Investment Guarantee Co., Ltd. (河南國鑫投資擔保有限公司), as a chairman in Guo Hong Finance Leasing Co., Ltd. (國宏融資租賃有限公司), an executive director of Huaxiang Industrial Co., Ltd. of Luoyang Mining Group Co., Ltd. (洛陽礦業集團華翔實業有限公司) and a supervisor of Luoyang Petrochemical Products Business Co., Ltd. (洛陽中石化油品經營有限責任公司).



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## LETTER FROM THE BOARD

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**Mr. Cheng Yunlei (程雲雷)**, born in September 1982, is an accountant and certified accountant. Mr. Cheng has been our non-executive Director since 26 June 2015. Mr. Cheng graduated from Henan University of Science and Technology and obtained a Bachelor's degree in management in 2006. From July 2006 to October 2007, he worked in the No. 2 Audit Department of Luoyang Zhong Hua Certified Public Accountants Company Limited engaging in audit and financial consultancy work. He has served as the chief accountant and the person in charge of the finance and audit department of Luoyang Mining Group Co., Ltd. since November 2007. He served as the person in charge of the finance department of Luoyang Non-ferrous Mining Group Co., Ltd. (洛陽有色礦業集團有限公司) from September 2011 to June 2014, during which, he concurrently served as a supervisor of Luoyang Non-ferrous Mining Group Co., Ltd., Luoyang Jinqiao Mining Co., Ltd. (洛陽錦橋礦業有限公司) and Luoning Jinlong Mining Co., Ltd. (洛寧金龍礦業有限公司). Since January 2015, Mr. Cheng has served as the general manager of the planning and finance department of Luoyang Guohong Investment Group Co., Ltd.. He currently serves as director and deputy general manager of Luoyang Mining Group Co., Ltd., a director of Luoyang Huaze Microcredit Co., Ltd. (洛陽華澤小額貸款有限公司), the general manager of Luoyang Guoan Trade Co., Ltd. (洛陽國安商貿有限公司), and the supervisor of Henan Guoxin Investment Guarantee Co., Ltd. (河南國鑫投資擔保有限公司) and Luoyang Yu Meng Tong Industrial Co., Ltd. (洛陽豫孟通實業有限公司).

### ***Proposed independent non-executive Directors for election***

**Mr. LI Shuhua (李樹華先生)**, born in 1971, obtained a bachelor's degree in management majoring in auditing from Southwest University in 1993, a master's degree in economics majoring in accounting from Xiamen University in 1996, and a doctor's degree in management majoring in accounting from Shanghai University of Finance and Economics in 1999. During 2002 and 2004, he pursued his postdoctoral research in Finance and Law in Peking University, and obtained a Finance Executive Master of Business Administration (EMBA)'s degree from Shanghai Advanced Institute of Finance during 2013 and 2015. He served consecutively as director-level clerk of general office division, deputy division director of auditing division, deputy division director of general office division, division director of financial budgeting management division and division director of general office division of accounting department in CSRC during 1999 and 2010. During 2010 and 2018, he had worked for China Galaxy Securities Co., Ltd. and acted as Chief Risk Officer/Chief Compliance Officer and member of the Executive Committee. Since February 2018, he has been concurrently serving as a chair professor of practice at Xiamen National Accounting Institute and Renmin University of China.

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## LETTER FROM THE BOARD

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**Ms. Yan Ye (嚴冶)**, born in May 1958, holds a degree of Master of Laws and is a registered lawyer. Ms. Yan graduated from the faculty of law in Peking University in 1982 with a bachelor's degree in law specialising in politics and law. She received a master's degree in civil law from the faculty of law of Renmin University of China in 1984. She served as a lecturer and associate professor of the school of law of the Party School of the Central Committee of C.P.C. from 1984 to 1994. She served as a lawyer in Shaanxi Xiehui Law Firm from 1994 to 2003 and served as a lawyer in Shaanxi Win Law Firm from 2003 to 2008 and has served as a lawyer and a partner in Shaanxi Yanfeng Law Firm since 2008. She has concurrently served as an independent director of Zhejiang Chint Electrics Co., Ltd. (浙江正泰電器股份有限公司) (a company listed on the Main Board of Shanghai Stock Exchange, stock code: 601877) since May 2013.

**Mr. Gerry Wang (王友貴)**, born in May 1962, Hong Kong resident, Canadian citizen. Mr. Wang received his Bachelor's degree in Navigation from Shanghai Maritime University in 1983 and was awarded his Master's degree in International Economics and Management from the program sponsored by the United Nations Economic and Social Commission. In 1993, he obtained his Master of Science degree in Business Administration from the University of British Columbia in Canada. Mr. Wang was the Company Secretary & Business Development Deputy Manager at China Merchants Group from 1986 to 1989. He joined Seaspan Canada in 1990 and founded its containership business. In August 2005, Mr. Wang successfully took Seaspan's containership business public, trading on the New York Stock Exchange as SSW. The offering was the largest shipping IPO in North America history. Mr. Wang worked as the Chief Executive Officer and Co-chairman for 12 years. Mr. Wang retired from Seaspan at the end of 2017 to turn his focus on developing new business ventures in Asia. Late on Mr. Wang founded the Tiger Gas Group (Tiger Clean Energy). Mr. Wang was named 2016 the Most Influential Person of Shipping in the world. Mr. Wang is serving on the Asia Campaign Leadership Committee of the University of Pennsylvania in Asia. He is also a frequent speaker on BLOOMBERG TV & CNBC.

On 14 June 2018, the Board proposed the above Directors to be re-elected or elected with a term of office commencing from the date on which the relevant special resolutions are passed at the EGM until the conclusion of the 2020 AGM, subject to retirement by rotation and re-election at the 2020 AGM pursuant to the Articles of Association.

Subject to the approval of their appointments by the Shareholders at the EGM, each of the above Directors to be re-elected or elected will enter into a service contract with the Company respectively. The Board, authorised by the Shareholders, will determine the Directors' remuneration according to the responsibilities, the external industries' salary level and the actual situation of the Company. Their remuneration will be covered by each of their service contracts to be entered into and any subsequent revision approved by the Board. As soon as their respective remuneration is fixed, the Company will make relevant announcement(s) accordingly.

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## LETTER FROM THE BOARD

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Save as disclosed above, none of the above candidates for election or re-election as Directors held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and none of them (i) are related to any Directors, Supervisors, senior management or substantial or controlling Shareholders; (ii) are interested in any shares of the Company within the meaning of Part XV of the SFO; or (iii) held any other position with the Company or other members of the Group.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed re-election and election of the above Directors that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

**(ii) Proposed re-election of non-employee representative Supervisors**

The proposals on nomination of non-employee representative Supervisors for the fifth session of the Supervisory Committee were considered and approved at the twenty-ninth meeting of the fourth session of the Board held on 14 June 2018. The Board had resolved to nominate Mr. Zhang Zhenhao and Ms. Kou Youmin as candidates for re-election as non-employee representative Supervisors of the fifth session of the Supervisory Committee and to put forward these proposals to the EGM for Shareholders' consideration and approval. Upon approval by the Shareholders at the EGM of their re-election, Mr. Zhang Zhenhao, Ms. Kou Youmin, together with Ms. Wang Zhengyan (elected as the employee representative Supervisor on 20 March 2018) will be members of the fifth session of the Supervisory Committee.

**Mr. Zhang Zhenhao (張振昊)**, born in June 1973, obtained the CFA qualification from the CFA Institute. He has been a supervisor of the Company since August 2009. Mr. Zhang concurrently acts as a director of Cathay Fortune Corporation, a director of Cathay Fortune Investment Limited (鴻商投資有限公司), a director of Cathay Fortune International Company Limited (鴻商產業國際有限公司), a director of Cathay Fortune Singapore Pte. Ltd. (鴻商產業新加坡(私人)有限公司), a director of Shanghai CFC Puyuan Investment Management Co., Ltd. (上海鴻商普源投資管理有限公司), a director of Shanghai CFC Datong Industrial Co., Ltd. (上海鴻商大通實業有限公司), a director of Shanghai Shanglue Trading Co., Ltd. (上海商略貿易有限公司), a director of Beijing Huiqiao Investment Co., Ltd. (北京匯橋投資有限公司) and a director of Cathay Fortune Capital Equity Investment Co., Ltd.\* (鴻商資本股權投資有限公司). Mr. Zhang graduated from Tianjin Polytechnic University with a bachelor's degree in textile engineering. Mr. Zhang also obtained a master's degree in finance from the Graduate School of The Chinese Academy of Social Sciences. From 1993 to 1999, Mr. Zhang held positions at Tianjin Yarn-dyed Company (天津色織公司), Tianjin Weaving Materials Exchange, Hainan Zhongshang Futures Exchange\* (海南中商期貨交易所). From May 1999 to December 2001, Mr. Zhang was employed by Zhongfu Securities Dealer Co., Ltd. as member of the preparatory division, general manager of the business management department and supervisor of the company. From January 2002 to May 2007, Mr. Zhang was employed by Zhongfu Securities Co., Ltd. as member of the preparatory division, general manager of the sales department of Haikou Securities,

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## LETTER FROM THE BOARD

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executive director of the sales management department, secretary to the board of directors of the company and general manager of the chief executive office and the human resources department. Since June 2007, Mr. Zhang has been served as the general manager of the finance department of Cathay Fortune Corporation.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Zhang Zhenhao was interested in 1,063,500 A Shares.

**Ms. Kou Youmin (寇幼敏)**, born in August 1965, is a senior accountant. Ms. Kou has been the chairperson of Supervisory Committee of the Company since 27 June 2015. Ms. Kou graduated from Henan Institute of Finance and Economics in 1999. She served as a technician at Luoyang Liming Plastic Plant (洛陽黎明塑料總廠) from August 1986 to January 1988; an accountant of Luoyang Changfeng Construction Material Store (洛陽長豐建材商店) from January 1988 to October 1992; an accountant of Luoyang Bearings Group Plastic Packing Manufacturing Plant (洛陽軸承集團塑料包裝製品廠) from October 1992 to September 1997; and the head of financial department of Luoyang Bearings Group Railway Bearings Co., Ltd. (洛陽軸承集團鐵路軸承有限公司) from September 1997 to March 2009. She has served as the head of financial department and the chief financial officer of Luoyang State-owned Assets Operation Company Limited (洛陽市國資國有資產經營有限公司) from March 2009 to March 2016. She served as an assistant to the general manager and the general manager of supervisory and audit department of Luoyang Guohong Investment Group Co., Ltd. (洛陽國宏投資集團有限公司) from January to December 2015. She was the deputy general manager of Luoyang Guohong Investment Group Co., Ltd. since December 2015. She currently serves as a supervisor of the Luoyang Mining Group Co., Ltd. (洛陽礦業集團有限公司).

On 14 June 2018, the Board proposed the above non-employee representative Supervisors to be re-elected with a term of office commencing from the date on which the relevant special resolutions are passed at the EGM until the conclusion of the 2020 AGM, subject to retirement by rotation and re-election at the 2020 AGM pursuant to the Articles of Association.

Subject to the approval of their appointments by the Shareholders at the EGM, each of Mr. Zhang Zhenhao and Ms. Kou Youmin will enter into a service contract with the Company, respectively. The Board, authorised by the Shareholders, will determine their remuneration according to the responsibilities, the external industries' salary level and the actual situation of the Company. Their remuneration will be covered by each of their service contracts to be entered into and any subsequent revision approved by the Board. As soon as their respective remuneration is fixed, the Company will make relevant announcement(s) accordingly.

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## LETTER FROM THE BOARD

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Save as disclosed above, none of Mr. Zhang Zhenhao and Ms. Kou Youmin held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and none of them (i) are related to any Directors, Supervisors, senior management or substantial or controlling Shareholders; (ii) are interested in any shares of the Company within the meaning of Part XV of the SFO; or (iii) held any other position with the Company or other members of the Group.

Save as disclosed herein, both of Mr. Zhang Zhenhao and Ms. Kou Youmin have confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information in relation to the proposed re-election of them that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### **3. PROPOSED AUTHORISATION TO THE BOARD TO DETERMINE THE REMUNERATION OF THE DIRECTORS AND THE SUPERVISORS**

In accordance with the Article of Association and the performance and results of the Company, the remuneration of the Directors and the Supervisors will be determined by the Board, under the authorisation of the Shareholders and shall be reviewed by the remuneration committee from time to time. Taking respective Directors' and Supervisors' duties, responsibilities and salary level into consideration, the remuneration shall present the consistency between power, responsibilities and interests and arouse the enthusiasm of Directors and Supervisors, which contribute to the long-term sustainable development of the Company.

In accordance with the Articles of Association, a special resolution to consider and approve the proposed authorisation to the Board to determine the remuneration of the Directors and the Supervisors will be proposed at the EGM.

### **4. EGM**

The EGM will be held for the Shareholders to consider and, if thought fit, approve, among others, the proposed re-election and election of the Directors and the Supervisors, and the proposed authorisation to the Board to determine the remuneration of the Directors and the Supervisors. A copy of the notice of the EGM is set out on pages 12 to 15 of this circular for ease of reference.

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## LETTER FROM THE BOARD

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### 5. CLOSURE PERIOD OF REGISTER OF MEMBERS OF H SHARES

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 will be closed from Wednesday, 4 July 2018 to Friday, 3 August 2018, (both days inclusive), during which period no transfer of shares would 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, 3 July 2018 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 Tuesday, 3 July 2018.

### 6. PROXY ARRANGEMENT

Form of proxy applicable to the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.chinamoly.com>).

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, 2 August 2018) or any adjournment thereof. Completion and return of the proxy form 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.

### 7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Hong Kong Listing Rules, any votes of the Shareholders at the EGM must 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. The poll results announcement will be announced by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

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## LETTER FROM THE BOARD

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The Company will offer a platform to A Shareholders to vote online through the general meeting online voting system of the SSE. Please refer to the relevant announcements published by the Company on the SSE for details.

### 8. RECOMMENDATIONS

The Board considers that, the resolutions in relation to proposed re-election and election of the Directors and the Supervisors, and proposed authorisation to the Board to determine the remuneration of the Directors and the Supervisors, 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 relevant resolutions to be proposed at the EGM as set out in the notice of the EGM.

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

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## NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

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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)

### NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2018 first extraordinary general meeting (the “**EGM**”) of China Molybdenum Co., Ltd.\* (the “**Company**”) will be held at 1:00 p.m. on Friday, 3 August 2018 at Yunhe Meeting Room, Dockside Boutique Hotel, Wuzhen, Tongxiang, the PRC, for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the circular of the Company dated 15 June 2018.

#### SPECIAL RESOLUTIONS

1. “To consider and approve the proposal to re-elect Mr. Li Chaochun as an executive Director of the fifth session of the Board”
2. “To consider and approve the proposal to re-elect Mr. Li Faben as an executive Director of the fifth session of the Board”
3. “To consider and approve the proposal to re-elect Mr. Yuan Honglin as a non-executive Director of the fifth session of the Board”
4. “To consider and approve the proposal to re-elect Mr. Ma Hui as a non-executive Director of the fifth session of the Board”
5. “To consider and approve the proposal to re-elect Mr. Cheng Yunlei as a non-executive Director of the fifth session of the Board”



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## NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

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6. “To consider and approve the proposal to elect Mr. Li Shuhua as an independent non-executive Director of the fifth session of the Board”
7. “To consider and approve the proposal to elect Ms. Yan Ye as an independent non-executive Director of the fifth session of the Board”
8. “To consider and approve the proposal to elect Mr. Wang Yougui as an independent non-executive Director of the fifth session of the Board”
9. “To consider and approve the proposal to re-elect Mr. Zhang Zhenhao as a non-employee representative Supervisor of the fifth session of the Supervisory Committee”
10. “To consider and approve the proposal to re-elect Ms. Kou Youmin as a non-employee representative Supervisor of the fifth session of the Supervisory Committee”
11. “To consider and approve the proposed authorization to the Board to determine the remuneration of the Directors and the Supervisors”

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

Luoyang City, Henan Province, PRC, 15 June 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.*

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## NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (1) 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 “**Hong Kong 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 Hong Kong Listing Rules.
- (2) H Shareholders who intend to attend the EGM 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, 13 July 2018 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.
- (3) Each H Shareholder of the Company who has the right to attend and vote at the EGM 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 EGM. The instrument appointing a proxy must be in writing under the hand of the appointor or his/her attorney duly authorized 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 authorized. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, 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 authorization 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 appointed for holding the EGM (i.e. not later than 1:00 p.m. on Thursday, 2 August 2018) or any adjournment thereof (as the case may be).
- (4) Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the EGM or any adjournment should he/she so wish.
- (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 will be closed from Wednesday, 4 July 2018 to Friday, 3 August 2018, (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 Tuesday, 3 July 2018 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 Tuesday, 3 July 2018.
- (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.

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## NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

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- (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:

Office of the Board  
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 6860 3993  
Facsimile No.: (+86) 379 6865 8017  
E-Mail address: 603993@cmoc.com

- (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.

\* *For identification purposes only*

The Circular (“**Circular**”) in Chinese and English version has been published on the Company’s website ([www.chinamoly.com](http://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](mailto:chinamoly@computershare.com.hk).