



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 OF H SHAREHOLDERS FOR THE EXTRAORDINARY
GENERAL MEETING TO BE HELD ON FRIDAY, 21 DECEMBER 2012**

I/We ^(Note 1) _____ of _____

(as shown in the register of members of H Shares) being the registered holder(s) of ^(Note 2) _____
H shares of RMB0.20 each in the share capital of China Molybdenum Co., Ltd.* (the “**Company**”) **HEREBY
APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3) or _____ of _____

as my/our proxy(ies) to attend and act for me/us at the EGM to be held at 8:30 a.m. on Friday, 21 December 2012 at the International Conference Room of Mudu-Lee Royal International Hotel at No.239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the 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. Unless otherwise indicated, capitalized terms used herein has the same meanings as those defined in the circular of the Company dated 5 November 2012 (the “**Circular**”).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and approve the appointment of Deloitte Touche Tohmatsu CPA Ltd. as the sole auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration, and the cessation of appointment of Deloitte Touche Tohmatsu, Certified Public Accountants as the overseas auditors of the Company.		
2.	To consider and approve the proposed distribution of Interim Dividend.		
SPECIAL RESOLUTIONS			
3.	To consider and approve the proposed amendments to the Articles of Association set out in the Circular, and to authorise the Board to deal with on behalf of the Company the relevant application, approval, registration, filing and other related procedures or issues and to make further amendment (where necessary) pursuant to the requirements of the relevant governmental or regulatory authorities arising from the amendments to the Articles of Association.		

SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
4.	To consider and approve the proposed amendments to Rules for Board Meetings set out in the Circular, and to authorise the Board to make any necessary, appropriate and relevant adjustment to Rules for Board Meetings in accordance with the mandatory requirements of the relevant laws, rules and regulations as updated from time to time, comments from the relevant governmental or regulatory authorities and the actual circumstances of the Company; and to authorise the Board to deal with on behalf of the Company the relevant application, approval, registration, filing and other related procedures or issues and to make further amendment (where necessary) pursuant to the requirements of the relevant governmental or regulatory authorities arising from the amendments to Rules for Board Meetings.		
5.	To consider and approve the grant of general mandate to the Board to repurchase H Shares.		

Date: _____ 2012

Signature(s) ^(Note 5): _____

Notes:

1. Please insert full name(s) (in Chinese or English) and address(es) (as shown in the register of members of H shares) in **BLOCK CAPITALS**.
2. Please insert the number of H 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 H shares registered in your name(s).
3. 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. An H 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 an H 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.**
4. **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.
5. 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 an H shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
6. 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 H share registrar of the Company, Computershare Hong Kong Investor Services Limited, the address of which is set out in note 7 below, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be).
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. An H 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 H shareholder appointing such legal representative to attend the EGM.
9. 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*