



# 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, 30 MAY 2025<sup>(Note 1)</sup>

I/We<sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_

(address as shown in the register of members of H Shares) being the registered holder(s) of<sup>(Note 3)</sup> \_\_\_\_\_

H Shares of RMB0.20 each in the share capital of CMOC Group Limited\* (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>(Note 4)</sup> or \_\_\_\_\_

of \_\_\_\_\_ as my/our proxy(ies) to attend and act for me/us at the 2024 annual general meeting of the Company (the "AGM") to be held at 1:00 p.m. on Friday, 30 May 2025 at International Hotel Luoyang, 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<sup>(Note 5)</sup>.

	ORDINARY RESOLUTIONS	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	"To receive and consider the Proposal on the Report of the Board of Directors of the Company for the Year 2024."			
2.	"To receive and consider the Proposal on the Report of the Supervisory Committee of the Company for the Year 2024."			
3.	"To receive and consider the Proposal on the Annual Report of the Company for the Year 2024."			
4.	"To receive and consider the Proposal on the Financial Report and Financial Statements of the Company for the Year 2024."			
5.	"To consider and approve the Profit Distribution Plan of the Company for the Year 2024."			
6.	"To consider and approve the Proposal on the Appointment of the External Auditors of the Company for the Year 2025."			
7.	"To consider and approve the Proposal on the Company's Purchase of Structured Deposit with Internal Idle Fund."			
8.	"To consider and approve the Proposal on the Company's Purchase of Wealth Management or Entrusted Wealth Management Products with Internal Idle Fund."			
	<b>SPECIAL RESOLUTIONS<sup>(Note 6)</sup></b>	<b>FOR<sup>(Note 5)</sup></b>	<b>AGAINST<sup>(Note 5)</sup></b>	<b>ABSTAIN<sup>(Note 5)</sup></b>
9.	"To consider and approve the Proposal on the Forecast of the Amount of External Guarantee for the Year 2025 of the Company."			
10.	"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."			
	<b>ORDINARY RESOLUTIONS</b>	<b>FOR<sup>(Note 5)</sup></b>	<b>AGAINST<sup>(Note 5)</sup></b>	<b>ABSTAIN<sup>(Note 5)</sup></b>
11.	"To consider and approve the Proposal on Forfeiture of Uncollected Dividend of H Shareholders for the Year 2017."			
12.	"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 2025."			
	<b>SPECIAL RESOLUTIONS<sup>(Note 6)</sup></b>	<b>FOR<sup>(Note 5)</sup></b>	<b>AGAINST<sup>(Note 5)</sup></b>	<b>ABSTAIN<sup>(Note 5)</sup></b>
13.	"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."			
14.	"To consider and approve the Proposal on the Grant of a General Mandate to the Board for Repurchase of H Shares."			
15.	"To consider and approve the Proposal on Cancellation of Repurchased Shares and Reduction of Registered Capital of the Company."			
16.	"To consider and approve the Proposal on Change of Registered Capital and Amendments to the Articles of Association of the Company."			
	<b>ORDINARY RESOLUTIONS</b>	<b>FOR<sup>(Note 5)</sup></b>	<b>AGAINST<sup>(Note 5)</sup></b>	<b>ABSTAIN<sup>(Note 5)</sup></b>
17.	"To consider and approve the Proposal on the Addition of the Executive Directors of the Seventh Session of the Board of the Company."			
	17.01 "To consider and approve the proposed addition of Mr. Que Chaoyang as the executive Director of the seventh session of the Board of the Company."			
	17.02 "To consider and approve the proposed addition of Mr. Liu Jianfeng as the executive Director of the seventh session of the Board of the Company."			

Date: \_\_\_\_\_ 2025

Signature(s)<sup>(Note 7)</sup>: \_\_\_\_\_

Notes:

1. **IMPORTANT: YOU SHOULD FIRST REVIEW THE 2024 ANNUAL REPORT OF THE COMPANY AND THE CIRCULAR DATED 28 APRIL 2025 TO WHICH THE AGM RELATES AND CONTAINS FURTHER INFORMATION OF THE ABOVE RESOLUTIONS, BEFORE APPOINTING THE PROXY. THE 2024 ANNUAL REPORT INCLUDES THE REPORT OF THE BOARD FOR THE YEAR 2024, THE REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2024 AND THE 2024 FINANCIAL REPORT OF THE COMPANY. THE CIRCULAR WILL INCLUDE THE FINANCIAL STATEMENTS FOR THE YEAR 2024, THE WORK REPORT OF INDEPENDENT DIRECTORS FOR THE YEAR 2024 AND THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION FOR THE H SHAREHOLDERS' REFERENCE.**
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. 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 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 INITIALLED 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 9 to 10 and Resolutions 13 to 16 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 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 H Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
8. 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, 29 May 2025 (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. H Shareholder or his/her proxy should provide 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 in person 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 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. 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