



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: 3993)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING  
TO BE HELD ON FRIDAY, 6 JUNE 2008 <sup>(Note 1)</sup>

I/We<sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

(as shown in the register of members) being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_

domestic shares/H shares<sup>(Note 4)</sup> of RMB0.20 each in the share capital of China Molybdenum Co., Ltd. (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**<sup>(Note 5)</sup> or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy(ies) to attend and act for me/us at the annual general meeting (the "AGM") of the Company to be held at 8:00 a.m. on Friday, 6 June 2008 at the International Conference Room of Luoyang Mudu-Lee Royal International Hotel, Kaiyuan Mid Road, Luonan Development Zone, Luoyang City, Henan Province, 471023, the People's Republic of China (and at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and at the AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTIONS		For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2007.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2007.		
3.	To consider and approve the audited consolidated financial statements and the auditor's report of the Company for the year ended 31 December 2007.		
4.	To consider and approve the profit distribution plan, the distribution of the final dividend and special dividend of the Company for the year ended 31 December 2007.		
5.	To consider and approve the authorisation of the Board to deal with all matters in relation to the Company's distribution of interim dividend for the year 2008 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2008).		
6.	To consider and approve the re-appointment of Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu, Certified Public Accountants, as the domestic and overseas auditors of the Company for the year 2008 respectively, to hold office until the conclusion of the next annual general meeting and to authorise the Board to determine their remuneration.		
7.	To consider and approve the authorisation of the Board to fix the remuneration of the directors and the supervisors of the Company for the year 2008.		
8.	To consider and approve other business (if any).		

SPECIAL RESOLUTION		For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>
9.	For the purpose of increasing the flexibility and efficiency in operation, to give a general mandate to the Board to issue, allot and deal with additional Domestic Shares not exceeding 20% of the Domestic Shares in issue and additional H Shares not exceeding 20% of the H Shares in issue and authorise the Board to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new share capital structure upon the allotment or issuance of shares.		

Date: \_\_\_\_\_ 2008

Signature(s)<sup>(Note 7)</sup>: \_\_\_\_\_

*Notes:*

- IMPORTANT: You should first review the annual report of the Company for the year 2007, which is expected to be despatched to shareholders on or before 21 April 2008, before appointing the proxy. The annual report for the year 2007 will include the Report of the Directors for the year 2007, the Report of the Supervisory Committee for the year 2007 and the Audited Financial Statements of the Company for the year 2007 for review by shareholders.**
- Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
- Please strike out the type of shares (domestic shares or H shares) to which this form of proxy does not relate.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST".** If no direction is given, your proxy may vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If this form of proxy is signed by an attorney of a shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- In order to be valid, this form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the Secretariat of the Board at the Company's principal place of business in the PRC if you are a holder of domestic shares and at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, if you are a holder of H shares not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be).
- The address and contact details of the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:  
 Rooms 1806-1807, 18th Floor  
 Hopewell Centre  
 183 Queen's Road East  
 Wanchai  
 Hong Kong  
 Telephone No.: (+852) 2862 8555  
 Facsimile No.: (+852) 2865 0990/(+852) 2529 6087
- The address and contact details of the Company's principal place of business in the PRC are as follows:  
 West Junshan Road  
 Luanchuan County  
 Luoyang City  
 Henan Province  
 People's Republic of China  
 Telephone No.: (+86) 379 6681 9810  
 Facsimile No.: (+86) 379 6681 9986
- A shareholder or his/her/its proxy should produce proof of identity when attending the AGM. If a corporate shareholder appoints its legal representative to attend the AGM, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative to attend the AGM.

\* For identification purposes only