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**洛阳钼业**  
**洛陽欒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)**

**(1) PROPOSED RE-ELECTION AND ELECTION OF THE DIRECTORS AND THE SUPERVISORS**  
**AND**  
**(2) PROPOSED AUTHORISATION TO THE BOARD TO DETERMINE THE REMUNERATION OF THE DIRECTORS AND THE SUPERVISORS**

**(1) PROPOSED RE-ELECTION AND ELECTION OF THE DIRECTORS AND THE SUPERVISORS**

Given that the sixth session of the Board will expire on the date of the AGM, the proposals to nominate the Directors for the seventh session of the Board were considered and approved at the thirteenth meeting of the sixth session of the Board held on 29 April 2024 according to the Articles of Association, the Rules for Board Meetings and the Detailed Working Rules for Nomination and Governance Committee.

The Board is pleased to announce that Mr. Sun Ruiwen and Mr. Li Chaochun were nominated as candidates for re-election as executive Directors for the seventh session of the Board, Mr. Yuan Honglin, Mr. Lin Jiuxin and Mr. Jiang Li were nominated as candidates for re-election as non-executive Directors for the seventh session of the Board, and Mr. Wang Kaiguo, Ms. Gu Hongyu and Mr. Cheng Gordon were nominated as candidates for election as independent non-executive Directors for the seventh session of the Board, and the Board resolved to put forward these proposals to the AGM for Shareholders' consideration and approval.

In addition, the proposals on nomination of non-employee representative Supervisors for the seventh session of the Supervisory Committee were considered and approved at the twenty-first meeting of the sixth session of the Supervisory Committee held on 29 April 2024. The Board is pleased to announce that Mr. Zheng Shu and Mr. Zhang Zhenhao were nominated as candidates for re-election as non-employee representative Supervisors of the seventh session of the Supervisory Committee and the Board resolved to put forward these proposals to the AGM for Shareholders' consideration and approval.

**(2) PROPOSED AUTHORISATION TO THE BOARD TO DETERMINE THE REMUNERATION OF THE DIRECTORS AND THE SUPERVISORS**

In accordance with the Company Law, the Articles of Association and the performance and results of the Company, the remuneration of the Directors and the Supervisors will be determined by the Board, authorised by the Shareholders, and shall be reviewed by the Remuneration Committee from time to time.

A resolution to consider and approve the proposed authorisation to the Board to determine the remuneration of the Directors and the Supervisors will be proposed at the AGM.

**I. PROPOSED RE-ELECTION AND ELECTION OF THE DIRECTORS AND THE SUPERVISORS**

Given that the sixth session of the Board will expire on the date of the AGM, the proposals to nominate the Directors for the seventh session of the Board were considered and approved at the thirteenth meeting of the sixth session of the Board held on 29 April 2024 according to the Articles of Association, the Rules for Board Meetings and the Detailed Working Rules for Nomination and Governance Committee.

The Board is pleased to announce that Mr. Sun Ruiwen and Mr. Li Chaochun were nominated as candidates for re-election as executive Directors for the seventh session of the Board, Mr. Yuan Honglin, Mr. Lin Jiuxin and Mr. Jiang Li were nominated as candidates for re-election as non-executive Directors for the seventh session of the Board, and Mr. Wang Kaiguo, Ms. Gu Hongyu and Mr. Cheng Gordon were nominated as candidates for election as independent non-executive Directors for the seventh session of the Board, and the Board resolved to put forward these proposals to the AGM for Shareholders' consideration and approval.

The Board hereby announces that Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua will cease to act as Directors due to the expiration of the term of office of the sixth session of the Board with effect from the conclusion of the AGM. Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua confirm that, they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders.

The biographical details of the Directors to be re-elected or elected as members of the seventh session of the Board are as below:

### **Proposed executive Directors for re-election**

**Mr. Sun Ruiwen**, born in 1969, is a professor-level senior engineer. Mr. Sun Ruiwen has been the executive Director and chief executive officer of the Company since May 2021. Mr. Sun graduated from East China Jiaotong University (華東交通大學), majoring in safety engineering. From 2008 to 2009, he served as the deputy chief economist of China Railway Resource Group Co., Ltd. (中鐵資源集團公司), and the chairman of China Railway Resources Trading Co., Ltd. (中鐵資源商貿公司). From 2009 to 2012, Mr. Sun served successively as the chairman of Congo (DRC) Luisha Mining (剛果(金)綠紗礦業), MKM Mining (MKM 礦業), Congo (DRC) International Mining Corporation (剛果(金)國際礦業公司) and the deputy general manager of China Railway Resource Group (中鐵資源集團). From 2012 to 2017, he served as the general manager of Huangang Mining Co., Ltd. (華剛礦業公司) and chairman of Busanga Hydropower Station Co., Ltd. (布桑加水電站公司). From 2017 to 2019, Mr. Sun served as the general manager of China Railway Resource Group Co., Ltd. (中鐵資源集團公司).

As at the date of this announcement, within the meaning of Part XV of the SFO, Mr. Sun is interested in 10,800,000 A Shares.

**Mr. Li Chaochun**, born in February 1977, has been an executive Director of the Company since January 2007, vice chairman of the Board from January 2007 to January 2014, chairman of the Board from January 2014 to June 2020 and currently vice chairman of the Company. He obtained a bachelor's degree in law. From April 2002 to February 2003, he was a deputy manager of planning and strategy implementation of the general representative office of The Hong Kong and Shanghai Banking Corporation Limited. From July 2003 to January 2007, Mr. Li was an executive director of the investment department of Cathay Fortune Corporation.

As at the date of this announcement, within the meaning of Part XV of the SFO, Mr. Li is interested in 6,087,692 A Shares.

## **Proposed non-executive Directors for re-election**

**Mr. Yuan Honglin**, born in November 1967, has been our non-executive Director since November 2013. He has over 20 years of experience in the banking industry. Since June 2020, he has served as the Chairman of the Board of the Company. He obtained a bachelor's degree in economics and an MBA degree. Between June 2000 and August 2007, Mr. Yuan worked at China Merchants Bank Limited, Shanghai Branch where he held various positions including president of Jiang Wan sub-branch and general manager of corporate banking department. From September 2007 to September 2012, Mr. Yuan worked at Ping An Bank Co., Ltd. where he held various positions including assistant to the president of the Shanghai Branch, vice president (responsible for the overall business operations) of the Shanghai Branch and general manager of the corporate banking department responsible for the northern region of China. From October 2012 to the present, Mr. Yuan has been the director of Cathay Fortune Corporation (鴻商產業控股集團有限公司) and now concurrently serves as the director of Najing Technology Co., Ltd. (納晶科技股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 830933).

As at the date of this announcement, within the meaning of Part XV of the SFO, Mr. Yuan is interested in 5,858,682 A Shares.

**Mr. Lin Jiuxin**, born in 1968, holds a master's degree. He has been the non-executive Director of the Company since June 2023. Mr. Lin served as the vice district chief of Haicang District Government of Xiamen City from August 2001 to January 2016. He held the positions of the member of the Standing Committee of the District Committee and the executive vice district chief of the District Government of Xiang'an District of Xiamen City from January 2016 to February 2017. Mr. Lin has been working for Contemporary Amperex Technology Co., Limited (hereinafter referred to as "CATL") since March 2017 and now serves as the deputy director of the Safety Production Committee and a member of the Resources Committee of CATL, and the chairman of the board of Yichun Shidai New Energy Resources Co., Ltd. (宜春時代新能源資源有限公司).

**Mr. Jiang Li**, born in 1979, holds a master's degree from Peking University. He has been the non-executive Director of the Company since June 2023. Mr. Jiang served as a business manager of the investment banking department of China Galaxy Securities Co., Ltd. from 2004 to 2007. He successively held the positions of deputy director, director and executive director in the investment banking department of UBS Securities Co., Limited. from 2008 to 2015. He acted as the director of the board office of China Development Bank Securities Co., Ltd. from 2015 to 2017. He has been the deputy general manager and secretary to the board of CATL since June 2017.

## **Proposed election of independent non-executive Directors**

**Mr. Wang Kaiguo**, born in 1958, has a doctorate degree in economics and is a senior economist. He currently serves as the chairman of Shanghai Zhongping Capital Co. Ltd. (上海中平國瑀資產管理有限公司), and an independent Director of Greenland Holdings Corporation Limited (綠地控股集團股份有限公司), an independent non-executive Director of Zhongliang Holdings Group Company Limited (中梁控股集團有限公司) and an independent Director of Caitong Fund Management Co., Ltd. (財通基金管理有限公可). He served as the deputy director of Research Institute of Administrative Bureau of State-owned Assets (國家國有資產管理局研究所), the secretary of the Party Committee and the chairman of Haitong Securities Co., Ltd. (海通證券股份有限公司) and the vice president of the Securities Association of China (中國證券業協會). He has solid securities business knowledge and corporate management experience.

**Ms. Gu Hongyu**, born in 1968, an MBA, qualified as a Chinese certified public accountant. From January 1995 to May 2014, she worked at Deloitte Touche Tohmatsu Certified Public Accountants and successively held various positions such as auditor, audit manager and audit partner. She has extensive experience in auditing, financial prudence investigation, planning for the group development strategy and consulting on financial software planning and application.

**Mr. Cheng Gordon**, born in 1975, and holds a Master of Law degree. He has been serving as a partner and the president of the Greater China Region of Cameron Pace Group China since 2018. Mr. Cheng has extensive experience and insights in the management, investment and M&A and strategic development of the world's leading technology, finance, mining and cultural enterprises in the past over 20 years. From 2013 to 2018, Mr. Cheng served as an independent Director of the Company and was a member of the Board of the African Environment and Wildlife Foundation, actively protecting the natural ecology and environment in Africa. Mr. Cheng was invited to serve as the vice president of the Hong Kong Biotechnology Organization in 2023.

On 29 April 2024, the Board proposed the above Directors to be re-elected and elected with a term of office commencing from the date on which the relevant resolutions are passed at the AGM until the conclusion of the 2026 AGM, subject to retirement by rotation and re-election at the 2026 AGM pursuant to the Articles of Association.

Subject to the approval of their appointments by the Shareholders at the AGM, each of the Directors to be re-elected or elected will enter into a service contract with the Company respectively. The Board, authorised by the Shareholders, will determine the Directors' remuneration according to the responsibilities, the industry level salary and the actual situation of the Company. Their remuneration will be subject to each of their service contracts to be entered into and any subsequent revision approved by the Board. The Company will disclose the remuneration of Directors in the annual report each year.

Save as disclosed above, none of the above candidates for election or re-election as Directors held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, or held any position in any member of the Group, and none of them (i) are related to any Directors, Supervisors, senior management and substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules); (ii) are interested in any shares of the Company within the meaning of Part XV of the SFO; or (iii) held any other position with the Company or other members of the Group.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed re-election and election of the above Directors that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **Proposed re-election of non-employee representative Supervisors**

The proposals on nomination of non-employee representative Supervisors for the seventh session of the Supervisory Committee were considered and approved at the twenty-first meeting of the sixth session of the Supervisory Committee held on 29 April 2024.

The Board is pleased to announce that Mr. Zheng Shu and Mr. Zhang Zhenhao were nominated as candidates for re-election as non-employee representative Supervisors of the seventh session of the Supervisory Committee and the Board resolved to put forward these proposals to the AGM for Shareholders' consideration and approval. Upon approval of their re-election by the Shareholders at the AGM, Mr. Zheng Shu and Mr. Zhang Zhenhao, together with Mr. Li Hongwei (subject to the approval of the election at the employee representative meeting) will be members of the seventh session of the Supervisory Committee.

The biographical details of the non-employee representative Supervisors to be re-elected as members of the seventh session of the Supervisory Committee are as below:

**Mr. Zheng Shu**, born in 1979, holds a dual bachelor's degree in accounting and computer science and technology from Fuzhou University, and is an accountant. He has been the chairman of the Supervisory Committee of the Company since June 2023. He served as the deputy manager of the finance department of Fujian Branch of China Tietong Telecommunications Corporation from 2002 to 2006. He held the positions of the overseas regional budget manager of Huawei Technologies Co., Ltd. and the person in charge of finance of a subsidiary from 2006 to 2009. He acted as the general manager of the finance department of Oneding Silicon Steel Group Co., Ltd. from 2009 to 2013. He was the chief financial officer of ChangYou.com (搜狐暢遊) (NASDAQ stock code: CYOU) from 2013 to 2016. He was the person in charge of the finance department of CATL from April 2016 to June 2017. He has been the chief financial officer of CATL since June 2017.

**Mr. Zhang Zhenhao**, born in 1973. He obtained a bachelor's degree in textile engineering from Tiangong University in 1993, a master's degree in finance from the Chinese Academy of Social Sciences in 2002, and the CFA qualification from the CFA Institute. He has been a Supervisor of CMOC since August 2009. From 1993 to 1999, Mr. Zhang held positions at Tianjin Yarndyed Company (天津色織公司), Tianjin Weaving Materials Exchange and Hainan Zhongshang Futures Exchange (海南中商期貨交易所). From May 1999 to June 2007, Mr. Zhang served as the secretary to the board of directors, general manager of the chief executive office and the human resources department, executive director of the sales management department and general manager of the business management department of SR Wealth Securities. From June 2007 to the present, he has been the group chief financial officer of Cathay Fortune Corporation (鴻商產業控股集團有限公司).

As at the date of this announcement, within the meaning of Part XV of the SFO, Mr. Zhang is interested in 1,063,500 A Shares.

On 29 April 2024, the Supervisory Committee proposed the above non-employee representative Supervisors to be re-elected with a term of office commencing from the date on which the relevant resolutions are passed at the AGM until the conclusion of the 2026 AGM, subject to retirement by rotation and re-election at the 2026 AGM pursuant to the Articles of Association.

Subject to the approval of their appointments by the Shareholders at the AGM, each of Mr. Zheng Shu and Mr. Zhang Zhenhao will enter into a service contract with the Company respectively. The Board, authorised by the Shareholders, will determine their remuneration according to the responsibilities, the industry level salary and the actual situation of the Company. Their remuneration will be subject to each of their service contracts to be entered into and any subsequent revision approved by the Board. The Company will disclose the remuneration of Supervisors in the annual report each year.

Save as disclosed above, none of Mr. Zheng Shu and Mr. Zhang Zhenhao held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, or held any position in any member of the Group, and none of them (i) are related to any Directors, Supervisors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules); (ii) are interested in any shares of the Company within the meaning of Part XV of the SFO; or (iii) held any other position with the Company or other members of the Group.

Save as disclosed herein, both of Mr. Zheng Shu and Mr. Zhang Zhenhao have confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information in relation to the proposed re-election of them which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## II. PROPOSED AUTHORISATION TO THE BOARD TO DETERMINE THE REMUNERATION OF THE DIRECTORS AND THE SUPERVISORS

In accordance with the Company Law, the Articles of Association and the performance and results of the Company, the remuneration of the Directors and the Supervisors will be determined by the Board under the authorisation of the Shareholders and shall be reviewed by the Remuneration Committee from time to time. Taking into consideration the respective Directors' and Supervisors' duties, responsibilities and salary levels, the remuneration shall present the consistency between power, responsibilities and interests and arouse the enthusiasm of Directors and Supervisors, which contribute to the long-term sustainable development of the Company.

In accordance with the Articles of Association, a resolution to consider and approve the proposed authorisation to the Board to determine the remuneration of the Directors and the Supervisors will be proposed at the AGM.

### DEFINITIONS

In this announcement, the following terms have the following meanings unless the context otherwise requires:

“2026 AGM”	the 2026 annual general meeting of the Company to be held in 2027
“A Share(s)”	domestic share(s) with a nominal value of RMB0.20 each issued by the Company which are listed on the Shanghai Stock Exchange and traded in Renminbi (stock code: 603993)
“AGM”	the upcoming 2023 annual general meeting of the Company
“Articles of Association”	the articles of association of the Company, as amended, modified or supplemented from time to time
“Audit and Risk Committee”	the audit and risk committee of the Board
“Board”	the board of Directors of the Company
“Company”	CMOC Group Limited* (洛陽樂川鋁業集團股份有限公司), a joint stock company incorporated in the PRC with limited liability, the A Shares and H Shares of which are listed and traded on the main boards of Shanghai Stock Exchange and the Hong Kong Stock Exchange, respectively
“Company Law”	Company Law of the People's Republic of China (中華人民共和國公司法)



“Detailed Working Rules for Nomination and Governance Committee”	the Detailed Working Rules for Nomination and Governance Committee of the Board
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination and Governance Committee”	the nomination and governance committee of the Board
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“Rules for Board Meetings”	the Rules for Board Meetings of the Company

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of the A Shares and H Shares of the Company
“Strategic and Sustainability Committee”	the strategic and sustainability committee of the Board
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

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

Luoyang City, Henan Province, the People’s Republic of China,  
29 April 2024

*As at the date of this announcement, the Company’s executive directors are Mr. Sun Ruiwen and Mr. Li Chaochun; the Company’s non-executive directors are Mr. Yuan Honglin, Mr. Lin Jiuxin and Mr. Jiang Li; and the Company’s independent non-executive directors are Mr. Wang Gerry Yougui, Ms. Yan Ye and Mr. Li Shuhua.*

\* *For identification purposes only*