
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this supplemental 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 supplemental 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.

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洛陽樂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 2 FEBRUARY 2019
PROPOSED PROVISION OF GUARANTEE TO
A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY
AND
SUPPLEMENTAL NOTICE OF THE 2019 FIRST
EXTRAORDINARY GENERAL MEETING**

This supplemental circular shall be read in conjunction with the circular of the Company dated 2 February 2019.

The EGM will be held as originally scheduled at 1:00 p.m. on Thursday, 28 March 2019 at the International Conference Room of Mudu-Lee Royal International Hotel at No. 239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC. A supplemental notice of the EGM is set out on pages 5 to 6 of this supplemental circular.

A supplemental proxy form for the EGM is enclosed with this supplemental circular. H Share holders who intend to attend the EGM by proxy are required to complete the supplemental proxy form in accordance with the instructions printed thereon and return the same to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM or any adjournment thereof. Completion and return of the supplemental proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.

13 March 2019

* *For identification purposes only*

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LETTER FROM THE BOARD



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:

YUAN Honglin
CHENG Yunlei

Independent non-executive Directors:

WANG Gerry Yougui
YAN Ye
LI Shuhua

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

13 March 2019

To the Shareholders

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR TO CIRCULAR OF
THE COMPANY DATED 2 FEBRUARY 2019
PROPOSED PROVISION OF GUARANTEE TO
A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY
AND
SUPPLEMENTAL NOTICE OF THE 2019 FIRST
EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

This supplemental circular should be read in conjunction with the circular of the Company dated 2 February 2019 (the “**Original Circular**”).

The purposes of this supplemental circular are to provide you with relevant details of the proposed special resolution to be submitted to the EGM in relation to the proposed provision of guarantee to a wholly-owned subsidiary of the Company, and to provide you with a supplemental notice of the EGM (or any adjournment thereof).

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

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 11 March 2019, the Board received a written notice from Cathay Fortune Corporation (“**CFC**”), a Shareholder holding approximately 24.69% equity interests in the Company as at 11 March 2019, the latest practicable date of this supplemental circular, proposing the provision of guarantee to CMOC BHR Limited (“**CMOC BHR**”), a wholly-owned subsidiary of the Company.

According to the notice from CFC, CFC proposed to put forward the resolution relating to the provision of guarantee to CMOC BHR before the Shareholders at the EGM. To facilitate the overseas acquisitions and promote the development of overseas business of the Company, the Board, in accordance with the Article of Association and the relevant laws and regulations, put forward the additional resolution relating to the provision of guarantee to CMOC BHR before the Shareholders at the EGM.

Pursuant to the laws of the PRC and the Articles of Association, the proposed provision of guarantee to CMOC BHR is subject to the approval of the Shareholders at the general meeting by way of special resolution.

The other information set out in the Original Circular and the notices of the EGM and the H Shareholders’ Class Meeting remains unchanged.

LETTER FROM THE BOARD

2. PROPOSED PROVISION OF GUARANTEE TO A WHOLLY-OWNED SUBSIDIARY

To facilitate the overseas acquisitions and promote the development of overseas business of the Company, CMOC BHR intends to apply for a loan with a principal amount not exceeding US\$0.7 billion or equivalent amount in other currencies from domestic or overseas bank(s). According to the request of relevant bank, the Company proposes to guarantee the repayment obligation of CMOC BHR under the loan granted to CMOC BHR with a term of two years from the date of fulfilment of the obligations of the loan being guaranteed. As at the date of this supplemental circular, there is no loan agreement entered into by CMOC BHR.

The Board further seeks authorization from the Shareholders to deal with matters relating to the application of the loan and the guarantee, including and without limitation the following matters: to determine the bank from which the loan is applied for, to fix the terms and interest rate of the loan, to execute loan agreement and guarantee related documents, and to deal with relevant filing and approval procedures. The term of the authorization shall expire on the date of convening the 2019 annual general meeting of the Company.

The proposed provision of guarantee to CMOC BHR will be proposed at the EGM by way of a special resolution for consideration and approval.

3. EGM AND H SHAREHOLDERS' CLASS MEETING

The EGM will be held as originally scheduled at 1:00 p.m. on Thursday, 28 March 2019 at the International Conference Room of Mudu-Lee Royal International Hotel at No. 239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC. A supplemental notice of the EGM is set out on pages 6 to 7 of this supplemental circular.

There is no change to the other information as set out in the Original Circular and the notices of the EGM and the H Shareholders' Class Meeting dated 2 February 2019. Please refer to the notices for details in respect of the other resolutions to be considered and approved at the EGM and the H Shareholders' Class Meeting, eligibility for attending the EGM and the H Shareholders' Class Meeting, registration procedures, closure of register of members and other relevant matters.

LETTER FROM THE BOARD

4. PROXY ARRANGEMENT

A supplemental proxy form for the EGM is enclosed with this supplemental circular. The proxy form issued by the Company along with the Original Circular for the EGM (the “**Original EGM Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share registrar of the Company.

For H Shareholders, whether or not you are able to attend the EGM in person, you are requested to complete the Original EGM Proxy Form and the supplemental proxy form for 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 Wednesday, 27 March 2019) or any adjournment thereof. Completion and return of the Original EGM Proxy Form and the supplemental proxy form for the EGM will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

The supplemental proxy form for the EGM is applicable to the supplemental resolution as set out in the supplemental notice of the EGM dated 13 March 2019 and supplements the Original EGM Proxy Form. The supplemental proxy form for the EGM will not affect the validity of the Original EGM Proxy Form duly completed by you in respect of the resolutions set out in the notice of the EGM dated 2 February 2019. If you have validly appointed a proxy to attend the EGM but have not completed and returned supplemental proxy form for the EGM, your proxy will be entitled to vote at his/her discretion on the special resolution set out in the supplemental notice of the EGM dated 13 March 2019.

Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of the proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original EGM Proxy Form and/or the supplemental proxy form for the EGM are different and more than one of the proxies attend the EGM, only the proxy validly appointed under the Original EGM Proxy Form shall be designated to vote at the EGM.

The proxy form issued by the Company along with the Original Circular for the H Shareholders’ Class Meeting remains valid and effective.

LETTER FROM THE BOARD

5. RECOMMENDATIONS

The independent Directors consider the review and approval process with respect to the proposed provision of guarantee is in compliance with relevant laws and there is no circumstances which would contradict with the interests of the Company and its investors. The Board considers that proposed provision of guarantee to CMOB BHR is 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 resolution to be proposed at the EGM.

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



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 2019 FIRST
EXTRAORDINARY GENERAL MEETING**

Reference is made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the 2019 first extraordinary general meeting (the “**EGM**”) of China Molybdenum Co., Ltd.*. (the “**Company**”) dated 2 February 2019, which set out the details of the resolutions to be proposed at the EGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that EGM will be held as originally scheduled at 1:00 p.m. on Thursday, 28 March 2019 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, following resolution as a special resolution in addition to the resolutions set out in the Original Notice:

SPECIAL RESOLUTION

- 5 “To consider and approve the proposed provision of guarantee to an indirectly wholly-owned subsidiary of the Company.”

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

Luoyang City, Henan Province, the PRC, 13 March 2019

SUPPLEMENTAL NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

- (1) Details of the above resolution are set out in the supplemental circular of the Company dated 13 March 2019 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice of the EGM, capitalised terms used in this supplemental notice of the EGM shall have the same meanings as those defined in the Supplemental Circular.
- (2) A supplemental proxy form (the “**Supplemental EGM Proxy Form**”) for the EGM containing the resolution mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Company for the EGM along with the Original Circular (the “**Original EGM Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Company.
- (3) Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of the proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original EGM Proxy Form and/or the Supplemental EGM Proxy Form are different and more than one of the proxies attend the EGM, only the proxy validly appointed under the Original EGM Proxy Form shall be designated to vote at the EGM.
- (4) To be valid, the Supplemental EGM Proxy Form together with the power of attorney (if any) and other relevant authorization document(s) (if any) which have been notarized shall be deposited at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at the address stated in note (5) below, not less than 24 hours before the time designated for the EGM. Completion and return of the Supplemental EGM Proxy Form will not preclude the holders of H shares from attending and voting at the EGM or any adjourned meeting should they so wish.
- (5) 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
- (6) 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 6860 3993
Facsimile No.: (+86) 379 6865 8017
- (7) 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.

The Supplemental Circular (“**Circular**”) in Chinese and English version has been published on the Company’s website (<http://www.chinamoly.com>). Shareholders who 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 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.