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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of China Molybdenum Co., Ltd.* (the “**Company**”) for the year 2018 will be held 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**”) on Friday, 14 June 2019 at 1:00 p.m. for the purposes of considering, and if thought fit, approving the following resolutions. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 27 April 2019.

ORDINARY RESOLUTIONS

1. “To receive and consider the proposal in respect of the financial report and financial statements of China Molybdenum Co., Ltd.* for the year 2018.”
2. “To consider and approve the proposal in respect of the budget report of China Molybdenum Co., Ltd.* for the year 2019.”
3. “To consider and approve the profit distribution plan of China Molybdenum Co., Ltd.* for the year 2018.”
4. “To receive and consider the proposal in respect of the report of the Board of China Molybdenum Co., Ltd.* for the year 2018.”
5. “To receive and consider the proposal in respect of the report of the supervisory committee of China Molybdenum Co., Ltd.* for the year 2018.”
6. “To receive and consider the proposal in respect of the annual report of China Molybdenum Co., Ltd.* for the year 2018.”
7. “To consider and approve the proposal in respect of the re-appointment of the external auditors for the year 2019.”
8. “To consider and approve the proposal in respect of the purchase of structured deposit with internal idle fund.”
9. “To consider and approve the proposal in respect of the purchase of wealth management or entrusted wealth management products with internal idle fund.”

SPECIAL RESOLUTION

10. “To consider and approve the proposal in respect of the provision of financial guarantee to direct or indirect wholly-owned subsidiaries.”

ORDINARY RESOLUTION

11. “To consider and approve the proposal in respect of the authorization to the Board to deal with the distribution of interim dividend and quarterly dividend for the year 2019.”

SPECIAL RESOLUTIONS

12. “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 for issue of A Shares and/or H shares of the Company as follows:
 - (a) To grant a general and unconditional mandate to the Board and then to delegate to the Chairman of the Board and his authorized person(s) by the Board to determine separately or jointly allot, issue and deal with A Shares and/or H Shares of the Company (not exceeding 20% of the outstanding Shares in issue as at the date of the passing of this resolution for each class of such Shares) and to grant rights to subscribe for, or convert any security into, Share (the issue of A Shares shall still be subject to the approval of Shareholders at the general meeting of the Company in accordance with the relevant regulations of the PRC) and the terms and conditions for the allotment, issuance and dealing of new Shares, including but not limited to:
 - (i) class and number of new shares to be issued;
 - (ii) price determination method of new shares and/or issue price (including price range);
 - (iii) the starting and closing dates for the issue;
 - (iv) class and number of the new shares to be issued to existing shareholders; and/or
 - (v) the making or granting of offers, agreements, options which might require the exercise of such powers.

- (b) The numbers of A Shares or H Shares (excluding shares issued in form of capital conversion from capital reserve) to be separately or jointly allotted, issued and dealt with (whether pursuant to an option or otherwise) pursuant to the Share Mandate, shall not exceed 20% of the A Shares or H Shares in issue at the time when this resolution is passed at the AGM, respectively, by the Board or the Chairman of the Board and his authorized person(s).
- (c) If the Board or the Chairman of the Board and his authorized person(s) have resolved to separately or jointly to allot, issue and deal with A Shares or/and H Shares within the Relevant Period as defined below, and the Company has also obtained the relevant approval, permission or registration (if applicable) from the competent regulatory authorities within the validity term of the Share Mandate, the Board or the Chairman of the Board and his authorized person(s) may complete the relevant allotment, issuance and dealing works within the validity term of such approval, permission or registration.
- (d) To grant the Board or the Chairman of the Board and his authorized person(s) to obtain approvals from the relevant government authorities and/or regulatory authorities (if applicable) in accordance with applicable laws (including but not limited to the Company Law of the PRC, the Hong Kong Listing Rules and the Listing Rules of the SSE) for the exercising of the Share Mandate.
- (e) The Share Mandate will become effective from the date of passing of this resolution at the AGM until the earlier of (the “**Relevant Period**”):
 - (i) the expiration of 12 months from the date of passing of this resolution at the AGM;
 - (ii) the conclusion of 2019 annual general meeting; or
 - (iii) the revocation or amendment of the Share Mandate granted under this resolution by the approval of special resolution at a general meeting by Shareholders.
- (f) To grant the Board or the Chairman of the Board and his authorized person(s) to approve, execute and make or procure to execute and make any documents, deeds and matters, complete necessary formalities, adopt other necessary actions in connection with the allotment, issuance and dealing of any new Shares in accordance with the Share Mandate as considered fit.

- (g) To grant the Board or the Chairman of the Board and his authorized person(s) to increase the registered capital of the Company and to make appropriate and necessary amendments to the Articles of Association after completion of the allotment and issuance of new Shares according to the method, type and number of the allotment and issuance of new Shares by the Company, and the then shareholding structure of the Company.”
13. “To consider and approve the proposal in respect of granting of a general mandate to the Board to repurchase H Shares as follows:
- (a) subject to paragraphs (b) and (c) below, the exercise by the Directors 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 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 A Shareholders’ Class Meeting (or on such adjourned date as may be applicable) and the H Shareholders’ Class Meeting (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;

- (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 2019 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 of the Shareholders at a general meeting, or a special resolution at their respective class 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:
1. 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.;
 2. notify creditors and make announcement in accordance with the requirements of relevant laws, regulations and normative documents as well as the Articles of Association;
 3. open overseas share accounts and to carry out related change of foreign exchange registration procedures;
 4. carry out relevant approval and filing procedures as required by regulatory authorities and the stock exchanges where the Shares are listed;
 5. carry out cancellation procedures for repurchased shares, reduce the registered capital of the Company, 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 China; and
 6. execute and handle other documents and matters relating to share repurchase.”

14. “To consider and approve the ‘Resolution in relation to the Material Asset Acquisition of the Company Satisfying Conditions of Material Asset Reorganization of Listed Companies’.”
15. “To consider and approve the ‘Resolution in relation to the Plan of Material Asset Acquisition of the Company’.”
16. “To consider and approve the ‘Resolution in relation to the Material Asset Acquisition of the Company not Constituting a Related Party Transaction’.”
17. “To consider and approve the ‘Resolution in relation to the Material Asset Acquisition of the Company not Constituting a Reverse Takeover as Stipulated in Article 13 of the Administrative Measures for Material Asset Reorganization of Listed Companies’.”
18. “To consider and approve the ‘Resolution in relation to the Material Asset Acquisition of the Company Satisfying the Requirements under Article 4 of the Regulations Concerning the Standardization of Certain Issues of Material Asset Reorganization of Listed Companies’.”
19. “To consider and approve the ‘Resolution in relation to the Explanation of Whether the Fluctuation in Share Price as a Result of the Material Asset Acquisition of the Company Reached the Relevant Standards under Article 5 of the Notice Concerning the Standardization of Information Disclosure of Listed Companies and Behaviour of Each Relevant Party (Zheng Jian Gong Si Zi [2007] No. 128)’.”
20. “To consider and approve the ‘Resolution in relation to the Material Asset Acquisition Report (Draft) of China Molybdenum Co., Ltd.*’ and its summary.”
21. “To consider and approve the ‘Resolution in relation to Effect on Major Financial Indicators from the Dilution of Current Returns as a Result of the Material Asset Acquisition and its Remedial Measures’.”

22. “To consider and approve the ‘Resolution in relation to the Proposed Authorization to the Board at the General Meeting to Handle All Matters Relating to the Material Asset Acquisition’.”
23. “To consider and approve the ‘Resolution in relation to the Shareholders’ Return Plan of the Company for the Next Three Years (Year 2019–2021)’.”

For details of the above resolutions, please refer to, among other things, the relevant announcements of the Company dated 26 April 2019 and the circular of the Company dated 27 April 2019.

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

Luoyang City, Henan Province, the PRC, 27 April 2019

As at the date of this notice, the Company’s executive directors are Mr. Li Chaochun and Mr. Li Faben; the non-executive directors are Mr. Yuan Honglin, Mr. Cheng Yunlei and Mr. Guo Yimin; and the independent non-executive directors are Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua.

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 2018 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 taken by poll except where the chairman, in good faith, decides to allow a resolution which relates 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 and the Company in accordance with the Hong Kong Listing Rules.
- (3) 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, 24 May 2019 by hand, by post or by facsimile. The contact details of the office of the Board at the Company's principal place of business in the PRC are set out in note (10) 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 behalf at the AGM. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. In case that an appointer 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 authorising 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 (9) below by post or facsimile (for H Shareholders only), not later than 1:00 p.m. on Thursday, 13 June 2019 (or if the AGM is adjourned, not less than 24 hours before the time appointed for holding the adjournment AGM (as the case may be)). 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 register of members of H Shares of the Company will be closed from Wednesday, 15 May 2019 to Friday, 14 June 2019 (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, 14 May 2019 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, 14 May 2019.

- (6) In order to determine the list of H Shareholders who are entitled to receive the proposed final dividend, the register of members of H Shares of the Company will be closed from Tuesday, 25 June 2019 to Friday, 28 June 2019 (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 on Friday, 28 June 2019 (i.e. the reference date) shall be entitled to receive the proposed final dividend. In order for the H Shareholders to qualify for receiving the proposed final dividend, 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 Monday, 24 June 2019.
- (7) 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.
- (8) 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 appointer, 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.
- (9) 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

- (10) 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

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*