



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)

FORM OF PROXY OF H SHAREHOLDERS
FOR THE 2016 THIRD EXTRAORDINARY GENERAL MEETING TO BE HELD
ON FRIDAY, 23 SEPTEMBER 2016 *(Note 1)*

I/We *(Note 2)* _____
of _____
(address 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 2016 third extraordinary general meeting (the "EGM") to be held at 3:00 p.m. on Friday, 23 September 2016 at the International Conference Room of Mudu-Lee Royal International Hotel at No. 239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the People's Republic of China (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 to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below at the EGM (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 announcement of the Company dated 20 May 2016.

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

SPECIAL RESOLUTIONS <i>(Note 6)</i>		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
1.	"To consider and approve the "Resolution in relation to the Satisfaction of the Conditions of the Non-public Issuance of A Shares of the Company."			
2.	"To consider and approve the "Resolution in relation to the Proposal on the Non-public Issuance of A Shares of the Company after the Adjustment":"			
2.01	"Class and par value of shares to be issued"			
2.02	"Issue price and pricing principle"			
2.03	"Number of shares to be issued"			
2.04	"Target subscribers"			
2.05	"Method of subscription"			
2.06	"Lock-up period"			
2.07	"Arrangement on accumulated profit distribution of the Company prior to the non-public issuance"			
2.08	"Place of listing"			
2.09	"Use of proceeds from fund raising"			
2.10	"Validity period of the resolution relating to the Non-public Issuance of A Shares"			
3.	"To consider and approve the "Resolution in relation to the Proposal on the Non-public Issuance of A Shares of China Molybdenum Co., Ltd.* (Revised Version)"."			
4.	"To consider and approve the "Resolution in relation to the Non-public Issuance of A Shares of the Company not Constituting a Connected Transaction"."			
ORDINARY RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
5.	"To consider and approve the "Resolution in relation to the Feasibility Report on the Use of Proceeds from the Fund Raising under Non-public Issuance of A Shares of the Company (Revised Version)"."			
6.	"To consider and approve the "Resolution in relation to the Report on the Use of Proceeds from Previous Fund Raising of the Company"."			
SPECIAL RESOLUTIONS <i>(Note 6)</i>		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
7.	"To consider and approve the "Resolution in relation to the Authorisation to the Board at the General Meeting to Handle All Matters Relating to the Share Issuance"."			

ORDINARY RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
8.	“To consider and approve the “Resolution in relation to the Shareholder’s Return Plan for the Coming Three Years (2016–2018) of the Company”.”			
9.	“To consider and approve the “Resolution in relation to the Risk Alert for the Dilution of Current Returns as a Result of the Non-public Issuance of A Shares of the Company and the Adoption of the Remedial Measures”.”			
10.	“To consider and approve the “Resolution in relation to the Undertakings by Controlling Shareholder and Actual Controller of the Company to Take Remedial Measures for the Dilution of Current Returns as a Result of Non-public Issuance of A Shares”.”			
11.	“To consider and approve the “Resolution in relation to the Undertakings by all Directors and Senior Management of the Company to Take Remedial Measures for the Dilution of Current Returns as a Result of Non-public Issuance of A Shares”.”			

Date: _____ 2016

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

Notes:

- IMPORTANT: YOU SHOULD FIRST REVIEW THE CIRCULAR TO WHICH THE EGM RELATES AND CONTAINS FURTHER INFORMATION OF THE ABOVE RESOLUTIONS, WHICH WILL BE DESPATCHED TO H SHAREHOLDERS AS SOON AS PRACTICABLE, BEFORE APPOINTING THE PROXY.**
- 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 or the number inserted is more than the number of H Shares registered in your name(s), 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 EGM 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 EGM 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 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 form of proxy relates. If the sum of the votes cast is less than the number of H Shares registered in your name(s) to which this form of proxy 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 form of proxy 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 EGM other than those referred to in the notice convening the EGM.
- Special resolutions which shall be passed by more than two-thirds of the voting rights held by the Shareholders present at the meeting.
- 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 9 below, not less than 24 hours before the time fixed for holding the EGM 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 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 proof of governing body of such H Shareholder appointing such legal representative to attend the EGM.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

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 EGM (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

* For identification purposes only