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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 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 27 APRIL 2019  
PROPOSED PROVISION OF FINANCING GUARANTEE TO  
A JOINT VENTURE OF THE COMPANY  
AND  
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

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This supplemental circular shall be read in conjunction with the circular of the Company dated 27 April 2019.

The AGM will be held as originally scheduled at 1:00 p.m. on Friday, 14 June 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 AGM is set out on pages 7 to 8 of this supplemental circular.

A supplemental proxy form for the AGM is enclosed with this supplemental circular. Holders of H Shares who intend to attend the AGM 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 AGM or any adjournment thereof. Completion and return of the supplemental proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

20 May 2019

\* *For identification purposes only*

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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 (*General Manager*)

*Non-executive Directors:*

GUO Yimin (*Vice Chairman*)  
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

20 May 2019

*To the Shareholders*

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR TO CIRCULAR OF  
THE COMPANY DATED 27 APRIL 2019  
PROPOSED PROVISION OF FINANCING GUARANTEE TO  
A JOINT VENTURE OF THE COMPANY  
AND  
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

This supplemental circular should be read in conjunction with the circular of the Company dated 27 April 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 AGM in relation to the proposed provision of financing guarantee to a joint venture of the Company, and to provide you with a supplemental notice of the AGM (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 17 May 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 17 May 2019, the latest practicable date of this supplemental circular (the “**Latest Practicable Date**”).

According to the notice from CFC, CFC proposed to put forward the *Proposal relating to the Proposed Provision of Financing Guarantee with a Total Amount of Not More Than RMB800 Million to a Joint Venture of the Company* to be considered at the AGM. To ensure the smooth implementation of the business operation plan of Luoyang Fuchuan Mining Co., Ltd.\* (“**Fuchuan Mining**”), the Board, in accordance with the Article of Association and the relevant laws and regulations, put forward the *Proposal relating to the Proposed Provision of Financing Guarantee with a Total Amount of Not More Than RMB800 Million to a Joint Venture of the Company* before the Shareholders at the AGM.

Pursuant to the laws of the PRC and the Articles of Association, the proposed provision of financing guarantee to Fuchuan Mining 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 AGM and the H Shareholders’ Class Meeting remains unchanged.

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## LETTER FROM THE BOARD

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### 2. PROPOSED PROVISION OF FINANCING GUARANTEE TO A JOINT VENTURE OF THE COMPANY

Reference is made to the Company's announcement dated 19 May 2019 relating to the provision of financing guarantee to a joint venture of the Company. The Board has resolved, among others, to provide a financing guarantee to Fuchuan Mining, with a total amount of not more than RMB800 million (or equivalent foreign currency) ("**Financing Guarantee**"), and to propose to the general meeting of the Company to authorise the Board and the Chairman of the Board or its authorised persons under the delegation of the authorisation of the Board, to determine and deal with matters regarding provision of relevant Financing Guarantee by the Company to Fuchuan Mining and provision of counter-guarantee by Fuchuan Mining for the aforementioned guarantee of the Company with its mining rights of Shangfanggou molybdenum mine within the scope of the abovementioned total guarantee amount.

The provision of the Financing Guarantee is subject to the approval by the Shareholders at the AGM. As of the Latest Practicable Date, no agreement has been entered into for the Financing Guarantee, and there was no guarantee that the Financing Guarantee would be conducted.

The Financing Guarantee, if being approved by the Shareholders at the AGM and materialized, is expected to constitute a connected transaction of the Company under the Chapter 14A of the Listing Rules. The Company will make further announcement(s) and comply with the relevant requirements under Chapter 14A of the Listing Rules in accordance with the Listing Rules as and when necessary.

The Board further seeks authorization from the Shareholders to deal with matters relating to the Financing Guarantee, including:

- (1) to determine and deal with matters relating to the Financing Guarantee within the amount of RMB800 million (or equivalent foreign currency). Such amount could be used cyclically and its validity period shall commence on the date of the approval by the Shareholders at the general meeting of the Company and end on the date of the 2019 annual general meeting of the Company;
- (2) to decide and implement the specific plans relating to the Financing Guarantee according to the specific circumstances, including the specific amount of guarantee, guarantee period, guarantee method, etc.;
- (3) to perform the approval procedures (if any) relating to the Financing Guarantee and timely conduct information disclosure, according to the requirements of relevant regulatory authorities; and
- (4) to deal with all other matters relating to the Financing Guarantee.

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## LETTER FROM THE BOARD

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### Information about Fuchuan Mining

Fuchuan Mining is a joint venture of the Company incorporated in the PRC on 29 September 2003. It mainly engages in mining, processing and sales of molybdenum and iron ore (save for hazardous chemicals).

As of the Latest Practicable Date, the Company directly held 10% equity interests in Fuchuan Mining through Luanchuan Fukai Commercial and Trading Company (樂川縣富凱商貿有限公司), a wholly-owned subsidiary of the Company and 50% equity interests in Xuzhou Huanyu Molybdenum Company (徐州環宇鎢業有限公司), which in turn held 90% equity interests in Fuchuan Mining. Luoyang Guoan Commercial and Trading Company (洛陽國安商貿有限公司), a wholly-owned subsidiary of Luoyang Mining Group Co., Ltd. (洛陽礦業集團有限公司) (“LMG”), a substantial shareholder of the Company, held the remaining 50% equity interests in Xuzhou Huanyu Molybdenum Company.

Set out below are the major financial figures of Fuchuan Mining for the year ended 31 December 2018 and for the three months ended 31 March 2019:

*Unit: RMB '0,000*

Items	As of	As of
	31 December 2018 <i>(Unaudited)</i>	31 March 2019 <i>(Unaudited)</i>
Total Assets	65,230.70	65,936.98
Total Liabilities	107,907.91	112,155.95
Including: Bank Loans	95,000.00	95,000.00
Current Liabilities	11,886.27	16,134.31
Net Assets	-42,677.21	-46,218.98
	<b>For the</b>	<b>For the three</b>
	<b>year ended</b>	<b>months ended</b>
	<b>31 December 2018</b>	<b>31 March 2019</b>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Operating Income	0	0
Net Profit	-12,018.57	-3,536.83

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## LETTER FROM THE BOARD

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Each of Mr. GUO Yimin and Mr. CHENG Yunlei has abstained from voting at the Board meeting of the Company approving the proposed provision of Financing Guarantee due to the potential conflict of interests as a result of their respective directorships or positions in LMG.

LMG will abstain from voting on the relevant resolution at the AGM due to it has material interests in the proposed provision of Financing Guarantee.

The proposed provision of Financing Guarantee to Fuchuan Mining will be proposed at the AGM by way of a special resolution for consideration and approval.

### 3. AGM AND H SHAREHOLDERS' CLASS MEETING

The AGM will be held as originally scheduled at 1:00 p.m. on Friday, 14 June 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 AGM is set out on pages 7 to 8 of this supplemental circular.

There is no change to the other information as set out in the Original Circular and the notices of the AGM and the H Shareholders' Class Meeting dated 27 April 2019. Please refer to the notices for details in respect of the other resolutions to be considered and approved at the AGM and the H Shareholders' Class Meeting, eligibility for attending the AGM and the H Shareholders' Class Meeting, registration procedures, closure of register of members and other relevant matters.

### 4. PROXY ARRANGEMENT

A supplemental proxy form for the AGM is enclosed with this supplemental circular. The proxy form issued by the Company along with the Original Circular for the AGM (the "**Original AGM 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 AGM in person, you are requested to complete the Original AGM Proxy Form and the supplemental proxy form for the AGM 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 AGM (i.e. not later than 1:00 p.m. on Thursday, 13 June 2019) or any adjournment thereof. Completion and return of the Original AGM Proxy Form and the supplemental proxy form for the AGM will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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The supplemental proxy form for the AGM is applicable to the supplemental resolution as set out in the supplemental notice of the AGM dated 20 May 2019 and supplements the Original AGM Proxy Form. The supplemental proxy form for the AGM will not affect the validity of the Original AGM Proxy Form duly completed by you in respect of the resolutions set out in the notice of the AGM dated 27 April 2019. If you have validly appointed a proxy to attend the AGM but have not completed and returned supplemental proxy form for the AGM, your proxy will be entitled to vote at his/her discretion on the special resolution set out in the supplemental notice of the AGM dated 27 April 2019.

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

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

### 5. RECOMMENDATIONS

The Board considers that proposed provision of financing guarantee to Fuchuan Mining 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 AGM.

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



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## SUPPLEMENTAL NOTICE OF THE ANNUAL 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)

## SUPPLEMENTAL NOTICE OF THE 2018 ANNUAL GENERAL MEETING

Reference is made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the 2018 annual general meeting (the “**AGM**”) of China Molybdenum Co., Ltd.\* (the “**Company**”) dated 27 April 2019, which set out the details of the resolutions to be proposed at the AGM for shareholders’ approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that AGM will be held as originally scheduled at 1:00 p.m. on Friday, 14 June 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 purpose 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

- 24 “To consider and approve the proposal relating to the proposed provision of financing guarantee with a total amount of not more than RMB800 million to a joint venture of the Company.”

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

Luoyang City, Henan Province, the PRC, 20 May 2019

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## SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

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*Notes:*

- (1) Details of the above resolution are set out in the supplemental circular of the Company dated 20 May 2019 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice of the AGM, capitalised terms used in this supplemental notice of the AGM shall have the same meanings as those defined in the Supplemental Circular.
- (2) A supplemental proxy form (the “**Supplemental AGM Proxy Form**”) for the AGM containing the resolution mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Company for the AGM along with the Original Circular (the “**Original AGM 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 AGM, but only one of the proxies can be designated to vote at the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original AGM Proxy Form and/or the Supplemental AGM Proxy Form are different and more than one of the proxies attend the AGM, only the proxy validly appointed under the Original AGM Proxy Form shall be designated to vote at the AGM.
- (4) To be valid, the Supplemental AGM 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 AGM. Completion and return of the Supplemental AGM Proxy Form will not preclude the holders of H shares from attending and voting at the AGM 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 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*

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](mailto:chinamoly@computershare.com.hk).