



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
2013 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD
ON MONDAY, 25 NOVEMBER 2013^(Note 1)**

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 EGM to be held at 1:00 p.m. on Monday, 25 November 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 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 defined, capitalized items used in this proxy form have the same meanings as the those defined in the announcement of the Company dated 30 September 2013.

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

SPECIAL RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	“To consider and approve the proposal in respect of the acquisition of 80% interest in Northparkes Joint Venture held by North Mining Limited and certain associated rights and assets by CMOG Mining Pty Limited, a wholly-owned subsidiary of the Company.”			
ORDINARY RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
2.	“To consider and approve the proposal in respect of the change in use of proceeds.”			

SPECIAL RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
3.	“To consider and approve the proposal in respect of the plan of the issuance of A Share Convertible Bonds:			
	1. Type of securities to be issued			
	2. Issue size			
	3. Par value and issue price			
	4. Term			
	5. Interest rate			
	6. Method and timing of interest payment			
	7. Conversion period			
	8. Determination and adjustment of the CB Conversion Price			
	9. Terms of the downward adjustment to CB Conversion Price			
	10. Method for determining the number of Shares for conversion			
	11. Terms of redemption			
	12. Terms of sale back			
	13. Entitlement to dividend of the year of conversion			
	14. Method of issuance and target investors			
	15. Subscription arrangement for the existing holders of A Shares			
	16. CB Holders and CB Holders’ meetings			
	17. Use of proceeds			
	18. Guarantee			
	19. Account for deposit of proceeds			
	20. Validity period of this resolution			
	21. Matters relating to authorization in connection with the issuance of the Convertible Bonds.”			

ORDINARY RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
4.	“To consider and approve the proposal in respect of the statement on the use of proceeds from previous fund raising activity.”			
5.	“To consider and approve the proposal in respect of the proposed use of proceeds to be raised from the issuance of A Share Convertible Bonds and the feasibility of the new project after changing the use of proceeds raised from previous fund raising activity.”			
SPECIAL RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
6.	“To consider and approve the proposal in respect of the provision of guarantee by the Company for the domestic and offshore financing for the overseas acquisition.”			
7.	“To consider and approve the proposal in respect of the proposed appointment of Mr. Yuan Honglin as a non-executive Director and to determine his remuneration.”			

Date: _____ 2013

Signature(s) *(Note 6)*: _____

Notes:

1. **IMPORTANT: YOU SHOULD FIRST REVIEW THE CIRCULAR TO WHICH THE MEETING RELATES AND CONTAINS FURTHER INFORMATION OF ABOVE RESOLUTIONS, WHICH WILL BE DESPATCHED TO SHAREHOLDERS AS SOON AS PRACTICABLE, BEFORE APPOINTING THE PROXY.**
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 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).
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 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.**
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 YOU WISH TO ABSTAIN FROM VOTING OR WAIVE THE RIGHT TO VOTE ON A RESOLUTION, PLEASE TICK (“✓”) IN THE BOX MARKED “ABSTAIN”. ANY ABSTAIN VOTE SHALL BE DISREGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** 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 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 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.
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 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 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. 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.
10. 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*