



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 ANNUAL GENERAL MEETING
TO BE HELD ON FRIDAY, 1 APRIL 2011 *(Note 1)*

I/We^(Note 2) _____ of _____

(as shown in the register of members) being the registered holder(s) of ^(Note 3) _____ domestic shares/H shares ^(Note 4) of RMB0.20 each in the share capital of 洛陽樂川鉬業集團股份有限公司 China Molybdenum Co., Ltd.* (the “**Company**”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 5) or _____ of _____

as my/our proxy(ies) to attend and act for me/us at the annual general meeting (the “**AGM**”) of the Company for the year 2011 to be held at 9:00 a.m. on Friday, 1 April 2011 at the International Conference Room of Mudu-Lee Royal International Hotel at No.239, Kaiyuan Street, Luonan District, Luoyang City, Henan Province, 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.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 6).

ORDINARY RESOLUTIONS		FOR ^(Note 6)	AGAINST ^(Note 6)
1.	To receive and consider the report of the board of directors of the Company (the “ Board ”) for the year ended 31 December 2010.		
2.	To receive and consider the report of the supervisory committee of the Company for the year ended 31 December 2010.		
3.	To receive and consider the audited consolidated financial statements and the auditor’s report of the Company for the year ended 31 December 2010.		
4.	To consider and approve the profit distribution plan and the recommendation for the payment of the final dividend of the Company for the year ended 31 December 2010.		
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 2011 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2011).		
6.	To consider and approve the re-appointment of Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu, Certified Public Accountants, as the Company’s domestic and overseas auditors respectively for the year 2011, 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 other business (if any).		

SPECIAL RESOLUTIONS		FOR <i>(Note 6)</i>	AGAINST <i>(Note 6)</i>
8.	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 2011.		
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: _____

Signature(s) *(Note 7)*: _____

Notes:

- IMPORTANT: You should first review the annual report of the Company for the year 2010, which is expected to be despatched to shareholders on or before 14 February 2011, before appointing the proxy. The annual report for the year 2010 will include the Report of the Directors for the year 2010, the Report of the Supervisory Committee for the year 2010 and the Audited Financial Statements of the Company for the year 2010 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 INITIALED 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 will 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 People's Republic of China (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 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:
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
- 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
- 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.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

* For identification purposes only