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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)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

On 27 March 2026, the Board has 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**”) (the “**Proposed Amendments**”). Details of the Proposed Amendments are set out in the Appendix to this announcement.

To enhance corporate governance, in accordance with relevant regulations such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Company intends to make amendments to the Articles of Association.

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 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\***  
**Liu Jianfeng**  
*Chairman*

Luoyang City, Henan Province, the People's Republic of China, 27 March 2026

*As at the date of this announcement, the executive Directors are Mr. Liu Jianfeng, Mr. Peng Xuhui and Mr. Que Chaoyang (employee Director); the non-executive Directors are Mr. Lin Jiuxin, Mr. Jiang Li and Mr. Ma Fei; and the 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

<b>Articles of Association</b>	
<b>Before amendment</b>	<b>After amendment</b>
<p>Article 16</p> <p>Issuing of the Company shares shall adopt an open, fair and just principle. Shares of the same type shall have equal rights.</p> <p>During the issuance of the same type of shares in the same issuance, each share shall have the same conditions of issuance and price. Any such share subscribed by subscribers shall charge the same price.</p>	<p>Article 16</p> <p>Issuing of the Company shares shall adopt an open, fair and just principle. Shares of the same type <del>shall</del> have equal rights.</p> <p>During the issuance of the same type of shares in the same issuance, each share shall have the same conditions of issuance and price. Any such share subscribed by subscribers shall charge the same price.</p>
<p>Article 34</p> <p>When a shareholder requests to inspect or copy the information under the preceding Article, he shall present the proof of the type and number of shareholding in writing. The Company shall comply with the shareholder's request after verifying the shareholder's identity.</p> <p>If a shareholder who individually or collectively holds above 5% of the shares of the Company for 180 consecutive days or more requests to inspect the accounting books and vouchers of the Company, provisions of paragraph 2, 3 or 4 of Article 57 of the Company Law shall apply.</p> <p>Where a shareholder requests to inspect or reproduce materials related to wholly owned subsidiaries of the Company, the provision of the two preceding paragraphs shall apply. Where a shareholder of the Company inspects or reproduces relevant materials, he or she shall comply with the provisions of the Securities Law and other laws and administrative regulations.</p>	<p>Article 34</p> <p>When a shareholder requests to inspect or copy the information under the preceding Article, he shall present the proof of the type and number of shareholding in writing. The Company shall comply with the shareholder's request after verifying the shareholder's identity.</p> <p>If a shareholder who individually or collectively holds above <del>5</del><u>3</u>% of the shares of the Company for 180 consecutive days or more requests to inspect the accounting books and vouchers of the Company, provisions of paragraph 2, 3 or 4 of Article 57 of the Company Law shall apply.</p> <p>Where a shareholder requests to inspect or reproduce materials related to wholly owned subsidiaries of the Company, the provision of the two preceding paragraphs shall apply. Where a shareholder of the Company inspects or reproduces relevant materials, he or she shall comply with the provisions of the Securities Law and other laws and administrative regulations.</p>

<b>Articles of Association</b>	
<b>Before amendment</b>	<b>After amendment</b>
<p>Article 35</p> <p>If a resolution of the Company’s meetings of the shareholders or the board of directors contravenes the law and administrative regulations, a shareholder is entitled to request the People’s Court to declare it void (股東有權請求人民法院認定指引無效).</p> <p>.....</p>	<p>Article 35</p> <p>If a resolution of the Company’s meetings of the shareholders or the board of directors contravenes the law and administrative regulations, a shareholder is entitled to request the People’s Court to declare it void (股東有權請求人民法院認定指引無效).</p> <p>.....</p>
<p>Article 66</p> <p>An individual shareholder that attends the meeting in person shall present his or her own ID card or other valid documents or proof evidencing his or her identity and his or her stock account card. If he or she appoints a proxy to attend the meeting on his or her behalf, the proxy shall present his or her own valid proof of identity and the power of attorney from the shareholder.</p>	<p>Article 66</p> <p>An individual shareholder that attends the meeting in person shall present his or her own ID card or other valid documents or proof evidencing his or her identity <del>and his or her stock account card</del>. If he or she appoints a proxy to attend the meeting on his or her behalf, the proxy shall present his or her own valid proof of identity and the power of attorney from the shareholder.</p>
<p>Article 110</p> <p>For any election and appointment of a director in contravention of the provisions herein, such election, appointment or employment shall be void and null. Where a director falls into the circumstances set out herein during his or her term of office, the Company shall remove him or her from office and suspend him or her from performing duties.</p>	<p>Article 110</p> <p>For any election and appointment of a director in contravention of the provisions herein, such election, appointment or employment shall be void and null. Where a director falls into the circumstances set out herein during his or her term of office, <del>the Company shall remove him or her from office and suspend him or her from performing duties</del> <u>he or she shall immediately cease to perform his or her duties, and the board of directors shall immediately remove him or her from office in accordance with regulations after it knows or shall have known of the occurrence of the fact.</u></p>

## Articles of Association

Before amendment	After amendment
<p>Article 113</p> <p>The director shall comply with the law, administrative regulations and the Articles, fulfill the duties of due diligence with reasonable care that managers should ordinarily exercise in the best interests of the Company.</p> <p>The director has the following duties of due diligence towards the Company:</p> <ol style="list-style-type: none"> <li>1. He should be careful, serious and diligent in exercising his authorities conferred by the Company, in order to ensure that the business activities of the Company comply with the state law, administrative regulations and various economic policy requirements of the state, and the business activities cannot exceed the scope of activities specified by the business license;</li> <li>2. He shall treat all shareholders fairly;</li> <li>3. He shall understand the business operation and management circumstances of the Company in a timely manner;</li> <li>4. He shall sign as confirmation on the periodic reports of the Company. He shall ensure that the information disclosed by the Company is true, accurate, and complete;</li> <li>5. He shall truthfully supply relevant circumstances and information to the Audit and Risk Committee, and shall not interfere with the exercising of duties by the Audit and Risk Committee;</li> <li>6. Other due diligence duties specified by the law, administrative regulations, departmental regulations and the Articles.</li> </ol>	<p>Article 113</p> <p>The director shall comply with the law, administrative regulations and the Articles, fulfill the duties of due diligence with reasonable care that managers should ordinarily exercise in the best interests of the Company.</p> <p>The director has the following duties of due diligence towards the Company:</p> <ol style="list-style-type: none"> <li>1. He should be careful, serious and diligent in exercising his authorities conferred by the Company, in order to ensure that the business activities of the Company comply with the state law, administrative regulations and various economic policy requirements of the state, and the business activities cannot exceed the scope of activities specified by the business license;</li> <li>2. He shall treat all shareholders fairly;</li> <li>3. He shall understand the business operation and management circumstances of the Company in a timely manner;</li> <li>4. He shall sign as confirmation on the periodic reports of the Company. He shall ensure that the information disclosed by the Company is true, accurate, and complete;</li> <li>5. He shall truthfully supply relevant circumstances and information to the Audit and Risk Committee, and shall not interfere with the exercising of duties by the Audit and Risk Committee;</li> <li>6. <u>He shall ensure that he has sufficient time and energy to participate in the affairs of the Company. In principle, he shall attend the board of directors in person, those who are unable to attend the board of directors in person for reasons shall prudently select the trustees and the authorized matters and decision-making intention shall be specific and clear, and shall not be delegated with full authority;</u></li> </ol>

## Articles of Association

Before amendment	After amendment
	<p><u>7.</u> He shall prudently judge the risks and benefits that may arise from the matters considered by the board of directors of the Company, and to express clear opinions on the matters discussed; if voting against or abstaining from voting at the board of directors of the Company, the reasons, basis, suggestions or measures for improvement for the voting intention shall be clearly disclosed;</p> <p><u>8.</u> He shall read the Company's operations, financial reports and media reports carefully, to timely understand and continue to pay attention to the Company's business operation and management and the significant matters that have occurred or may occur to the Company and their impacts, and report the problems in the Company's business activities to the board of directors in a timely manner, and shall not to shirk responsibility on the grounds of not directly engaging in operation and management, or not knowing or familiar with it;</p> <p><u>9.</u> He shall pay attention to whether the Company has any problems of misappropriation of the Company's interests such as the use of funds by related parties or potential related parties. If any abnormal situation is found, he shall report to the board of directors in a timely manner and take corresponding measures;</p> <p><u>10.</u> He shall read the financial and accounting reports of the Company carefully, pay attention to whether there are any material errors or omissions in the preparation of the financial and accounting reports, whether major accounting data and financial indicators fluctuate significantly and whether the explanations for the fluctuations are reasonable; if there are doubts about the financial and accounting reports, he shall take the initiative to investigate or request the board of directors to supplement the required materials or information;</p>

<b>Articles of Association</b>	
<b>Before amendment</b>	<b>After amendment</b>
	<p><u>11.</u> He shall actively promote the Company’s standardized operation, urge the Company to fulfill its information disclosure obligations in accordance with laws and regulations, timely correct and report violations of the Company, and support the Company in fulfilling its social responsibilities;</p> <p><u>612.</u> Other due diligence duties specified by the law, administrative regulations, departmental regulations and the Articles.</p>
<p>Article 116</p> <p>The Company has established a resignation management system for director, clearly specifying the accountability and compensation measures for unfulfilled public commitments and other outstanding matters. When a director’s resignation takes effect or his or her term of service expires, the director shall complete all transfer procedures with the Board. His or her obligations of loyalty towards the Company and the shareholders do not necessarily cease after the termination of his or her term of service and shall still be in effect within a reasonable period as prescribed by the Articles of Association. Any person who is appointed as a director by the board of directors to fill the temporary vacancy of the board of directors or the added position at the board of directors, shall serve the office until the next annual shareholders’ general meeting and will have the qualification to continue his service by way of re-election.</p>	<p>Article 116</p> <p>The Company has established a resignation management system for director, clearly specifying the accountability and compensation measures for unfulfilled public commitments and other outstanding matters. When a director’s resignation takes effect or his or her term of service expires, the director shall complete all transfer procedures with the Board. His or her obligations of loyalty towards the Company and the shareholders do not necessarily cease after the termination of his or her term of service and <del>shall still be in effect within a reasonable period as prescribed by the Articles of Association</del> <u>the duty of confidentiality in respect of trade secrets of the Company shall still be in effect after the end of his/her term of office, until such trade secrets become publicly available information. Other duties may continue for such period as the principle of fairness may require, depending on the length of time which has elapsed between the occurrence of the event concerned and the termination of tenure, and the circumstances and terms under which the relationships between him/her and the Company have been terminated.</u> Any person who is appointed as a director by the board of directors to fill the temporary vacancy of the board of directors or the added position at the board of directors, shall serve the office until the next annual shareholders’ general meeting and will have the qualification to continue his service by way of re-election.</p>