



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)

AMENDED PROXY FORM OF H SHAREHOLDERS FOR
THE 2017 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON FRIDAY, 14 APRIL 2017 (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 2017 First Extraordinary General Meeting (the "EGM") (or at any adjournment thereof) to be held at 1:00 p.m. on Friday, 14 April 2017 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 any amended 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 29 March 2017 (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).

SPECIAL RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)	ABSTAIN (Note 5)
1.	"To consider and approve the "Resolution in relation to the investment cooperation# with BHR and its shareholders or the shareholders of its shareholders at the Tenke Fungurume mining area"."			
2.	"To consider and approve the "Resolution in relation to seeking a mandate from the Shareholders to authorise the Board with full discretion to deal with the investment cooperation# between the Company, BHR and its shareholders or the shareholders of its shareholders at the Tenke Fungurume mining area"."			
ORDINARY RESOLUTION				
3.	"To consider and approve the "Resolution in relation to the purchase of liability insurance for Directors, supervisors and senior management"."			

(investment cooperation means the Cooperation Arrangement, the acceptance and exercise of the Call Option together with the provision of assistance in securing the Syndicated Loans (including a guarantee), the grant of the Put Option together with the provision of assistance in securing the Syndicated Loans (including a guarantee) together with the transactions contemplated thereunder as stipulated and defined in the Circular. Shareholders are advised to refer to the section headed "Letter from the Board" of the Circular for further information.)

Date: _____ 2017

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 29 MARCH 2017, 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 amended proxy form (the “**Amended 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), the Amended 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 THE AMENDED 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 the Amended 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 the Amended 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 the Amended 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 purposes 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. The Amended 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 the Amended 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, the Amended 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 PROXY FORM SENT ON 25 JANUARY 2017 (THE “FRIST PROXY FORM”), SHOULD NOTE THAT:**
 - (i) If the Amended 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 Amended Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Amended 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 Amended 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 as set out in the notice of EGM dated on 25 January 2017 and the amended notice of EGM dated on 29 March 2017.
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 Amended Proxy Form 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 purposes 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