



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, 26 JUNE 2015^(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 1:00 p.m. on Friday, 26 June 2015 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 (including the supplemental notice of AGM) and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below at the AGM (and at any adjournment thereof) 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 30 April 2015 (the "Initial Circular") and the supplemental circular of the Company dated 4 June 2015 (the "Supplemental Circular").

	ORDINARY RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	"To receive and consider the proposal in respect of the financial report of China Molybdenum Co., Ltd.* for the year 2014."			
2.	"To receive and consider the proposal in respect of the financial statements of China Molybdenum Co., Ltd.* for the year 2014."			
3.	"To consider and approve the proposal in respect of the budget report of China Molybdenum Co., Ltd.* for the year 2015."			
4.	"To consider and approve the proposal in respect of the profit distribution plan of China Molybdenum Co., Ltd.* for the year 2014."			
5.	"To receive and consider the proposal in respect of the report of the Board of China Molybdenum Co., Ltd.* for the year 2014."			

ORDINARY RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
6.	“To receive and consider the proposal in respect of the report of the supervisory committee of China Molybdenum Co., Ltd.* for the year 2014.”			
7.	“To receive and consider the proposal in respect of the annual report of China Molybdenum Co., Ltd.* for the year 2014.”			
8.	“To consider and approve the proposal in respect of the re-appointment of the external auditors for the year 2015 and its remuneration arrangement.”			
9.	“To consider and approve the proposal in respect of the renewal of liability insurance for the Directors, Supervisors and senior management.”			
10.	“To consider and approve the proposal in respect of the authorisation to the Board to deal with all matters in relation to the distribution of interim dividend and quarterly dividend for the year 2015.”			
SPECIAL RESOLUTIONS <i>(Note 6)</i>				
11.	“To consider and approve the proposal in respect of the amendment to the Articles of Association of the Company.”			
12.	“To consider and approve the proposal in respect of the determination of the basic remuneration of members of the fourth session of the Board and the supervisory committee of the Company.”			
13.	“To consider and approve the granting of a general mandate to the Board to repurchase H Shares.”			
14.	“To consider and approve the granting of a general mandate to the Board to allot and issue H Shares and A Shares.”			
15.	“To consider and approve the proposal in respect of the mandate to the Board to issue short-term financing bonds.”			
16.	“To consider and approve the proposal in respect of the mandate to the Board to issue medium-term notes.”			
17.	“To consider and approve the proposal in respect of the mandate to the Board to issue bonds in overseas market and provide related guarantee.”			

SPECIAL RESOLUTIONS <i>(Note 6)</i>				
18.	“To consider and approve the proposal in respect of the elections of executive Directors and non-executive Directors of the fourth session of the Board: 18.1 To elect Mr. Li Chaochun as an executive Director 18.2 To elect Mr. Li Faben as an executive Director 18.3 To elect Mr. Yuan Honglin as a non-executive Director 18.4 To elect Mr. Ma Hui as a non-executive Director 18.5 To elect Mr. Cheng Yunlei as a non-executive Director”	These resolutions are voted by way of cumulative voting system (Number of votes) <i>(Note 7)</i>		
19.	“To consider and approve the proposal in respect of the elections of independent non-executive Directors of the fourth session of the Board: 19.1 To elect Mr. Bai Yanchun as an independent non-executive Director 19.2 To elect Mr. Xu Shan as an independent non-executive Director 19.3 To elect Mr. Cheng Gordon as an independent non-executive Director”	These resolutions are voted by way of cumulative voting system (Number of votes) <i>(Note 7)</i>		
20.	“To consider and approve the proposal in respect of the elections of Supervisors of the fourth session of the supervisory committee: 20.1 To elect Mr. Zhang Zhenhao as a Supervisor 20.2 To elect Ms. Kou Youmin as a Supervisor”	These resolutions are voted by way of cumulative voting system (Number of votes) <i>(Note 7)</i>		
ORDINARY RESOLUTION		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
21.	“To consider and approve the proposal in respect of the purchase of wealth management products not exceeding RMB2.5 billion.”			

Date: _____ 2015

Signature(s) *(Note 8)*: _____

Notes:

1. **IMPORTANT: YOU SHOULD FIRST REVIEW THE ANNUAL REPORT OF THE COMPANY FOR THE YEAR 2014, THE INITIAL CIRCULAR AND THE SUPPLEMENTAL CIRCULAR TO WHICH THE MEETING RELATES, WHICH WERE DESPATCHED TO SHAREHOLDERS ON 30 APRIL 2015 AND 4 JUNE 2015 RESPECTIVELY, BEFORE APPOINTING THE PROXY. THE ANNUAL REPORT FOR THE YEAR 2014 INCLUDES THE REPORT OF THE DIRECTORS FOR THE YEAR 2014, THE REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2014 AND THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2014. THE INITIAL CIRCULAR INCLUDES THE FINANCIAL REPORT FOR THE YEAR 2014 AND THE WORK REPORT OF INDEPENDENT DIRECTORS FOR THE YEAR 2014 FOR H SHAREHOLDERS' REVIEW. THE SUPPLEMENTAL CIRCULAR INCLUDES DETAILS OF THE ADDITIONAL RESOLUTION AS SET OUT IN THE SUPPLEMENTAL NOTICE OF AGM.**
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 AGM may appoint one or more proxies to attend and vote on its/his/her 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 INITIALLED 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. 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 AGM other than those referred to in the notice and the supplemental notice convening the AGM.
6. **Resolutions Nos. 11 to 20 are special resolutions which shall be passed by more than two-thirds of the voting rights held by the Shareholders present at the meeting. Resolutions Nos. 18, 19 and 20 are voted by way of cumulative voting system pursuant to the Articles of Association. Cumulative voting system represents that each share carries a number of voting rights equivalent to the number of Directors or Supervisors to be elected in the course of the election of Directors and Supervisors at the general meeting. A Shareholder may freely allocate its/his/her votes among the candidates of Directors and Supervisors, either to allocate to a number of persons, or to vote all in favour of one person. According to the number of votes that the candidates of Directors and Supervisors have got and the number of Directors or Supervisors proposed to be elected, those who have got more votes shall be appointed. Under the cumulative voting system, independent non-executive Directors and other members of the Board shall be elected separately. The election of the candidates of Directors, independent non-executive Directors and the supervisory committee at the AGM shall each be treated as a group of resolutions and numbered respectively. Shareholders shall vote in respect of each candidate under each group of resolutions. The number of shares reported shall represent the votes entitled to cast for the election. The number of votes entitled for each Share held by the Shareholder shall equal to the number of Directors or Supervisors to be elected under each group of resolutions.**
7. **IMPORTANT: Please indicate the number of votes in the space provided as to how you wish your votes to be cast. Please fill in the voting intention on resolution when filling the "ways of cumulative voting" as indicated below:**
 - (i) **In relation to Resolutions Nos. 18, 19 and 20, each Share held by a Shareholder will have the same number of voting rights which equals to the number of Directors or Supervisors to be elected. For instance, if a Shareholder holds 1 million Shares and 5 executive Directors and non-executive Directors will be elected at this election, the aggregate number of votes which the Shareholder will have is 5 million (i.e. 1 million Shares x 5 = 5 million Shares) regarding Resolution No. 18; as 3 independent non-executive Directors will be elected at this election, the aggregate number of votes which the Shareholder will have is 3 million (i.e. 1 million Shares x 3 = 3 million Shares) regarding Resolution No. 19; as 2 Supervisors will be elected at this election, the aggregate number of votes which the Shareholder will have is 2 million (i.e. 1 million Shares x 2 = 2 million Shares) regarding Resolution No. 20.**

- (ii) Please fill in the sections entitled “Number of votes” with the number of votes the Shareholder intends to cast on each candidate of Director or Supervisor. Please note that the Shareholder may cast its/his/her votes which equal to the number of Shares on every candidate of Director or Supervisor; the Shareholder may also cast all its/his/her votes which represent the total number of Shares held by the Shareholder multiplied by the total number of Directors or Supervisors to be elected on one candidate; or cast its/his/her votes which represent the total or part of number of Shares held by the Shareholder multiplied by the total number of Directors or Supervisors to be elected on certain candidates.

For example, if a Shareholder holds 1 million Shares, the number of its/his/her votes regarding Resolution No. 18 is 5 million. The Shareholder may choose to cast the 5 million votes equally amongst the 5 candidates of Directors, or to cast all its/his/her votes on one single candidate, or to cast on candidate A with 3 million votes, to cast on candidate B with 1 million votes, to cast the remaining 1 million votes on candidate C, and not cast any vote on other candidates.

- (iii) When the total votes, represented by the Shares held by the Shareholder multiplied by the number of Directors or Supervisors to be elected, are used up after voting for a number of candidates, the Shareholder will no longer have votes for other candidates of Directors or Supervisors. i.e. the total number of its/his/her votes cast on candidates of Directors or Supervisors shall not exceed the aggregate number of votes to which the Shareholder is entitled.
- (iv) Please take special note that if the total votes cast by the Shareholder for some candidates of Directors or Supervisors exceed the number of votes to which the Shareholder is entitled, all the votes cast will be void. If the total votes cast by the Shareholder for some candidates of Directors or Supervisors are less than the number of votes to which the Shareholder is entitled, the votes are valid and the remaining votes will be regarded as abstention votes.

For example, if a Shareholder holds 1 million Shares, the number of votes which the Shareholder will have regarding Resolution No. 18 is 5 million: (a) if the Shareholder fills in “Number of votes” under a particular candidate with “5 million Shares”, the Shareholder has used up all the votes to which it/he/she is entitled, which results in the Shareholder having no votes for the remaining 4 candidates. Should the Shareholder fill in the other columns under Resolution No. 18 with any number of Shares (other than “0”), all the votes on Resolution No. 18 will be void; or (b) if the Shareholder fills in “Number of votes” under candidate A with “2 million Shares” and fill in “Number of votes” under candidate B with “1 million Shares”, the 3 million votes cast by the Shareholder are valid and the remaining 2 million votes will be regarded as abstention votes.

- (v) Where the number of affirmative votes obtained by a particular candidate of executive Director and non-executive Director, independent non-executive Director, Supervisor are more than two-thirds of the total number of Shares with voting rights held by all Shareholders (including proxies) attending the general meeting, such candidate will be elected. Where the number of elected Directors or Supervisors in the first round of cumulative voting is less than the number of Directors or Supervisors as stipulated in the Articles of Association, new rounds of voting are required to be held for election of those Directors or Supervisors who do not have enough votes. The authorised proxies are entitled to vote on their own discretions in the second round of voting for election.
- (vi) When holding a new round of voting for Director or Supervisor election in accordance with (v) above, the number of cumulative votes of Shareholders shall be recounted based on the number of candidates to be elected in each round of election.

Shareholders shall only vote in accordance with the limitation of number of votes in each group of resolutions. Shareholders may cast their votes at their own discretions for one candidate or for more than one candidate in any combination. The number of votes in respect of Resolutions Nos. 18, 19 and 20 shall be counted individually. The number of votes to which you are entitled for electing executive and non-executive Directors shall only be cast in favour of candidates for executive and non-executive Directors and shall not be cast in favour of independent non-executive Directors nor Supervisors; the number of votes to which you are entitled for electing independent non-executive Directors shall only be cast in favour of candidates for independent non-executive Directors and shall not be cast in favour of executive and non-executive Directors nor Supervisors; the number of votes to which you are entitled for electing Supervisors shall only be cast in favour of candidates for Supervisors and shall not be cast in favour of executive and non-executive Directors nor independent non-executive Directors.

8. 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.

9. 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 10 below, not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be).
10. 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
11. **IMPORTANT: H SHAREHOLDERS WHO HAVE LODGED THE FIRST PROXY FORM, WHICH WAS DESPATCHED ON 30 APRIL 2015, 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 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.
- (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 the H shareholder 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 purchase of wealth management products as set out in the Supplemental Circular.
12. 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.
13. Completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting at the AGM if you so wish.

* *For identification purposes only*