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CMOC Capital Limited

(Incorporated in the British Virgin Islands with limited liability)



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洛 陽 樂 川 鉬 業 集 團 股 份 有 限 公 司

CMOC Group Limited*

(A joint stock limited company incorporated in the People’s Republic of China with limited liability)

(Stock code: 03993)

ADJUSTMENT TO THE CONVERSION PRICE OF U.S.\$1,200,000,000 ZERO COUPON GUARANTEED CONVERTIBLE BONDS DUE 2027

References are made to the announcements of CMOC Group Limited (the “**Company**”) dated 20 January 2026 and 26 January 2026 in relation to, among other things, the issue of U.S.\$1,200,000,000 zero coupon guaranteed convertible bonds due 2027 (the “**Bonds**”) under general mandate by CMOC Capital Limited (the “**Issuer**”), the announcement of the Company dated 27 March 2026 in relation to the final results of the Company for the year ended 31 December 2025, and the announcement of the Company dated 28 April 2026 in relation to the poll results of the Company’s 2025 annual general meeting, the 2026 first class meeting of A Shareholders, and the 2026 first class meeting of H Shareholders (collectively, the “**Announcements**”). Unless otherwise indicated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

Pursuant to the Terms and Conditions of the Bonds, the Conversion Price is subject to adjustment for, among other things, capital distributions made by the Company. On 27 March 2026, the Board considered and approved the profit distribution plan for the year 2025, which was subsequently approved at the shareholders' meeting of the Company on 28 April 2026. Accordingly, the Company will pay a final cash dividend for the year ended 31 December 2025 of RMB0.286 per share (tax included) (the "**Final Dividend**") to all Shareholders. The actual amount of H Shares dividend paid in Hong Kong dollars is calculated based on the average of the central parity rate of Renminbi against Hong Kong dollar as announced by the People's Bank of China one calendar week immediately preceding Tuesday, 28 April 2026, the date of the AGM at which the Final Dividend is declared, (i.e. RMB0.876156 against HK\$1.00), being a cash dividend of HK\$0.32643 per H Share (tax inclusive). As a result, the Conversion Price of the Bonds will be adjusted from the initial Conversion Price of HK\$28.03 per H Share to HK\$27.55 per H Share (the "**Adjusted Conversion Price**") with effect from 27 May 2026, being the date immediately after the record date for determining H Shareholders' entitlement to the Final Dividend. Save as disclosed above, all other Terms and Conditions of the Bonds shall remain unchanged.

As at the date of this announcement, the number of issued Shares of the Company is 21,394,310,176, comprising 17,460,842,176 A Shares and 3,933,468,000 H Shares. Assuming full conversion of the Bonds at the initial Conversion Price, the number of H Shares convertible and issuable under the Bonds will be approximately 333,739,565 H Shares, representing approximately 8.48% of the number of existing issued H Shares and approximately 1.56% of the number of existing issued Shares as at the date of this announcement. Assuming full conversion of the Bonds at the Adjusted Conversion Price, the number of H Shares convertible and issuable under the Bonds will be approximately 339,554,265 H Shares, representing approximately 8.63% of the number of existing issued H Shares and approximately 1.59% of the number of existing issued Shares as at the date of this announcement. It also represents approximately 7.95% of the enlarged number of issued H Shares and approximately 1.56% of the enlarged number of issued Shares resulting from the issue of Conversion Shares upon full conversion of the Bonds after the Adjusted Conversion Price becomes effective. The additional 5,814,700 H Shares issuable in the event of a full conversion of the Bonds at the Adjusted Conversion Price will be allotted and issued by the Company pursuant to the general mandate granted to the Board by resolution of the Shareholders on 28 April 2026.

Any holder of the Bonds who is in doubt as to the action to be taken should consult his/her/its stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

Investors and Shareholders are advised by the Board to exercise caution when dealing in the securities of the Company.

By Order of the Board
CMOC Group Limited*
Liu Jianfeng
Chairman

Luoyang City, Henan Province, the People's Republic of China, 14 May 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 purposes only