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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 2020 FIRST CLASS MEETING OF  
H SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the 2020 first class meeting of H shareholders (the “**Class Meeting of H Shareholders**”) of China Molybdenum Co., Ltd.\* (the “**Company**”) will be held immediately after the 2019 annual general meeting (the “**AGM**”) and the 2020 first class meeting of holders of A shares (the “**Class Meeting of A Shareholders**”) of the Company and any adjournments thereof, on Friday, 12 June 2020 at 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, passing the following resolution. In addition, a circular containing details of the following resolutions will be dispatched to the Shareholders in due course. Shareholders and potential shareholders should refer to the circular for further details of the resolutions below.

**SPECIAL RESOLUTIONS**

1. “To consider and approve the Proposal on Amendments to the Articles of Association.”
2. “To consider and approve the Proposal on Amendments to the Rules of Procedure of the Shareholders’ General Meetings of the Company.”

3. "To consider and approve the Proposal on Proposing to the Shareholders' General Meeting to Grant a General Mandate to the Board for Additional Issuance of A Shares and/or H Shares of the Company as follows:
  - (a) To grant a general and unconditional mandate to the board of directors (the "**Board**") of the Company and then to delegate to the Chairman of the Board and his authorised 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 the shareholders of the Company (the "**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, the Class Meeting of A Shareholders and the Class Meeting of H Shareholders respectively, by the Board or the Chairman of the Board and his authorised person(s).
  - (c) If the Board or the Chairman of the Board and his authorised person(s) have resolved 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 authorised 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 authorised 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and the Listing Rules of the Shanghai Stock Exchange) 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, the Class Meeting of A Shareholders and the Class Meeting of H Shareholders until the earlier of (the “**Relevant Period**”):
    - (i) the expiration of 12 months from the date of passing of this resolution at the AGM, the Class Meeting of A Shareholders and the Class Meeting of H Shareholders;
    - (ii) the conclusion of 2020 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 authorised 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 authorised person(s) to increase the registered capital of the Company and to make appropriate and necessary amendments to the articles of association of the Company (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.”
- (4) “To consider and approve the Proposal on the Grant of a General Mandate to the Board of the Company 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 Stock Exchange of Hong Kong Limited (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 authorised 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 AGM (or on such adjourned date as may be applicable) and the Class Meeting of A Shareholders (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 2020 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 authorise the Board to:
  - (i) 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.;
  - (ii) notify creditors and make announcement in accordance with the requirements of relevant laws, regulations and normative documents as well as the Articles of Association;
  - (iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;
  - (iv) carry out relevant approval and filing procedures as required by regulatory authorities and the stock exchanges where the Shares are listed;
  - (v) 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
  - (vi) execute and handle other documents and matters relating to share repurchase.”

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

Luoyang City, Henan Province, the PRC, 24 April 2020

*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. Guo Yimin, Mr. Yuan Honglin, and Mr. Cheng Yunlei; and the independent non-executive directors are Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua.*

*Notes:*

- (1) Resolution at the meeting will be voted by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the 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.
- (2) H Shareholders who intend to attend the Class Meeting of H Shareholders 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, 22 May 2020 by hand, by post or by facsimile. The contact details of the Company's office of the Board are set out in note (8) below.
- (3) Each H Shareholder who has the right to attend and vote at the Class Meeting of H Shareholders 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 Class Meeting of H Shareholders. The instrument appointing a proxy must be in writing under the hand of the appointor or his/her attorney duly authorised in writing. In case that an appointor is a body corporate, the instrument must be either under the common seal of the body corporate or under the hand of its director or other person, duly authorised. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney 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 in Hong Kong at the address stated in note (7) below by post or facsimile (for H Shareholders only), not later than 1:00 p.m. on Thursday, 11 June 2020 (or if the Class Meeting of H Shareholders is adjourned, not less than 24 hours before the time appointed for holding of the adjourned Class Meeting of H Shareholders). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the Class Meeting of H Shareholders or any adjournment should he/she so wish.
- (4) In order to determine the list of H Shareholders who will be entitled to attend and vote at the Class Meeting of H Shareholders, the Company's register of members of H Shares will be closed from Wednesday, 13 May 2020 to Friday, 12 June 2020 (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, 12 May 2020 shall be entitled to attend and vote at the Class Meeting of H Shareholders. In order for the H Shareholders to qualify for attending and voting at the Class Meeting of H Shareholders, 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, 12 May 2020.
- (5) Shareholders or their proxies must present proof of their identities upon attending the Class Meeting of H Shareholders. 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.

- (6) 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 Class Meeting of H Shareholders.
- (7) 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

- (8) 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  
The People's Republic of China  
Postal code: 471500  
Telephone No.: (+86) 379 6860 3993  
Facsimile No.: (+86) 379 6865 8017

**The Class Meeting of H Shareholders is expected to last not more than one day. Shareholders or proxies attending the Class Meeting of H Shareholders are responsible for their own transportation and accommodation expenses.**

\* *For identification purposes only*

## **PRECAUTIONARY MEASURES FOR THE GENERAL MEETING**

In view of the continuous spread of the COVID-19 pandemic, to safeguard the Shareholders, Directors, proxies and other attendees against the risk of being infected, the following necessary precautionary measures will be implemented at the general meeting:

- (1) Each Shareholder, proxy and other attendee shall take compulsory temperature screening/check at the entrance of the venue of the general meeting.
- (2) All attendees shall wear surgical face masks throughout the general meeting and keep safe distance between seats, in which case we may set limitation on the number of attendees at the general meeting as necessary to avoid overcrowding.
- (3) No refreshment or drinks will be provided at the meeting.

For the safety of attendees at the general meeting, attendees who do not comply with the precautionary measures referred to in (1) and (2) above may be denied entry to, or required to leave, the general meeting venue, at the absolute discretion of the Company as permitted by law.

To meet the interests of health and safety of attendees, the Company would hereby encourage all Shareholders to exercise their rights to vote for relevant resolutions at the general meeting by appointing the Chairman of the general meeting as their proxy with the form of proxy, in which voting instructions are filled and completed, instead of attending the general meeting in person.

The notice accompanied with the form of proxy can also be downloaded at the website of the Company at [www.cmoc.com](http://www.cmoc.com). If you are a non-registered Shareholder whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited, you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.

**If Shareholders have any questions relating to the matters to be considered at the general meeting, they are strongly encouraged to send their questions in writing by email to [603993@cmoc.com](mailto:603993@cmoc.com). Whilst the Company will endeavour to respond to all questions at the general meeting, due to time constraint, unanswered questions will be responded to after the general meeting as appropriate.**

For Shareholders deciding not to attend the general meeting in person, if they have any questions relating to the resolutions or the Company, or any matters requiring communication with the Board of Directors, they are welcome to contact the Company through the investor relations department of the Company in the following ways:

### **Investor relations**

Email : [603993@cmoc.com](mailto:603993@cmoc.com)

Telephone : 86 0379 6860 3993

Facsimile : 86 0379 6865 8017