



洛陽欒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 WEDNESDAY, 29 JUNE 2016** *(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 Wednesday, 29 June 2016 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 13 May 2016 (the "Initial Circular") and the supplemental circular of the Company dated 8 June 2016 (the "Supplemental Circular").

ORDINARY RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
1.	"To receive and consider the proposal in respect of the financial report of China Molybdenum Co., Ltd.* for the year 2015."			
2.	"To receive and consider the proposal in respect of the financial statements of China Molybdenum Co., Ltd.* for the year 2015."			
3.	"To consider and approve the proposal in respect of the budget report of China Molybdenum Co., Ltd.* for the year 2016."			
4.	"To consider and approve the proposal in respect of the profit distribution plan of China Molybdenum Co., Ltd.* for the year 2015."			
5.	"To receive and consider the proposal in respect of the report of the Board of China Molybdenum Co., Ltd.* for the year 2015."			
6.	"To receive and consider the proposal in respect of the report of the supervisory committee of China Molybdenum Co., Ltd.* for the year 2015."			
7.	"To receive and consider the proposal in respect of the annual report of China Molybdenum Co., Ltd.* for the year 2015."			
8.	"To consider and approve the proposal in respect of the re-appointment of the external auditors for the year 2016 and its remuneration arrangement."			
9.	"To consider and approve the proposal in respect of the renewal of liability insurance for the Directors, Supervisors, Senior management."			
10.	"To consider and approve the proposal in respect of the authorisation to the Board of the Company to deal with all matters in relation to the distribution of interim dividend and quarterly dividend for the year 2016."			
11.	"To consider and approve the proposal in respect of the authorisation to the Board to determine and deal with, in its full discretion, the relevant matters in relation to the external investments of the Company, including but not limited to, increase in registered capital of the Company's wholly owned subsidiaries and establishment of wholly owned subsidiaries directly or through its wholly owned subsidiaries."			
SPECIAL RESOLUTIONS <i>(Note 6)</i>		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
12.	"To consider and approve the proposal in respect of the granting of a general mandate to the Board of the Company to repurchase H Shares."			
13.	"To consider and approve the proposal in respect of the granting of a general mandate to the Board of the Company to allot and issue H Shares and A Shares."			

SPECIAL RESOLUTIONS <i>(Note 6)</i>		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
14.	“To consider and approve the proposal in respect of the authorisation to the Board to determine and deal with, in its full discretion, the relevant matters in relation to the provision of guarantee by the Company to its direct or indirect wholly owned subsidiaries.”			

Date: _____ 2016

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

Notes:

- IMPORTANT: YOU SHOULD FIRST REVIEW THE ANNUAL REPORT OF THE COMPANY FOR THE YEAR 2015, THE INITIAL CIRCULAR AND THE SUPPLEMENTAL CIRCULAR TO WHICH THE MEETING RELATES, WHICH WERE DESPACHED TO SHAREHOLDERS ON 13 MAY 2016 AND 8 JUNE 2016 RESPECTIVELY, BEFORE APPOINTING THE PROXY. THE ANNUAL REPORT FOR THE YEAR 2015 INCLUDES THE REPORT OF THE DIRECTORS FOR THE YEAR 2015, THE REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2015 AND THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2015. THE INITIAL CIRCULAR INCLUDES THE FINANCIAL REPORT FOR THE YEAR 2015 AND THE WORK REPORT OF INDEPENDENT DIRECTORS FOR THE YEAR 2015 FOR H SHAREHOLDERS' REVIEW. THE SUPPLEMENTAL CIRCULAR INCLUDES DETAILS OF THE ADDITIONAL RESOLUTIONS AS SET OUT IN THE SUPPLEMENTAL NOTICE OF AGM.**
- 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 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).
- 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 i person to represent you. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALLED 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 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.
- Resolutions Nos. 12 to 14 are special resolutions which shall be passed by more than two-thirds of the voting rights held by the Shareholders present at the meeting.**
- 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.
- 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 9 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
- IMPORTANT: H SHAREHOLDERS WHO HAVE LODGED THE FIRST PROXY FORM, WHICH WAS DESPACHED ON 13 MAY 2016, SHOULD NOTE THAT:**
 - 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.
 - 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 resolutions as set out in the Supplemental Circular.
- If the Second Proxy Form is lodged with the Company after the Closing Time, the Second Proxy Form will be invalid. It will not revoke the First Proxy Form previously lodged by the Shareholder. The First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the H Shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolutions properly put to the AGM other than those referred to in the notice convening the AGM and the First Proxy Form, including the additional proposed resolutions as set out in this supplemental notice of the AGM.
- 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.
- 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.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM (the “**Purposes**”). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to the Company and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

By email to: hkinfo@computershare.com.hk