



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)

**SECOND PROXY FORM OF H SHAREHOLDERS FOR THE
ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 7 JUNE 2013^(Note1)**

I/We^(Note 2) _____ of _____

(as shown in the register of members of H Shares) being the registered holder(s) of ^(Note 3) _____
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 4) or _____ of _____

as my/our proxy(ies) to attend and act for me/us at the AGM to be held at 8:30 a.m. on Friday, 7 June 2013 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 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. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the circular of the Company dated 22 April 2013 (the “**Initial Circular**”) and the supplemental circular of the Company dated 16 May 2013 (the “**Circular**”).

Please make a mark in the appropriate box to indicate how you wish your vote to be cast on a poll^(Note 5).

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	“To receive and consider the financial statements of the Company for the year 2012.”		
2.	“To receive and consider the financial report of the Company for the year 2012.”		
3.	“To consider and approve the profit distribution plan of the Company for the year 2012.”		
4.	“To receive and consider the report of the Board for the year 2012.”		
5.	“To receive and consider the report of the supervisory committee of the Company for the year 2012.”		
6.	“To receive and consider the annual report of the Company for the year 2012.”		
7.	“To consider and approve the re-appointment of the auditors of the Company for the year 2013 and to authorise the Board to determine its remuneration.”		
8.	“To consider and approve the proposed purchase of liability insurance for the Directors, Supervisors and senior management of the Company.”		
9.	“To consider and approve the proposed amendments to the Company’s Rules for Management of Provision of Securities to Third Parties.”		
10.	“To consider and approve the proposed amendments to the Company’s Rules for Management of Funds Raised from Capital Markets.”		
11.	“To consider and approve the proposed amendments to the Company’s Rules for External Investment Management.”		
12.	“To consider and approve the proposed cessation of investments in certain A Share Issue projects.”		
13.	“To consider and approve the Budget Report.”		

SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
14.	“To consider and approve the proposed amendments to the Articles of Association.”		
15.	“To consider and approve the proposed appointment of Ms. Gu Meifeng as an executive Director of the third session of the Board, with the term of office from the date of passing of this resolution to the conclusion of the annual general meeting to be held in 2015 and to authorise the Board to determine the remuneration of Ms. Gu Meifeng.”		
16.	“To consider and approve the proposed grant of the general mandate to the Board to repurchase H Shares.”		

SPECIAL RESOLUTIONS		FOR <small>(Note 5)</small>	AGAINST <small>(Note 5)</small>
17.	"To consider and approve the proposed grant of general mandate to the Board to issue inter-bank medium-term notes and short-term financing bonds."		
18.	"To consider and approve the proposed authorisation to the Board to issue overseas debt financing instruments."		
19.	"To consider and approve the proposed grant of general mandate to the Board to issue debt financing notes through private placement."		

Date: _____ 2013 Signature(s) (Note 6): _____

Notes:

1. **IMPORTANT: YOU SHOULD FIRST REVIEW THE ANNUAL REPORT OF THE COMPANY FOR THE YEAR 2012, THE INITIAL CIRCULAR AND THE CIRCULAR TO WHICH THE MEETING RELATES, WHICH WERE DESPATCHED TO SHAREHOLDERS ON 22 APRIL 2013 AND 16 MAY 2013 RESPECTIVELY, BEFORE APPOINTING THE PROXY. THE ANNUAL REPORT FOR THE YEAR 2012 INCLUDES THE REPORT OF THE DIRECTORS FOR THE YEAR 2012, THE REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2012 AND THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2012.**
2. 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**.
3. Please insert the number of H shares registered in your name(s) to which this Second Proxy Form relates. If no number is inserted, this Second Proxy Form will be deemed to relate to all the H shares registered in your name(s).
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. An H 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 an H Shareholder of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM 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 AGM other than those referred to in the notice convening the AGM.
6. This Second Proxy Form must be signed by you or your attorney duly authorised in writing. In the 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 Second Proxy Form 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.
7. In order to be valid, this Second Proxy Form 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 8 below, not less than 24 hours before the time fixed for holding the AGM 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. **IMPORTANT: AN H SHAREHOLDER WHO HAS ALREADY LODGED THE FIRST PROXY FORM WHICH SENT TOGETHER WITH THE INITIAL CIRCULAR, SHOULD NOTE THAT:**
 - (a) If no Second Proxy Form is lodged with the Company's H Share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the H Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolution in relation to the proposed mandate to the Board to issue debt financing notes through private placement as set out in the Circular.
 - (b) If the Second Proxy Form is lodged with the Company's H Share registrar 24 hours prior to the time appointed for holding the AGM (the "Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the H Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - (c) If the duly completed and signed Second Proxy Form is lodged with the H Share registrar of the Company after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by an H Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on any proposed resolution. Accordingly, H Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. In such case, if any H Shareholder wishes to vote at the AGM, he/she will have to attend in person and vote at the AGM himself/herself.
10. An H 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 H Shareholder appointing such legal representative to attend the AGM.
11. Completion and delivery of the First Proxy Form and the Second Proxy Form will not preclude you from attending and voting at the AGM if you so wish.

* For identification purposes only