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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in CMOC Group Limited\*, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**洛 阳 钼 业**

**洛 陽 樂 川 鉬 業 集 團 股 份 有 限 公 司**

**CMOC Group Limited\***

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 03993)**

**PROPOSED PROVISION OF GUARANTEES  
BY THE COMPANY TO ITS CONTROLLED SUBSIDIARIES  
PROPOSED ABSORPTION AND MERGER  
OF THE WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY  
AND  
NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL  
MEETING**

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A letter from the Board is set out on pages 1 to 5 of this circular. A notice convening the EGM to be held at Mudu-Lee Royal International Hotel at No. 239 Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC, at 1:00 p.m., on Friday, 5 May 2023 is set out on pages EGM-1 to EGM-2 of this circular. The form of proxy for use in connection with the EGM has also been attached to this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete, sign and return the form of proxy in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 1:00 p.m. on Thursday, 4 May 2023 (or if the EGM is adjourned, such time shall be no less than 24 hours before the time designated for holding the meeting). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

\* *For identification purposes only*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms and expression have the meanings set forth below:*

|                           |  |
|---------------------------|--|
| “2023 AGM”                | the 2023 annual general meeting of the Company to be held in 2024  |
| “A Share(s)”              | domestic share(s) with a nominal value of RMB0.20 each issued by the Company which are listed on the SSE and traded in RMB (stock code: 603993)  |
| “A Shareholder(s)”        | holder(s) of A Shares  |
| “Articles of Association” | articles of association of the Company, as amended, modified or otherwise supplemented from time to time   |
| “Board”                   | the board of Directors   |
| “Company”                 | CMOC Group Limited* (洛陽樂川鋁業集團股份有限公司), a joint stock company established in the PRC with limited liability, the A Shares and H Shares of which are listed and traded on the SSE and the main board of the Hong Kong Stock Exchange, respectively                    |
| “Company Law”             | the Company Law of the PRC   |
| “Director(s)”             | the director(s) of the Company   |
| “EGM”                     | the 2023 first extraordinary general meeting of the Company (and any adjournment thereof) to be held at 1:00 p.m. on Friday, 5 May 2023 at the Mudu-Lee Royal International Hotel, No. 239 Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC |
| “H Share(s)”              | overseas listed foreign share(s) with a nominal value of RMB0.20 each in the share capital of the Company which are listed on the main board of the Hong Kong Stock Exchange and are traded in Hong Kong dollars   |
| “H Shareholder(s)”        | holder(s) of H Shares  |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong  |

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## DEFINITIONS

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| “Hong Kong”                                  | the Hong Kong Special Administrative Region of the PRC   |
| “Hong Kong Stock Exchange”                   | The Stock Exchange of Hong Kong Limited  |
| “Latest Practicable Date”                    | 11 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular |
| “Listing Rules” or “Hong Kong Listing Rules” | the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange  |
| “PRC” or “China”                             | the People’s Republic of China (for the purposes of this circular, excluding Hong Kong and the Macau Special Administrative Region of the PRC and Taiwan)                |
| “RMB”  | Renminbi, the lawful currency of the PRC   |
| “Share(s)”                                   | A Share(s) and H Share(s)  |
| “Shareholder(s)”                             | holder(s) of Shares, including both A Shareholder(s) and H Shareholder(s)  |
| “SSE”  | the Shanghai Stock Exchange  |
| “US\$”                                       | United States dollars, the lawful currency of the United States of America   |

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LETTER FROM THE BOARD

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洛阳钼业

洛陽樂川鋁業集團股份有限公司

CMOC Group Limited\*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03993)

*Executive Directors:*

SUN Ruiwen

LI Chaochun (*Vice Chairman*)

*Non-executive Directors:*

YUAN Honglin (*Chairman*)

GUO Yimin (*Vice Chairman*)

CHENG Yunlei

*Registered Office:*

North of Yihe

Huamei Shan Road

Chengdong New District

Luanchuan County

Luoyang City

Henan Province

The People's Republic of China

*Independent non-executive Directors:*

WANG Gerry Yougui

YAN Ye

LI Shuhua

*Principal place of business in Hong Kong:*

31/F, Tower Two, Times Square

1 Matheson Street, Causeway Bay

Hong Kong

14 April 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED PROVISION OF GUARANTEES  
BY THE COMPANY TO ITS CONTROLLED SUBSIDIARIES  
PROPOSED ABSORPTION AND MERGER  
OF THE WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY  
AND  
NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with, among other things, the notice of the EGM, and to provide relevant details for you to make informed decisions on, among others, the below ordinary resolution and special resolution proposed for voting at the EGM:

- (i) the proposed provision of guarantees by the Company to its controlled subsidiaries; and
- (ii) the proposed absorption and merger of the wholly-owned subsidiaries of the Company.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### 2. PROPOSED PROVISION OF GUARANTEES BY THE COMPANY TO ITS CONTROLLED SUBSIDIARIES

As stated in the overseas regulatory announcement of the Company dated 10 April 2023, the Company convened the tenth extraordinary meeting of the sixth session of the Board on 7 April 2023 and considered and approved the Proposal on the Proposed Provision of Guarantees by the Company to its Controlled Subsidiaries (《關於本公司為控股子公司提供擔保的議案》), details of which are as follows:

In order to speed up the transformation of resource advantages into production capacity advantages and economic advantages, and ensure production and operation of the controlled subsidiaries and the implementation of major construction projects, the Company proposed to provide guarantees to Tenke Fungurume Mining S.A. (“TFM”) and CMOC Kisanfu Mining S.A.R.L. (“KFM”) with an amount of not exceeding US\$2.65 billion and US\$500 million, or equivalent foreign currency amounts, respectively (the “Guarantees”).

It is proposed to the EGM to authorize the Board and in turn authorize the Chairman or the chief financial officer of the Company to decide and handle the matters relating to the Guarantees within the scope of the aforementioned total guarantee amounts, including but not limited to:

1. the validity period of the above authorized guarantee amounts is from the date of approval at the EGM to the date of the convening of the 2023 AGM;
2. to determine and implement, or authorize relevant individuals to determine or implement detailed plans relating to the Guarantees based on specific conditions, including, among others, the guaranteed party, content, amount, period and method of the Guarantees;
3. to perform the approval procedures (if any) relating to the Guarantees and to promptly disclose information in accordance with the requirements of the relevant regulatory authorities including the stock exchanges;
4. to deal with all other matters in connection with the Guarantees.

The provision of the Guarantees for the controlled subsidiaries is able to ensure the production and operation of the subsidiaries and the implementation of major construction projects. The guaranteed parties under the Guarantees are the controlled subsidiaries of the Company. The Company holds relatively high shareholdings in these controlled subsidiaries and has effective control over the operation and management, finance, investment, financing and other aspects of these controlled subsidiaries. The Company is capable to control and supervise the cash flow of the guaranteed companies, and the financial risk is under effective control of the Company. At the same time, considering that other minority shareholders do not participate in the operation and management of these controlled subsidiaries, the Company does not require other minority shareholders of the controlled subsidiaries to provide proportionate guarantees according to their respective shareholdings. The provision of the Guarantees will not harm the interests of the Company and the Shareholders, nor will it adversely affect the normal operation and business development of the Company.

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## LETTER FROM THE BOARD

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The independent non-executive Directors have considered the Guarantees and are of the view that the provision of the Guarantees are in the interests of the Company and its shareholders as a whole.

As of the date of this circular, the Company has not made any implementation plan in relation to the Guarantees and no specific agreements have been entered into by the relevant parties in the same regard. The Company will continue to pay close attention to the progress of the Guarantees and perform obligations including information disclosure in a timely manner in accordance with the requirements of relevant laws and regulations.

A special resolution regarding the consideration and approval of the proposed provision of guarantees by the Company to its controlled subsidiaries will be proposed at the EGM.

### 3. PROPOSED ABSORPTION AND MERGER OF THE WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY

As stated in the overseas regulatory announcement of the Company dated 17 March 2023, the Company convened the eighth meeting of the sixth session of the Board on 17 March 2023 and considered and approved the Resolution on the Absorption and Merger of Wholly-owned Subsidiaries (《關於吸收合併全資子公司的議案》).

In order to fully implement the strategy of “strengthening the enterprise with technology”, optimize the industrial layout, extend the industrial chain, establish a more complete corporate governance structure, and further enhance the Company’s research and development capability and market competitiveness, the Company proposed to absorb and merge Luoyang High Tech Molybdenum & Tungsten Materials Co., Ltd. (洛陽高科鉬鎢材料有限公司, “**Luoyang High Tech**”) and Luanchuan Junlong Mining Co., Ltd. (欒川君龍礦業有限公司, “**Junlong Mining**”), both of which are two wholly-owned subsidiaries of the Company, in accordance with the statutory procedures (the “**Absorption and Merger**”) as follows:

1. The Company will merge all assets, creditor’s rights and debts, personnel and all other rights and obligations of Luoyang High Tech and Junlong Mining by way of absorption and merger. Upon completion of the Absorption and Merger, the Company’s operation, company name and registered capital, etc. shall remain unchanged, and Luoyang High Tech and Junlong Mining shall be deregistered as independent legal persons.
2. Upon completion of the Absorption and Merger, all assets, creditor’s rights and debts, personnel and all other rights and obligations of Luoyang High Tech and Junlong Mining shall be succeeded by the Company in accordance with the laws.
3. In accordance with the requirements of laws and regulations, each party under the Absorption and Merger will enter into relevant agreements, prepare balance sheets and property lists, complete procedures of notifying creditors and public announcement, and jointly handle procedures of assets transfer, change of ownership, tax liquidation, industrial and commercial deregistration and other procedures as required by the laws and regulations or regulatory requirements.

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## LETTER FROM THE BOARD

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According to the Company Law and the Articles of Association, the Absorption and Merger shall be submitted to the Shareholders' general meeting of the Company for consideration. The Board proposed to the EGM to authorize the management of the Company to take charge in the specific organization and implementation of all matters relating to the Absorption and Merger, including but not limited to the execution of the relevant agreements, transfer of related assets, relocation of personnel, tax liquidation, change in industrial and commercial registration, cancellation of registration and other matters. The authorization shall be valid from the date of consideration and approval by the EGM to the date of the completion of all matters in relation to the Absorption and Merger.

An ordinary resolution regarding the consideration and approval of the proposed absorption and merger of the wholly-owned subsidiaries of the Company will be proposed at the EGM. According to work arrangement of the Company, this resolution was originally planned to be submitted to the Company's 2022 annual general meeting for approval, and it is now adjusted to be submitted to the EGM for approval.

#### **4. EGM**

The Board proposed to seek the Shareholders' approval at the EGM to approve, among others: (i) proposed provision of guarantees by the Company to its controlled subsidiaries; and (ii) proposed absorption and merger of the wholly-owned subsidiaries of the Company.

Notice convening the EGM to be held at Mudu-Lee Royal International Hotel at No. 239 Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC at 1:00 p.m. on Friday, 5 May 2023 is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for the EGM is enclosed herewith.

#### **5. PROXY ARRANGEMENT**

A form of proxy for use at the EGM is enclosed with this circular and such form is also published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cmoc.com](http://www.cmoc.com)).

For H Shareholders, whether or not you are able to attend the EGM in person, you are requested to complete, sign and return the form of proxy in accordance with the instructions printed thereon. The form of proxy should be returned to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 1:00 p.m. on Thursday, 4 May 2023 (or if the EGM is adjourned, such time shall be not less than 24 hours before the time designated for holding the meeting). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournments thereof should you so wish.



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## LETTER FROM THE BOARD

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### 6. CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of H Shareholders who will be entitled to attend and vote at the EGM, the H Shares register of members of the Company will be closed from Tuesday, 2 May 2023 to Friday, 5 May 2023 (both days inclusive) during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Shares register of members at 4:30 p.m. on Friday, 28 April 2023 shall be entitled to attend and vote at the EGM. In order for the H Shareholders to qualify for attending and voting at the EGM, Shareholders whose H Shares are not registered in their names should complete and lodge their respective instruments of transfer with the relevant H Share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Friday, 28 April 2023.

### 7. VOTING AT THE EGM

Pursuant to Rule 13.39 of the Listing Rules, any votes of the Shareholders at the EGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The poll results will be announced by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As at the Latest Practicable Date, to the knowledge of Directors, no Shareholder shall abstain from voting for the resolutions to be proposed at the EGM.

In addition, the Company will offer a platform to A Shareholders including investors of Shanghai-Hong Kong Stock Connect to vote online through the general meeting online voting system of the SSE. Please refer to the relevant announcement published by the Company on the SSE for details.

### 8. RECOMMENDATIONS

The Directors are of the view that, (i) the proposed provision of guarantees by the Company to its controlled subsidiaries; and (ii) the proposed absorption and merger of the wholly-owned subsidiaries of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM as set out in the notice of EGM.

By order of the Board  
**CMOC Group Limited\***  
**Yuan Honglin**  
*Chairman*

\* For identification purpose only

# NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING



洛阳铝业

洛陽樂川鋁業集團股份有限公司

**CMOC Group Limited\***

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 03993)**

## NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2023 first extraordinary general meeting (the “EGM”) of CMOC Group Limited\* (the “Company”) will be held at the Mudu-Lee Royal International Hotel at No. 239 Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the People’s Republic of China (the “PRC”) at 1:00 p.m. on Friday, 5 May 2023 for the purposes of considering, and if thought fit, approving the following resolutions. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 14 April 2023.

### SPECIAL RESOLUTION

1. “To consider and approve the Proposal on the Provision of Guarantees by the Company to its Controlled Subsidiaries.”

### ORDINARY RESOLUTION

2. “To consider and approve the Proposal on the Absorption and Merger of the Wholly-owned Subsidiaries of the Company.”

By Order of the Board  
**CMOC Group Limited\***  
**Yuan Honglin**  
*Chairman*

Luoyang City, Henan Province, the PRC, 14 April 2023

*As at the date of this notice, the Company’s executive Directors are Mr. Sun Ruiwen and Mr. Li Chaochun; the non-executive Directors are Mr. Yuan Honglin, Mr. Guo Yimin and Mr. Cheng Yunlei; and the independent non-executive Directors are Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua.*

## NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

*Notes:*

- (1) All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Hong Kong Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Hong Kong Listing Rules.
- (2) Each H Shareholder who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. In case that an appointer is a body corporate, the instrument must be either under the common seal of the body corporate or under the hand of its director or other person, duly authorised. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be certified by a notary public. For H Shareholders, the form of proxy and the notarially certified power of attorney or other documents of authorisation must be delivered to the Company's H Share registrar at the address stated in note (6) below by post or facsimile (for H Shareholders only), not later than 1:00 p.m. on Thursday, 4 May 2023 (or if the EGM is adjourned, not less than 24 hours before the time appointed for holding the adjournment EGM (as the case may be)). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the EGM or any adjournment should he/she so wish.
- (3) In order to determine the list of H Shareholders who will be entitled to attend and vote at the EGM, the register of members of H Shares of the Company will be closed from Tuesday, 2 May 2023 to Friday, 5 May 2023 (both days inclusive) during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the register of members of H Shares of the Company at 4:30 p.m. on Friday, 28 April 2023 shall be entitled to attend and vote at the EGM. In order for the H Shareholders to qualify for attending and voting at the EGM, Shareholders whose H Shares are not registered in their names should complete and lodge their respective instruments of transfer with the relevant H Share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Friday, 28 April 2023.
- (4) Shareholders or their proxies must present proof of their identities upon attending the EGM. Should a proxy be appointed, the proxy must also present copies of his/her proxy form, or copies of appointing instrument and power of attorney, if applicable.
- (5) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of Shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the EGM.
- (6) 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  
Hongkong  
Telephone No.: (+852) 2862 8555  
Facsimile No.: (+852) 2865 0990/(+852) 2529 6087
- (7) The address and contact details of the Company's office of the Board at its principal place of business in the PRC are as follows:

North of Yihe  
Huamei Shan Road  
Chengdong New District  
Luanchuan County  
Luoyang City  
Henan Province  
The People's Republic of China  
Postal code: 471500  
Telephone No.: (+86) 379 6860 3993  
Facsimile No.: (+86) 379 6865 8017

**The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.**

\* *For identification purposes only*