



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)

FORM OF PROXY OF H SHAREHOLDERS FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 7 JUNE 2024^(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 CMOC Group Limited* (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 2023 annual general meeting of the Company (the "AGM") to be held at 1:00 p.m. on Friday, 7 June 2024 at Luoyang Mudu 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 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 ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	"To consider and approve the Proposal on the Company's Purchase of Structured Deposit with Internal Idle Fund."			
2.	"To consider and approve the Proposal on the Company's Purchase of Wealth Management or Entrusted Wealth Management Products with Internal Idle Fund."			
	SPECIAL RESOLUTION ^(Note 6)	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
3.	"To consider and approve the Proposal on the Forecast of the Amount of External Guarantee for the Year 2024 of the Company."			
	ORDINARY RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
4.	"To consider and approve the Proposal on Forfeiture of Uncollected Dividend of H Shareholders for the Year 2016."			
	SPECIAL RESOLUTION ^(Note 6)	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
5.	"To consider and approve the Proposal on the Grant of Authorization to the Board of Directors of the Company (the "Board") to Decide on Issuance of Debt Financing Instruments."			
	ORDINARY RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
6.	"To consider and approve the Proposal on the Authorization to the Board to Deal with the Distribution of Interim Dividend and Quarterly Dividend for the Year 2024."			
	SPECIAL RESOLUTIONS ^(Note 6)	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
7.	"To consider and approve the Proposal on the Grant of a General Mandate to the Board for Issuance of Additional A Shares and/or H Shares of the Company."			
8.	"To consider and approve the Proposal on the Grant of a General Mandate to the Board for Repurchase of H Shares."			
	ORDINARY RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
9.	"To receive and consider the Proposal on the Report of the Board of Directors of the Company for the Year 2023."			
10.	"To receive and consider the Proposal on the Report of the Supervisory Committee of the Company for the Year 2023."			
11.	"To receive and consider the Proposal on the Annual Report of the Company for the Year 2023."			
12.	"To receive and consider the Proposal on the Financial Report and Financial Statements of the Company for the Year 2023."			
13.	"To consider and approve the Profit Distribution Plan of the Company for the Year 2023."			
	SPECIAL RESOLUTION ^(Note 6)	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
14.	"To consider and approve the Proposal on the Amendment and Improvement of the Internal Control Systems Including the Articles of Association by the Company."			
	ORDINARY RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
15.	"To consider and approve the Proposal on the Appointment of the External Auditors of the Company for the Year 2024."			
16.	"To consider and approve the Proposal on Joint External Investments by the Company and Related Parties and Related Party Transactions."			
17.	"To consider and approve the Proposal on Donation-Related Matters of the Company."			

18.	"To consider and approve the Proposal on the Election of Directors of the Seventh Session of the Board of the Company."			
18.1	"To consider and approve the proposed re-election of Mr. Yuan Honglin as non-executive Director of the seventh session of the Board of the Company."			
18.2	"To consider and approve the proposed re-election of Mr. Sun Ruiwen as executive Director of the seventh session of the Board of the Company."			
18.3	"To consider and approve the proposed re-election of Mr. Li Chaochun as executive Director of the seventh session of the Board of the Company."			
18.4	"To consider and approve the proposed re-election of Mr. Lin Jiuxin as non-executive Director of the seventh session of the Board of the Company."			
18.5	"To consider and approve the proposed re-election of Mr. Jiang Li as non-executive Director of the seventh session of the Board of the Company."			
19.	"To consider and approve the Proposal on the Election of Supervisors of the Seventh Session of the Supervisory Committee of the Company."			
19.1	"To consider and approve the proposed re-election of Mr. Zheng Shu as non-employee representative Supervisor of the seventh session of the Supervisory Committee of the Company."			
19.2	"To consider and approve the proposed re-election of Mr. Zhang Zhenhao as non-employee representative Supervisor of the seventh session of the Supervisory Committee of the Company."			
20.	"To consider and approve the Proposal on Proposing to the General Meeting of the Company for Authorizing the Board to Determine the Remuneration of Directors of the Seventh Session of the Board and Supervisors of the Seventh Session of the Supervisory Committee of the Company."			
ORDINARY RESOLUTIONS (voted by adopting a cumulative voting system)^(Note 12)		CUMULATIVE VOTING PLEASE FILL IN THE NUMBER OF VOTES^(Note 12)		
21.	"To consider and approve the Proposal on the Election of Independent Non-executive Directors of the Seventh Session of the Board of the Company."			
21.1	"To consider and approve the proposed election of Mr. Wang Kaiguo as independent non-executive Director of the seventh session of the Board of the Company."			
21.2	"To consider and approve the proposed election of Ms. Gu Hongyu as independent non-executive Director of the seventh session of the Board of the Company."			
21.3	"To consider and approve the proposed election of Mr. Cheng Gordon as independent non-executive Director of the seventh session of the Board of the Company."			

Date: _____ 2024

Signature(s)^(Note 7): _____

Notes:

- IMPORTANT: YOU SHOULD FIRST REVIEW THE 2023 ANNUAL REPORT OF THE COMPANY AND THE CIRCULAR DATED 7 MAY 2024 TO WHICH THE AGM RELATES AND CONTAINS FURTHER INFORMATION OF THE ABOVE RESOLUTIONS, BEFORE APPOINTING THE PROXY. THE 2023 ANNUAL REPORT INCLUDES THE REPORT OF THE BOARD FOR THE YEAR 2023, THE REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2023 AND THE 2023 FINANCIAL REPORT OF THE COMPANY. THE CIRCULAR WILL INCLUDE THE FINANCIAL STATEMENTS FOR THE YEAR 2023, THE WORK REPORT OF INDEPENDENT DIRECTORS FOR THE YEAR 2023 AND THE PROPOSED AMENDMENT TO THE INTERNAL CONTROL SYSTEMS INCLUDING THE ARTICLES OF ASSOCIATION FOR THE H SHAREHOLDERS' REFERENCE.**
- 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 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.**
- 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.
- Resolutions 3, 5, 7 to 8 and 14 are 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 authorized 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 authorized attorney(s). If this form of proxy is signed by an attorney of an H Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
- In order to be valid, this form of proxy together with the power of attorney or other authorization 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, 6 June 2024 (or if the AGM is adjourned, not less than 24 hours before the time fixed for holding of the adjourned AGM).
- 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 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.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.
- IMPORTANT: IN RESPECT OF THE RESOLUTIONS 21.1 TO 21.3, CUMULATIVE VOTING SYSTEM WILL BE ADOPTED IN CARRYING OUT THE VOTING AND THE COUNTING OF VOTING RESULTS REGARDING THESE RESOLUTIONS. PLEASE FILL IN THE "CUMULATIVE VOTING" COLUMN WITH THE NUMBER OF VOTES YOU WISH TO CAST FOR INDEPENDENT NON-EXECUTIVE DIRECTORS. SET OUT BELOW ARE INSTRUCTIONS ILLUSTRATING THE VOTING METHOD USING CUMULATIVE VOTING SYSTEM FOR THE VOTING OF RESOLUTIONS 21.1 TO 21.3. PLEASE FILL IN YOUR INTENTION OF VOTING IN ACCORDANCE WITH THE FOLLOWING INSTRUCTIONS:**
 - in relation to Resolutions 21.1 to 21.3, for every share held by you, you will have the same number of votes which equals the number of independent non-executive directors to be elected. For example, if you are holding 100 shares and 3 independent non-executive directors are to be elected at the AGM, the number of votes which you will have will be 300 (i.e. 100 shares x 3=300 votes) for the voting of Resolutions 21.1 to 21.3. You may vote on the Resolutions 21.1 to 21.3 at your own discretion within the limit of 300 votes. You may concentrate those 300 votes on one candidate, or vote for certain candidates dispersely with any combination of the votes.
 - when the total number of your votes, representing the total number of shares held by you multiplied by 3, is used up after voting for a candidate or certain candidates, you will have no votes remaining to be cast on other candidates. The total number of votes you cast on the candidates shall not exceed the aggregate number of votes to which you are entitled.
 - please note that when the total number of votes you cast on one candidate or certain candidates exceeds the total number of votes to which you are entitled, you shall modify the total number of votes cast by you. Otherwise, all the votes cast by you shall be deemed invalid; when the total number of votes you cast on one candidate or certain candidates is less than the total number of votes to which you are entitled, such voting shall be valid and the uncast votes shall be regarded as abstaining votes. For example, if you are holding 100 shares, the total number of your votes for the voting of Resolutions 21.1 to 21.3 is 300, (a) if you fill in "300 votes" in the "CUMULATIVE VOTING" column under candidate A, you have used up all the votes to which you are entitled regarding the voting of Resolutions 21.1 to 21.3, which results in you having no votes remaining to be cast for the other two independent non-executive directors candidates. Should you fill in the "CUMULATIVE VOTING" column under the other two candidates with any number of votes (other than 0), all the votes you cast, including the votes you cast for candidate A and the other two candidates, shall be invalid; or (b) if you fill in "100 votes" in the "CUMULATIVE VOTING" column under candidate A, "100 votes" in the "CUMULATIVE VOTING" column under candidate B, and "0 votes" in the "CUMULATIVE VOTING" column under remaining one candidate, the 200 votes cast by you shall be valid and the remaining 100 votes uncast shall be regarded as abstaining votes.
 - please note that if you mark a "✓" and also fill in the number of votes cast in the "CUMULATIVE VOTING" column under one candidate/certain candidates, such number of votes filled in shall prevail for the counting of votes; if you only mark a "✓" without filling in number of votes cast in the "CUMULATIVE VOTING" column under one candidate/certain candidates, it shall be deemed that you have cast all your votes to one candidate or allocated all your votes to certain candidates equally. For the avoidance of doubt, if you are not required to mark a "✓" in the "CUMULATIVE VOTING" column in respect of Resolutions 21.1 to 21.3; instead, you should fill in the "CUMULATIVE VOTING" column with the number of votes you wish to cast for one candidate/certain candidates.
 - all ballot paper that is not completed, wrongly completed, illegible or uncast shall be deemed as abstention of voting rights and such voting shall be deemed as invalid.

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 authorized 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. 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