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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 CANCELLATION OF THE REPURCHASED
A SHARES UNDER THE A SHARE REPURCHASE PLAN (PHASE III) AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

I. INTRODUCTION

We refer to the announcements of CMOC Group Limited* (the “**Company**”) dated 25 May 2022 and 8 June 2022, respectively, in relation to the Company’s plan for the repurchase of A shares through centralized bidding (phase III) (the “**A Share Repurchase Plan (Phase III)**”) and its implementation results.

In accordance with the A Share Repurchase Plan (Phase III) and the relevant provisions of the Self-regulatory Guidelines for the Companies Listed on the Shanghai Stock Exchange No. 7 – Share Repurchase (《上海證券交易所上市公司自律監管指引第7號－回購股份》), in case that the Company fails to utilise the repurchased A shares for equity incentives, the employee stock ownership plan or such other purposes adjusted in compliance with laws and regulations as considered and approved at the shareholders’ general meeting (including those approved by the board within the authorisation of such shareholders’ general meeting) within 36 months after the completion of the share repurchase, the Company shall promptly perform the relevant review procedures and cancel the repurchased A shares that are not transferred, thereby reducing the registered capital of the Company accordingly.

As of the date of this announcement, there are still 104,930,443 A shares remaining in the Company’s dedicated repurchase securities account, which were repurchased under the A Share Repurchase Plan (Phase III), and the 36-month period for utilising such shares will expire soon.

II. PROPOSED CANCELLATION OF THE REPURCHASED A SHARES UNDER THE A SHARE REPURCHASE PLAN (PHASE III)

On 21 March 2025, the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company has resolved, among other things, to cancel all the 104,930,443 repurchased A shares of the Company under the A Share Repurchase Plan (Phase III) held in the aforesaid dedicated repurchase securities account in accordance with the law (the “**Proposed Cancellation**”). Upon completion of the Proposed Cancellation and assuming there is no other change to the issued shares of the Company, the total number of issued shares of the Company will be reduced from 21,499,240,619 shares to 21,394,310,176 shares.

The Proposed Cancellation is subject to the approval at the shareholders’ general meeting of the Company. Upon obtaining the approval, the Company will file the application to the Shanghai Branch of China Securities Depository and Clearing Corporation Limited for completing the procedures for cancellation of the repurchased shares in accordance with the relevant regulations, and handle the matters relating to the industrial and commercial changes registration.

III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 21 March 2025, the Board has also resolved, among other things, to seek approval from the shareholders of the Company (the “**Shareholders**”) for the proposed amendments to the articles of associations of the Company (the “**Articles of Association**”), to reflect the change in the registered capital of the Company upon completion of the Proposed Cancellation (the “**Proposed Amendments**”). Details of the Proposed Amendments are set out in the Appendix to this announcement.

The Proposed Amendments are subject to the approval at the shareholders’ general meeting of the Company.

A circular containing, among other things, further details of the Proposed Cancellation and the Proposed Amendments, together with a notice convening the shareholders’ general meeting of the Company, will be despatched to the Shareholders in due course.

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

Luoyang City, Henan Province, PRC, 21 March 2025

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 Kaiguo, Ms. Gu Hongyu and Mr. Cheng Gordon.

* For identification purpose only

Appendix - Details of the Proposed Amendments

Articles of Association	
Before amendment	After amendment
<p>Article 6</p> <p>The registered capital of the Company amounts to RMB4,299,848,123.8.</p>	<p>Article 6</p> <p>The registered capital of the Company amounts to RMB4,278,862,035.2.</p>
<p>Article 21</p> <p>The total shares of the Company amounted to 21,499,240,619 shares. The current structure of the Company's share capital is as follows: 21,499,240,619 issued ordinary shares of the Company, with a par value of RMB0.2 per share, of which 17,565,772,619 shares are A Shares, representing 81.70% of the total issued ordinary shares of the Company, and 3,933,468,000 shares are H shares, representing 18.30% of the total issued ordinary shares of the Company.</p> <p>.....</p> <p>.....</p>	<p>Article 21</p> <p>The total shares of the Company amounted to 21,394,310,176 shares. The current structure of the Company's share capital is as follows: 21,394,310,176 issued ordinary shares of the Company, with a par value of RMB0.2 per share, of which 17,460,842,176 shares are A Shares, representing 81.61% of the total issued ordinary shares of the Company, and 3,933,468,000 shares are H shares, representing 18.39% of the total issued ordinary shares of the Company.</p> <p>.....</p> <p>.....</p>