



**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)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON SUNDAY, 31 OCTOBER 2010**

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

(as shown in the register of members) being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ of domestic shares/  
H shares<sup>(Note 3)</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 4)</sup> or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy(ies) to attend and act for me/us at the extraordinary general meeting (the "EGM") of the Company to be held at 9:00 a.m. on Sunday, 31 October 2010 at the International Conference Room of Mudu-Lee Royal International Hotel at No.239, Kaiyuan Street, Luonan District, Luoyang City, Henan Province, PRC (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 EGM and at the EGM (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.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(Note 5)</sup>

	<b>ORDINARY RESOLUTION</b>	<b>FOR</b> <sup>(Note 5)</sup>	<b>AGAINST</b> <sup>(Note 5)</sup>
1.	<b>"THAT:</b>		
	(A) the acquisition of 100% equity interest of 洛陽建投礦業有限公司 (Luoyang Construction Investment and Mining Co., Ltd.*) and 樂川縣滬七礦業有限公司 (Luanchuan Huqi Mining Company Limited*) by the Company on 22 April 2010 and 5 May 2010, respectively, pursuant to an arbitration award granted by the Luoyang Arbitration Commission dated 19 April 2010 be and are hereby confirmed, approved and ratified; and		
	(B) any one director of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director or a duly authorised representative of the directors of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the acquisition under (A) above."		

Date: \_\_\_\_\_ 2010

Signature(s) <sup>(Note 6)</sup>: \_\_\_\_\_

Notes:

1. Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
2. 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).
3. Please strike out the type of shares (domestic shares or H shares) to which this form of proxy does not relate.
4. 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 EGM 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 EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. **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 will vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
6. 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.
7. 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) or 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 appointed for holding the EGM or any adjournment thereof (as the case may be).
8. 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
9. The address and contact details of the Company's 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  
Telephone No.: (+86) 379 6681 9810  
Facsimile No.: (+86) 379 6682 4500
10. A shareholder or his/her/its proxy should produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the EGM, 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 EGM.
11. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

\* For identification purposes only