



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
ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 14 JUNE 2019** *(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 2018 annual general meeting of the Company (the "AGM") to be held at 1:00 p.m. on Friday, 14 June 2019 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 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.

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

| 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 and financial statements of China Molybdenum Co., Ltd.* for the year 2018." | | | |
| 2. | "To consider and approve the proposal in respect of the budget report of China Molybdenum Co., Ltd.* for the year 2019." | | | |
| 3. | "To consider and approve the profit distribution plan of China Molybdenum Co., Ltd.* for the year 2018." | | | |
| 4. | "To receive and consider the proposal in respect of the report of the board of directors of China Molybdenum Co., Ltd.* for the year 2018." | | | |
| 5. | "To receive and consider the proposal in respect of the report of the supervisory committee of China Molybdenum Co., Ltd.* for the year 2018." | | | |
| 6. | "To receive and consider the proposal in respect of the annual report of China Molybdenum Co., Ltd.* for the year 2018." | | | |
| 7. | "To consider and approve the proposal in respect of the re-appointment of the external auditors for the year 2019." | | | |
| 8. | "To consider and approve the proposal in respect of the purchase of structured deposit with internal idle fund." | | | |
| 9. | "To consider and approve the proposal in respect of the purchase of wealth management or entrusted wealth management products with internal idle fund." | | | |
| SPECIAL RESOLUTION <i>(Note 6)</i> | | FOR <i>(Note 5)</i> | AGAINST <i>(Note 5)</i> | ABSTAIN <i>(Note 5)</i> |
| 10. | "To consider and approve the proposal in respect of the provision of financial guarantee to direct or indirect wholly-owned subsidiaries." | | | |

| ORDINARY RESOLUTION | | FOR <small>(Note 5)</small> | AGAINST <small>(Note 5)</small> | ABSTAIN <small>(Note 5)</small> |
|--|---|------------------------------------|--|--|
| 11. | “To consider and approve the proposal in respect of the authorization to the board of directors of the Company to deal with the distribution of interim dividend and quarterly dividend for the year 2019.” | | | |
| SPECIAL RESOLUTIONS <small>(Note 6)</small> | | FOR <small>(Note 5)</small> | AGAINST <small>(Note 5)</small> | ABSTAIN <small>(Note 5)</small> |
| 12. | “To consider and approve the proposal in respect of seeking authorization from shareholders’ meeting of the Company of the granting of a general mandate to the board of directors of the Company for issue of A shares and/or H shares of the Company.” | | | |
| 13. | “To consider and approve the proposal in respect of granting of a general mandate to the board of directors of the Company to repurchase H Shares.” | | | |
| 14. | “To consider and approve the ‘Resolution in relation to the Material Asset Acquisition of the Company Satisfying Conditions of Material Asset Reorganization of Listed Companies’.” | | | |
| 15. | “To consider and approve the ‘Resolution in relation to the Plan of Material Asset Acquisition of the Company’.” | | | |
| 16. | “To consider and approve the ‘Resolution in relation to the Material Asset Acquisition of the Company not Constituting a Related Party Transaction’.” | | | |
| 17. | “To consider and approve the ‘Resolution in relation to the Material Asset Acquisition of the Company not Constituting a Reverse Takeover as Stipulated in Article 13 of the Administrative Measures for Material Asset Reorganization of Listed Companies’.” | | | |
| 18. | “To consider and approve the ‘Resolution in relation to the Material Asset Acquisition of the Company Satisfying the Requirements under Article 4 of the Regulations Concerning the Standardization of Certain Issues of Material Asset Reorganization of Listed Companies’.” | | | |
| 19. | “To consider and approve the ‘Resolution in relation to the Explanation of Whether the Fluctuation in Share Price as a Result of the Material Asset Acquisition of the Company Reached the Relevant Standards under Article 5 of the Notice Concerning the Standardization of Information Disclosure of Listed Companies and Behaviour of Each Relevant Party (Zheng Jian Gong Si Zi [2007] No. 128)’.” | | | |
| 20. | “To consider and approve the ‘Resolution in relation to the Material Asset Acquisition Report (Draft) of China Molybdenum Co., Ltd.* and its summary.’” | | | |
| 21. | “To consider and approve the ‘Resolution in relation to Effect on Major Financial Indicators from the Dilution of Current Returns as a Result of the Material Asset Acquisition and its Remedial Measures’.” | | | |
| 22. | “To consider and approve the ‘Resolution in relation to the Proposed Authorization to the Board at the General Meeting to Handle All Matters Relating to the Material Asset Acquisition’.” | | | |
| 23. | “To consider and approve the ‘Resolution in relation to the Shareholders’ Return Plan of the Company for the Next Three Years (Year 2019–2021)’.” | | | |

Date: _____ 2019

Signature(s) (Note 7): _____

Notes:

1. **IMPORTANT: YOU SHOULD FIRST REVIEW THE ANNUAL REPORT OF THE COMPANY FOR THE YEAR 2018 AND THE CIRCULAR DATED 27 APRIL 2019 TO WHICH THE MEETING RELATES AND CONTAINS FURTHER INFORMATION OF THE ABOVE RESOLUTIONS, BEFORE APPOINTING THE PROXY. THE ANNUAL REPORT FOR THE YEAR 2018 INCLUDES THE REPORT OF THE DIRECTORS FOR THE YEAR 2018, THE REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2018 AND THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2018. THE CIRCULAR INCLUDES THE FINANCIAL REPORT FOR THE YEAR 2018 AND THE WORK REPORT OF INDEPENDENT DIRECTORS FOR THE YEAR 2018 FOR H SHAREHOLDERS' REVIEW.**
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 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).
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 FORM OF PROXY 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 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 AGM other than those referred to in the notice convening the AGM.
6. **Resolutions Nos. 10, 12 to 23 are special resolutions which shall be passed by more than two-thirds of the voting rights held by the Shareholders present at the meeting.**
7. 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.
8. 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 later than 1:00 p.m. on Thursday, 13 June 2019 (or if the AGM is adjourned, not less than 24 hours before the time fixed for holding of the adjourned AGM).
9. 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
10. An H Shareholder or his/her 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.
11. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM 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 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

* *For identification purposes only*