



# 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 2014 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 19 SEPTEMBER 2014<sup>(Note 1)</sup>

I/We<sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_

(as shown in the register of members of H Shares) being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_  
\_\_\_\_\_ H shares of RMB0.20 each in the  
share capital of China Molybdenum Co., Ltd.\* (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE  
MEETING**<sup>(Note 4)</sup> or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy(ies) to attend and act for me/us at the EGM (or at any adjournment thereof) to be held at 1:00 p.m. on Friday, 19 September 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 for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM (including supplemental notice of EGM) and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below at the EGM (or at any adjournment thereof) and, if no such indication is given, as my/our proxy(ies) thinks fit. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the circular of the Company dated 3 September 2014 (the "Circular").

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

	<b>SPECIAL RESOLUTIONS</b>	<b>FOR</b> <sup>(Note 5)</sup>	<b>AGAINST</b> <sup>(Note 5)</sup>	<b>ABSTAIN</b> <sup>(Note 5)</sup>
1.	"To consider and approve the proposal in respect of amendments to articles 5, 14, 81, 108, 109 and 215 of the Articles of Association of China Molybdenum Co., Ltd.*"			
2.	"To consider and approve the proposal in respect of amendments to articles 1, 69 and 105 of the Articles of Association of China Molybdenum Co., Ltd.*"			
	<b>ORDINARY RESOLUTIONS</b>			
3.	"To consider and approve the proposal in respect of the adoption of Implementation Rules of Cumulative Voting System of the Company."			
4.	"To consider and approve the proposal in respect of the Special Basis Financial Statements and the Special Audit Report regarding the acquisition of 80% interest and the business of the relevant assets in Northparkes Joint Venture by China Molybdenum Co., Ltd.* and of the acquisition target."			
5.	"To consider and approve the Assets Valuation Report on the 80% interest in Northparkes Joint Venture and relevant rights and assets involved in the proposed issuance of Convertible Corporate Bonds."			

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 extension of validity period of the resolutions passed in Shareholders’ general meetings and relevant authorisations regarding the issuance of A Share Convertible Bonds by the Company.”			
7.	“To consider and approve the proposal in respect of the addition of relevant authorisations regarding the issuance of A Share Convertible Corporate Bonds by the Company.”			

Date: \_\_\_\_\_ 2014 Signature(s) *(Note 6)*: \_\_\_\_\_

Notes:

1. **IMPORTANT: YOU SHOULD FIRST REVIEW THE CIRCULAR TO WHICH THE EGM RELATES AND CONTAINS FURTHER INFORMATION OF ABOVE RESOLUTIONS, WHICH WERE DESPATCHED TO SHAREHOLDERS ON 3 SEPTEMBER 2014, 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 Second Proxy Form relates. If no number is inserted or the number inserted is more than the number of H shares registered in your name(s), 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 EGM may appoint one or more proxies to attend and vote on his/her 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 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 YOU WISH TO ABSTAIN FROM VOTING OR WAIVE THE RIGHT TO VOTE ON A RESOLUTION, PLEASE TICK (“✓”) IN THE BOX MARKED “ABSTAIN”.** If you have more than one voting intention on certain resolution, the sum of the votes cast shall be equal to the number of H shares registered in your name(s) to which this Second Proxy Form relates. If the sum of the votes cast is less than the number of H shares registered in your name(s) to which this Second Proxy Form relates, the difference shall be regarded as abstention votes. If the sum of the votes cast is more than the number of H shares registered in your name(s) to which this Second Proxy Form relates, all the votes cast on such resolution shall be regarded as abstention votes. Any abstention vote shall be counted in the total number of votes cast for the purpose of calculating the result of that resolution. If no direction is given, your proxy will vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice and the supplemental notice convening the EGM.
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 notarized.
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 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. **IMPORTANT: AN H SHAREHOLDER WHO HAS ALREADY LODGED THE FIRST PROXY FORM WHICH SENT ON 5 AUGUST 2014, SHOULD NOTE THAT:**
  - (i) If the Second Proxy Form is lodged with the Company’s H share registrar 24 hours prior to the time designated for convening the EGM (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.
  - (ii) If no Second Proxy Form is lodged with the Company’s H share registrar as at the Closing Time, 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 EGM including the proposed resolutions in relation to the Assets Valuation Report on the 80% interest in Northparkes Joint Venture and relevant rights and assets involved in the proposed issuance of Convertible Corporate Bonds, as well as the addition of relevant authorisations regarding the issuance of A Share Convertible Corporate Bonds by the Company as set out in the Circular.
10. 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.
11. Completion and delivery of the First Proxy Form and the Second Proxy Form will not preclude you from attending and voting at the EGM if you so wish.

\* For identification purposes only