



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 ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 9 May 2014^(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 AGM to be held at 9:00 a.m. on Friday, 9 May 2014 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 24 March 2014 (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) | ABSTAIN ^(Note 5) |
|-----|--|-------------------------|-----------------------------|-----------------------------|
| 1. | "To receive and consider the financial report of the Company for the year 2013." | | | |
| 2. | "To receive and consider the financial statements of the Company for the year 2013." | | | |
| 3. | "To consider and approve the budget report of the Company for the year 2014." | | | |
| 4. | "To consider and approve the profit distribution plan of the Company for the year 2013." | | | |
| 5. | "To receive and consider the report of the Board for the year 2013." | | | |
| 6. | "To receive and consider the report of the supervisory committee of the Company for the year 2013." | | | |
| 7. | "To receive and consider the annual report of the Company for the year 2013 and its summary." | | | |
| 8. | "To consider and approve the re-appointment of the external auditors of the Company for the year 2014 and to authorise the Board to determine its remuneration." | | | |
| 9. | "To consider and approve the proposed renewal of liability insurance for the Directors, Supervisors and senior management of the Company." | | | |
| 10. | "To consider and approve the authorisation to the Board to deal with all matters in relation to the Company's distribution of interim dividend and quarterly dividend for the year 2014 in its absolute discretion." | | | |

| SPECIAL RESOLUTIONS | | FOR ^(Note 5) | AGAINST ^(Note 5) | ABSTAIN ^(Note 5) |
|---------------------|--|-------------------------|-----------------------------|-----------------------------|
| 11. | “To consider and approve the proposed amendments to the Articles of Association.” | | | |
| 12. | “To consider and approve the proposed amendments to the Rules for Shareholders’ General Meetings.” | | | |
| 13. | “To consider and approve the authorisation to the Board to determine the remuneration of Yuan Honglin, a Director.” | | | |
| 14. | “To consider and approve the grant of a general mandate to the Board to allot and issue H Shares and A Shares.” | | | |
| 15. | “To consider and approve the proposed extension of the validity period of the Shareholders’ authorisation to the Board to issue debt financing notes.” | | | |

Date: _____ 2014

Signature(s) ^(Note 6): _____

Notes:

- IMPORTANT: YOU SHOULD FIRST REVIEW THE ANNUAL REPORT OF THE COMPANY FOR THE YEAR 2013, THE CIRCULAR TO WHICH THE MEETING RELATES, WHICH WERE DESPACHED TO SHAREHOLDERS ON 24 MARCH 2014, BEFORE APPOINTING THE PROXY. THE ANNUAL REPORT FOR THE YEAR 2013 INCLUDES THE REPORT OF THE DIRECTORS FOR THE YEAR 2013, THE REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2013 AND THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2013. THE CIRCULAR INCLUDES THE FINANCIAL REPORT OF 2013 AND 2013 WORK REPORT OF INDEPENDENT DIRECTORS FOR SHAREHOLDERS’ REVIEW.**
- 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**.
- 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).
- 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 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 YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK A (“✓”) IN THE BOX MARED “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 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 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.
- 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 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
- 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.
- 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