



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 TUESDAY, 10 JANUARY 2012

I/We^(Note 1) _____ of _____

(as shown in the register of members) being the registered holder(s) of^(Note 2) _____ domestic shares/H shares^(Note 3) 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 4) 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 Tuesday, 10 January 2012 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 (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^(Note 5).

SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	“ THAT the shareholders’ approval for the A Share Issue and the authorizations given to the Board for handling all relevant matters regarding the A Share Issue as set out in the circulars of the Company dated 6 January 2011 and 22 March 2011 be extended for 12 months from 26 January 2012 to 25 January 2013.”		
2.	“ THAT the amendments to the Articles of Association be and are hereby approved and such amendments shall take effect upon completion of the A Share Issue, conditional upon any approval, endorsement or registration as may be necessary from the relevant regulatory authorities, and the Board be and are hereby authorised to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related issues arising from the amendments to the Articles of Association.”		

Date: _____

Signature(s) ^(Note 6): _____

Notes:

1. Please insert 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 the 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 INITIALED 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 fixed 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