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)

REVISION OF ANNUAL CAPS AND RENEWAL OF CONTINUING CONNECTED TRANSACTIONS UNDER (1) THE CATL PRODUCT SALES AND PROCUREMENT FRAMEWORK AGREEMENT AND (2) THE KFM PRODUCT SALES AND PROCUREMENT FRAMEWORK AGREEMENT AND PROPOSED AMENDMENTS TO THE RULES FOR MANAGEMENT OF RAISED FUNDS AND THE ARTICLES OF ASSOCIATION

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

RAINBOW CAPITAL (HK) LIMITED
浤博資本有限公司

REVISION OF ANNUAL CAPS AND RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

The Continuing Connected Transactions

We refer to the announcement of the Company dated 28 October 2024 in relation to the continuing connected transactions under the Existing CATL Product Sales and Procurement Framework Agreement and the Existing KFM Product Sales and Procurement Framework Agreement. As at the date of this announcement, the existing annual caps under the CATL Product Sales and Procurement Framework Agreement and the KFM Product Sales and Procurement Framework Agreement for the year ending 31 December 2026 have not been exceeded. As it is contemplated that: (i) benefiting from technical upgrades and capacity expansion, KFM's output of copper, its principal metal product, is expected to increase substantially. Together with the recent uptrend in international copper prices, the transaction value is projected to grow significantly; (ii) in view of the quota regime implemented in the DRC for cobalt exports, both the export volume and market price of cobalt are expected to experience considerable fluctuations during the period from 2026 to 2028; and (iii) the Existing Agreements will expire on 31 December 2027, but the transactions contemplated thereunder are expected to continue beyond such expiry; and (iv) the existing annual caps under each of the Existing Agreements will not be sufficient to fulfill the expected increase of transaction amounts thereunder, the Board approved on 31 July 2026 (i) the entering into the CATL Product Sales and Procurement Framework Agreement with CATL; and (ii) the entering into the KFM Product Sales and Procurement Framework Agreement with KFM Holding, conditioned upon the parties obtaining their own necessary authorization or approval, respectively, in accordance with the relevant provisions in their own articles of association or constitutional or similar documents and applicable listing rules.

Implications under the Listing Rules

As at the date of this announcement, CATL is a substantial shareholder of the Company and therefore is a connected person of the Company under Chapter 14A of the Listing Rules. KFM Holding is ultimately owned as to 75% and 25% by the Company and CATL, respectively. KFM Holding is therefore a connected person of the Company under Chapter 14A of the Listing Rules by virtue of being a connected subsidiary of the Company. Thus, the transactions contemplated under the CATL Product Sales and Procurement Framework Agreement and the KFM Product Sales and Procurement Framework Agreement shall constitute continuing connected transactions of the Company under the Listing Rules.

As the highest applicable percentage ratios in respect of the proposed annual caps of (i) the transactions under the CATL Product Sales and Procurement Framework Agreement; and (ii) the transactions under the KFM Product Sales and Procurement Framework Agreement exceed 5%, such transactions would constitute non-exempt continuing connected transactions of the Company under Chapter 14A of the Listing Rules, and are subject to the reporting, announcement, annual review, circular (including independent financial advice) and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Independent Board Committee and Independent Financial Adviser

The Independent Board Committee (comprising Mr. Wang Kaiguo, Ms. Gu Hongyu and Mr. Cheng Gordon, all of whom are independent non-executive Directors) has been formed to advise and provide recommendations to the Independent Shareholders in respect of the Agreements and the proposed transactions contemplated thereunder (including the proposed annual caps thereto).

In addition, the Company has appointed Rainbow Capital as the Independent Financial Adviser to make recommendations to the Independent Board Committee and the Independent Shareholders as to whether the terms of the Agreements and the proposed transactions contemplated thereunder (including the proposed annual caps thereto) are fair and reasonable, on normal commercial terms or better and in the ordinary and usual course of business of the Group, and whether they are in the interests of the Company and the Shareholders as a whole.

PROPOSED AMENDMENTS TO THE RULES FOR MANAGEMENT OF RAISED FUNDS AND THE ARTICLES OF ASSOCIATION

The Board hereby announces that on 31 July 2026, the Board has resolved, among other things, to seek approval from the Shareholders for the proposed amendments to the Rules for Management of Raised Funds and the Articles of Association. It is also proposed that, at the EGM, the management of the Company be authorized to undertake all necessary procedures in connection with the aforesaid matters, including the relevant business registration changes, filing of the amended Articles of Association and other related formalities. The Directors believe that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole.

The Proposed Amendments are subject to the approval at the EGM.

DESPATCH OF CIRCULAR

A circular containing, among other things, (i) a letter from the Board setting out further details on the Agreements and the proposed transactions contemplated thereunder; (ii) a letter from the Independent Board Committee; (iii) a letter from the Independent Financial Adviser; (iv) the details of the Proposed Amendments; and (v) a notice of the EGM, is expected to be despatched to the Shareholders in due course.

I. REVISION OF ANNUAL CAPS AND RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

1. INTRODUCTION

We refer to the announcement of the Company dated 28 October 2024 in relation to the continuing connected transactions under the Existing CATL Product Sales and Procurement Framework Agreement and the Existing KFM Product Sales and Procurement Framework Agreement.

As at the date of this announcement, the existing annual caps under the CATL Product Sales and Procurement Framework Agreement and the KFM Product Sales and Procurement Framework Agreement for the year ending 31 December 2026 have not been exceeded. As it is contemplated that: (i) benefiting from technical upgrades and capacity expansion, KFM's output of copper, its principal metal product, is expected to increase substantially. Together with the recent uptrend in international copper prices, the transaction value is projected to grow significantly; (ii) in view of the quota regime implemented in the DRC for cobalt exports, both the export volume and market price of cobalt are expected to experience considerable fluctuations during the period from 2026 to 2028; and (iii) the Existing Agreements will expire on 31 December 2027, but the transactions contemplated thereunder are expected to continue beyond such expiry; and (iv) the existing annual caps under each of the Existing Agreements will not be sufficient to fulfill the expected increase of transaction amounts thereunder, the Board approved on 31 July 2026 (i) the entering into the CATL Product Sales and Procurement Framework Agreement with CATL; and (ii) the entering into the KFM Product Sales and Procurement Framework Agreement with KFM Holding, conditioned upon the parties obtaining their own necessary authorization or approval, respectively, in accordance with the relevant provisions in their own articles of association or constitutional or similar documents and applicable listing rules.

Upon the Agreements becoming effective, the Existing Agreements will be terminated and superseded by the Agreements. Transactions entered into before the effective date of the Agreements and any outstanding subsequent agreements, orders or purchase orders entered into under the Existing Agreements before such date will remain valid and continue to be governed by their terms, unless otherwise agreed by the relevant parties. From the effective date of the Agreements, all new transactions falling within the scope of the Agreements will be conducted pursuant to the terms of the Agreements.

2. THE CATL CONTINUING CONNECTED TRANSACTIONS

Principle Terms of the CATL Product Sales and Procurement and Services Framework Agreement

Parties

(a) CMOC Limited, CMOC HK and Schmoke; and
(b) CATL

Term

From the date the CATL Product Sales and Procurement Framework Agreement is entered into to 31 December 2028, conditioned upon the parties obtaining their own necessary authorization or approval, respectively, in accordance with the relevant provisions in their own articles of association or constitutional or similar documents and applicable listing rules.

Subject Matter

(1) the CMOC Group Companies agree to sell and CATL Group agrees to purchase, including but not limited to, copper, cobalt and nickel products; and (2) the CMOC Group Companies agree to purchase and CATL Group agrees to sell, including but not limited to, copper and nickel products, and EV batteries and ESS batteries.

Subsequent Agreements

the CMOC Group Companies and CATL Group will enter into individual subsequent agreements with respect to each transaction contemplated under the CATL Product Sales and Procurement Framework Agreement according to the principles prescribed thereunder (the "**CATL Subsequent Agreement(s)**").

Pricing Policies

(1) As for the products to be provided by the CMOC Group Companies to CATL Group

It is agreed that the price for each lot of the products purchased by CATL Group under each CATL Subsequent Agreement should be determined on the basis of market-based pricing principle, subject to certain adjustments mainly involving the cost of funds, the basic pricing coefficient, the moisture content, the percentage of metal content and the impurity element content in the metals. The agreed price shall be determined after arm's length negotiation between both parties to ensure that the price is fair and reasonable and on normal commercial terms.

Pursuant to the CATL Subsequent Agreement, if CATL Group shall make prepayment for certain proposed transactions, the CMOC Group Companies shall each pay interests on such prepayments. The interest rate will be determined by both parties to the contract through amicable consultations with reference to the U.S. bond yield and fixed rate of interest rate swaps at a margin of no more than 2% over the U.S. bond yield of same maturity, and taking into account factors including the parties' respective financing costs and the Federal Reserve's view on the trend of interest rates.*

(2) As for the products to be purchased by the CMOC Group Companies from CATL Group

It is agreed that the price for each lot of the products purchased by the CMOC Group Companies under each CATL Subsequent Agreement should be determined on the basis of market-based pricing principle, subject to certain adjustments mainly involving the cost of funds, the basic pricing coefficient, the moisture content, the percentage of metal content and the impurity element content in the metals. The agreed price shall be determined after arm's length negotiation between both parties to ensure that the price is fair and reasonable and on normal commercial term.

The market price of copper, cobalt and nickel products will be referred to (i) the copper price quoted by LME (**https://www.lme.com/**); or (ii) the cobalt price quoted by Fastmarkets (**https://www.fastmarkets.com/**), a cross-commodity price reporting agency in metal, mining and other markets, multiplied by the relevant price coefficient; or (iii) the nickel products price quoted by LME, Mysteel (**https://www.mysteel.net/**), Shanghai Metals Market (**https://www.smm.cn/**) and/or Shanghai Futures Exchange (**https://www.shfe.com.cn/**) adjusted by relevant price coefficient. The price will be determined with reference to the sales price charged by other well-known mining companies in the place of sale or receiving market, as well as recognized commodity trading indexes comparable to LME or Fastmarkets (such as SMM Information & Technology Co., Ltd., Shanghai Futures Exchange or the Chicago Mercantile Exchange).

* In 2021, the Company acquired KFM Copper and Cobalt Mine, a world-class undeveloped copper and cobalt mine, and reached a strategic partnership with CATL on a new energy project. To achieve production of KFM Copper and Cobalt Mine, the Company needs to make significant capital investment. Taking into account CATL's demand for stable supply of new energy metal resources, the Company's development costs, and the bulk nature of the metal products, therefore it is an industry norm for both parties to reach a prepayment agreement in usual course of business. CATL provides prepayment with reference to the market interest rate (referred to as the interest rate pricing mentioned above). For further details of the prepayment and its interest rate, please refer to the section headed "Interests to be paid by the CMOC Group Companies to CATL Group in relation to the prepayment" below.

The market prices of the EV batteries and ESS batteries are determined through commercial negotiation between the parties on an arm's length basis, primarily based on prices of products of similar natures that CATL Group supplies to other independent third parties in the market, and taking into account various factors including but not limited to product types, transaction volumes and production costs.

Historical Transaction Amounts and Annual Caps

The historical transaction amounts under the Existing CATL Product Sales and Procurement Framework Agreement are as follows:

	For the Year Ended 31 December 2024		For the Year Ended 31 December 2025		For the Five Months Ended 31 May 2026	For the Year Ending 31 December 2026
	Historical Transaction Amount	Existing Annual Cap	Historical Transaction Amount	Existing Annual Cap	Historical Transaction Amount	Existing Annual Cap
			(US$ million)			
Products sold by CMOC Limited Group to CATL Group *(Note 1)*	800.27	1,800	359.21	2,150	489.77	2,200
Products purchased by CMOC Limited Group from CATL Group *(Note 2)*	40.39	600	115.41	850	406.41	900
Interests paid by CMOC Limited Group to CATL Group in relation to the prepayment	102.35	110	82.51	93	20.57	80

Notes:

1. The relatively low historical transaction amount for the two years ended 31 December 2025 and the five months ended 31 May 2026 in relation to the products sold by CMOC Limited Group was primarily attributable to: (a) the lower market price of cobalt products than the estimated. As disclosed in the 2023 Annual Report, the international market price of cobalt metal in 2023 was US$15.11 per pound, which was significantly lower than that in 2022 of US$30.29 per pound, being the then basis for determination of the existing annual caps for the year ending 31 December 2024; (b) the ban on all cobalt exports by the government of the DRC, where our cobalt mines are located in, from February 2025 till October 2025 and, despite the lift of the export ban in October 2025, the slow customs clearance for exports from the DRC, resulting in only limited exports taking place in the first quarter of 2026; and (c) a relatively low quantity of metal products sold by CMOC Limited Group to CATL Group as a result of the business decision of the both parties after considering the market condition and degree of alignment of metal products sold by CMOC Limited Group with production demands from CATL Group.

2. The relatively low historical transaction amount for the two years ended 31 December 2025 in relation to the products purchased by CMOC Limited Group was primarily attributable to the business decision of IXM made during its ordinary course of trading business. When conducting non-ferrous metal trading business and making procurement-related decisions, IXM would comprehensively evaluate a wide range of market and operational factors, including real-time global metal prices and forecasts of medium – to long-term price trends, the Group's overall inventory and resource allocation planning, the stability of upstream supply, and the alignment with downstream end-customer demand. At the same time, IXM would take into account the requirements from specific downstream customers on transaction terms, such as metal types, procurement volume, delivery timelines and locations, and pricing mechanisms. As the metal products supplied by CATL Group did not fully coincide with the demand of IXM's potential downstream customers during the above-mentioned period, IXM purchased a relatively low quantity of products from CATL Group during such period.

Proposed Annual Caps

The proposed revision of annual caps for the continuing connected transactions contemplated under the CATL Product Sales and Procurement Framework Agreement for the two years ending 31 December 2027 and the proposed annual cap for the year ending 31 December 2028 are set out as follows:

	For the Year ending 31 December 2026		For the Year ending 31 December 2027		For the Year ending 31 December 2028	
	Existing Annual Caps	Revised Annual Caps	Existing Annual Caps	Revised Annual Caps	Existing Annual Caps	Annual Caps
			(US$ million)			
Products sold by the CMOC Group Companies to CATL Group	2,200	3,850	2,900	4,300	–	5,000
Products purchased by the CMOC Group Companies from CATL Group	900	1,350	1,100	1,850	–	1,900
Interests paid by the CMOC Group Companies to CATL Group in relation to the prepayment	80	90	70	85	–	80

Basis for Determining the Proposed Annual Caps

Products to be sold by the CMOC Group Companies to CATL Group

The following factors have been taken into account in determining the proposed annual caps for the three years ending 31 December 2028:

(a) the estimated quantity of copper, cobalt and nickel products to be supplied by the CMOC Group Companies to CATL Group set forth as below:

	For the year ending 31 December 2026	31 December 2027	31 December 2028
Copper products	55,513 tonnes	84,983 tonnes	82,219 tonnes
Cobalt products	45,700 tonnes	46,000 tonnes	58,000 tonnes
Nickel products	5,000 tonnes	5,000 tonnes	5,000 tonnes

The quantity of copper and cobalt products to be supplied by the CMOC Group Companies to CATL Group for the three years ending 31 December 2028 is estimated based on (i) the expected average production volume of KFM Copper and Cobalt Mine of approximately 300,000 tonnes per annum of copper products and 130,000 tonnes per annum of cobalt products for the three years ending 31 December 2028 as benefiting from technical upgrades and capacity expansion, KFM's output of copper, its principal metal product, is expected to increase substantially; and (ii) the expected demand of CATL Group for such products produced by KFM Copper and Cobalt Mine based on previous negotiations with CATL Group, the amount of which is reflected in the estimated quantities set out in the table above.

In respect of nickel products to be supplied by the CMOC Group Companies to CATL Group for the three years ending 31 December 2028, the Company has made reference to the equity production capacity of nickel products through its investments and joint-development in PT. Huayue Nickel Cobalt (Indonesia) Co., Limited of 60,000 tonnes per annum, the possible amount of nickel products to be purchased by the CMOC Group Companies during its trading process and the expected demand of CATL Group for such products as set out in the table above.

(b) the estimated unit market price for copper, cobalt and nickel products for the three years ending 31 December 2028, which is based on (i) the international average spot price of copper for the five months ended 31 May 2026 of US$12,977 per tonne quoted by LME plus a growth rate of 10%, with significant increase compared to US$8,483 per tonne as disclosed in the 2023 Annual Report which formed the basis for determining the existing annual caps. The adoption of a growth rate of 10% in projecting the unit market prices of copper products is primarily due to the fact that the copper prices hit new multi-year highs in 2026 as a result of supply disruptions, increased industrial demand and structural shortages in global mining markets and such conditions are considered to sustain in the coming years; (ii) the international market price of cobalt metal for the five months ended 31 May 2026 of US$25.68 per pound (approximately US$56,614.7 per tonne) quoted by Fastmarkets, with significant increase compared to US$15.11 per pound (approximately US$33,312 per tonne) as disclosed in the 2023 Annual Report which formed the basis for determining the existing annual caps, multiplied by the pricing coefficient of 99.49% derived from the historical cobalt hydroxide payable factors published by Fastmarkets, to reflect the quality and specification differentials between cobalt hydroxide and standard-grade cobalt metal; and (iii) the international average spot price of nickel metal for the five months ended 31 May 2026 of US$17,753 per tonne quoted by LME.

The proposed annual caps are then arrived at by the estimated quantity of copper, cobalt and nickel products to be supplied by the CMOC Group Companies to CATL Group for the three years ending 31 December 2028 multiplied by the respective unit market price of copper, cobalt and nickel products, plus a 10% buffer for fluctuation in the price for copper, cobalt and nickel products in the future.

Products to be purchased by the CMOC Group Companies from CATL Group

The following factors have been taken into account in determining the proposed annual caps for the three years ending 31 December 2028:

1. the possible amount of nickel and copper products to be purchased by the CMOC Group Companies from CATL Group during its trading process.

   The Group, through IXM, engages in metal trading as part of its ordinary and usual course of business. Nickel and copper products are among the commodities traded by IXM during its ordinary and usual course of business.

For the nickel products, the Company believes that the growth rate of nickel demand for stainless steel is relatively stable at about 4% annually for the last three years, while the nickel demand for power battery is its main source of growth, which would support the steady and sustainable market demand for nickel products. At the same time, the nickel inventories on the exchanges remain at a relatively low level, which will form an underlying support for nickel prices. For the copper products, the Company takes into consideration the estimated production volume of copper products of CATL Group in the future as well as the strategic procurement allocation of the Group in terms of the copper products. Therefore, the estimated quantity of nickel products to be purchased by the CMOC Group Companies from CATL Group is arrived at approximately 12,000 tonnes, 12,000 tonnes and 12,000 tonnes for the three years ending 31 December 2028, respectively, and the estimated quantity of copper products to be purchased by the CMOC Group Companies from CATL Group is approximately 60,000 tonnes, 90,000 tonnes and 100,000 tonnes for the three years ending 31 December 2028, respectively, taking into consideration (i) the negotiation with CATL Group who has agreed that its production capacity can fulfil the estimated quantity; and (ii) the aforesaid estimations of market demand as well as the Group's own demand of such products during the ordinary trading business of IXM for the following three years.

2. the estimated unit market price for nickel and copper products for the three years ending 31 December 2028, which is based on (i) the international average spot price of nickel metal for the five months ended 31 May 2026 of US$17,753 per tonne quoted by LME; and (ii) the international average spot price of copper for the five months ended 31 May 2026 of US$12,977 per tonne quoted by LME plus a growth rate of 10%. The adoption of a growth rate of 10% in projecting the unit market prices of copper products is primarily due to the fact that the copper prices hit new multi-year highs in 2026 as a result of supply disruptions, increased industrial demand and structural shortages in global mining markets and such conditions are considered to sustain in the coming years. The proposed annual caps are then arrived at by the estimated quantity of nickel and copper products to be purchased by the CMOC Group Companies for the three years ending 31 December 2028 multiplied by the unit market price of nickel and copper products, respectively, plus the estimated amount to be paid by the CMOC Group Companies to CATL Group for the purchase of the EV batteries and ESS batteries, plus a 10% buffer for fluctuation in the price for nickel and copper products as well as the EV batteries and ESS batteries in the future.

Interests to be paid by the CMOC Group Companies to CATL Group in relation to the prepayment

The following factors have been taken into account in determining the proposed annual caps for the three years ending 31 December 2028: (a) the estimated outstanding balance as of approximately US$1,631,885,834.00, US$1,539,678,281.00 and US$1,438,576,009.00 for the prepayment made by CATL Group to the CMOC Group Companies in 2026, 2027 and 2028 respectively; (b) an estimated annual interest rate of approximately 5.00%, which is determined with reference to the range of the interest rate for long-term borrowing of the Group; (c) the arrangement of reducing principal amount of prepayment through the sale of copper, cobalt and nickel products by CMOC Group Companies to CATL Group for the three years ending 31 December 2028; and (d) a 10% buffer for fluctuation in the outstanding balance for the prepayment made by CATL Group to the CMOC Group Companies in the three years ending 31 December 2028 resulted from the ad hoc purchases to be made by CATL Group.

Reasons for and Benefits of the CATL Product Sales and Procurement and Services Framework Agreement

CATL is a global leader of new energy innovative technologies and a leading player in the battery industry of China. Copper, cobalt, nickel and lithium are critical battery materials. The Company has established a strategic partnership with CATL Group in 2021 to jointly develop KFM Copper and Cobalt Mine. In order to consolidate the strategic partnership with CATL Group and expand its supplier base, the Company decided to directly purchase nickel products produced by CATL Group from CATL Group. Such nickel products mainly include nickel intermediate products (ferronickel), which are different from the refined nickel products, the main nickel products to be sold by the Group to CATL, in following aspects: (i) in terms of production processes, ferronickel is obtained by smelting nickel ore while refined nickel is separated from nickel ore generally through electrolytic refining; (ii) in terms of standards and qualities, ferronickel is stable both physically and chemically and refined nickel has a relatively high purity due to the difference of chemical compositions in such two products; and (iii) in terms of applications, ferronickel is mainly used in the production of stainless steel, alloy steel, alloy castings and other high-strength materials, while refined nickel is widely used in the high-tech industry.

In addition, nickel and copper products are among the commodities traded by IXM during its ordinary and usual course of business. CATL Group is one of market players in the international trading market for such nickel and copper products. Through metal trading, the Group is able to respond to changes in price and market demands for metal products and timely adjust to its operations, thus hedging the fluctuations brought by the business cycle of the conventional resources business.

By entering into the CATL Product Sales and Procurement Framework Agreement, the Company would be able to strengthen the strategic cooperation relationship with CATL Group, which is conducive for the Group's formulation of its new energy industrial layout.

The Directors (including the independent non-executive Directors) are of the view that the CATL Product Sales and Procurement Framework Agreement and the transactions contemplated thereunder are in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

3. THE KFM CONTINUING CONNECTED TRANSACTIONS

Principle Terms of the KFM Product Sales and Procurement Framework Agreement

Parties	(a) the Company; and (b) KFM Holding
Term	From the date the KFM Product Sales and Procurement Framework Agreement is entered into to 31 December 2028, conditioned upon the parties obtaining their own necessary authorization or approval, respectively, in accordance with the relevant provisions in their own articles of association or constitutional or similar documents and applicable listing rules

Subject Matter (i) CMOC Group agrees to purchase and KFM Group agrees to sell, including but not limited to, copper and cobalt products; (ii) CMOC Group agrees to sell and KFM Group agrees to purchase the equipment, materials, electricity and relevant services, etc.

Subsequent Agreements Members of CMOC Group and KFM Group will enter into the subsequent agreement with respect of each transaction contemplated under the KFM Product Sales and Procurement Framework Agreement according to the principles prescribed thereunder (the "**KFM Subsequent Agreement(s)**").

Pricing Policies

(1) As for the products to be purchased by CMOC Group from KFM Group

It is agreed that the price for each lot of the products purchased by CMOC Group under each KFM Subsequent Agreement should be determined on the basis of market-based pricing principle, subject to certain adjustments mainly involving the cost of funds, the basic pricing coefficient, the moisture content, the percentage of metal content and the impurity element content in the metals. The agreed price shall be determined after arm's length negotiation between parties to the agreement to ensure that the price is fair and reasonable and on normal commercial terms.

The market price of copper and cobalt products will be referred to (i) the copper price quoted by LME (**https://www.lme.com/**); or (ii) the cobalt price quoted by Fastmarkets (**https://www.fastmarkets.com/**) multiplied by the relevant price coefficient. The price will be determined with reference to the sales price charged by other well-known mining companies in the place of sale or receiving market, as well as recognized commodity trading indexes comparable to LME or Fastmarkets (such as SMM Information & Technology Co., Ltd., Shanghai Futures Exchange or the Chicago Mercantile Exchange).

Pursuant to the KFM Subsequent Agreement, if CMOC Group shall make prepayment for certain proposed transactions, KFM Group shall pay interests on such prepayments. The interest rate will be determined by the parties to the agreement upon amicable negotiations with reference to the US$ Secured Overnight Financing Rate (SOFR) and the interest rates of the medium and long term loans granted by third party financial institutions to CMOC Group plus a margin of 2% to 6%, taking into account the factors including the regulatory requirement and US$ financing costs in the DRC, the return on deposit funds, and the Federal Reserve's view on the trend of interest rates.*

* KFM Group is a subsidiary of the Company. Considering the bulk nature of the metal products, therefore it is an industry norm for both parties to reach a prepayment agreement in usual course of business. CMOC Group provides prepayment with reference to the market interest rate (referred as the interest rate pricing mentioned above). For further details of the prepayment and its interest rate, please refer to the section headed "Interests to be paid by KFM Group to CMOC Group in relation to the prepayment" below.

(2) As for the equipment, materials, electricity and relevant services, etc. to be provided by CMOC Group to KFM Group

Equipment, materials, relevant services, etc. to be provided by CMOC Group, leveraging the strength of its own global platform of centralized procurement, to KFM Group include the following: (i) pumps, valves, transformers, construction vehicles, and other equipment; (ii) sulfur, magnesium oxide, steel balls, sodium hydroxide, and other materials; (iii) electricity; and (iv) management, information technology and other relevant services. The price for each lot of equipment, materials, electricity and relevant services, etc. sold by CMOC Group under each KFM Subsequent Agreement will be adjusted based on factors including the market price, the actual quality and the delivery method, and by adding or subtracting costs incurred in related logistical processes.

The market price of the equipment and relevant services will be referred to the price of the same or similar products or services provided by an independent third party during the ordinary course of business on normal commercial terms; and the market price of the materials will be referred to the price quoted (i) by ARGUS Sulphur for sulfur; (ii) on **chinaccm.com** and **mysteel.com** for steel balls; (iii) on **baiinfo.com** for sodium hydroxide as adjusted with reference to the PPI of the chemicals in US and Ireland. The market price of electricity will be determined according to the prevailing local electricity price. If there is no comparable market price, the price shall be determined in accordance with the principle of reasonable cost plus reasonable profit, and the agreed price shall be determined after arm's length negotiation between the parties to the agreement to ensure that the price in relation to the above transactions is fair and reasonable and on normal commercial terms. The reasonable profit margin shall be determined with reference to the historical average price for similar products and services, or the prevailing commodity relevant to the products, electricity and services (where applicable), nature of products and services, the overall demand and supply in the industry and urgency of orders, the prevailing exchange rate, the profit margin released by independent third parties in the industry and nearby regions (to the extent available) and/or the profit margin of comparable products and services disclosed by other listed companies on the Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange or domestic bond markets, from which the Company is able to draw references (where applicable).

Due to the wide range of the categories of the equipment, materials, electricity and relevant services to be provided by CMOC Group to KFM Group, it would be difficult for the Company to estimate at the moment a reasonable range of the profit margin. However, the Company will provide the equipment, materials, electricity and relevant services after considering the overall demand and supply in the industry and the actual circumstance of the Company based on the reasonable estimation of the management. The relevant profit margin will also be subject to the review of internal control measures of the Company including the discussion with relevant department head and the management before decision.

Historical Transaction Amounts and Existing Annual Caps

The historical transaction amounts under the Existing KFM Product Sales and Procurement Framework Agreement are as follows:

	For the Year ended 31 December 2024		For the Year ended 31 December 2025		For the Five Months ended 31 May 2026	For the Year Ending 31 December 2026
	Historical Transaction Amount	Existing Annual Cap	Historical Transaction Amount	Existing Annual Cap	Historical Transaction Amount	Existing Annual Cap
			(US$ million)			
Products purchased by CMOC Group from KFM Group	2,355.64	2,400.00	2,787.47	3,500.00	1,334.42	3,800.00
Equipment, materials, relevant services, etc. to be provided by CMOC Group to KFM Group *(Note)*	323.79	400.00	261.14	1,400.00	426.56	1,000.00
Interests paid by KFM Group to CMOC Group in relation to the prepayment	0.02	45.00	–	45.00	–	45.00

Note:

The relatively low historical transaction amount in terms of equipment, materials, relevant services, etc. for the year ended 31 December 2025 in relation to the equipment, materials, relevant services, etc. provided by CMOC Group to KFM Group was primarily attributable to: (i) the implementation of cost control measures for CMOC Group's existing businesses; and (ii) adjustments to the implementation timelines for CMOC Group's new projects in 2025.

Proposed Annual Caps

The proposed revision of annual caps for the continuing connected transactions contemplated under the KFM Product Sales and Procurement Framework Agreement for the two years ending 31 December 2027 and the proposed annual cap for the year ending 31 December 2028 are set out as follows:

	For the Year ending 31 December 2026		For the Year ending 31 December 2027		For the Year ending 31 December 2028	
	Existing Annual Caps	Revised Annual Caps	Existing Annual Caps	Revised Annual Caps	Existing Annual Caps	Annual Caps
			(US$ million)			
Products purchased by CMOC Group from KFM Group	3,800	6,050	5,000	7,800	–	14,000
Equipment, materials, electricity and relevant services, etc. to be provided by CMOC Group to KFM Group	1,000	1,300	1,000	1,500	–	1,450
Interests paid by KFM Group to CMOC Group in relation to the prepayment	45	45	45	45	–	45

Reasons for revising the annual caps

Production output by CMOC Group increased as it implemented technical upgrades and capacity expansion, leading to an increase in output. After considering the increase in production efficiency, the improved recovery rate and economies of scale, it is expected that KFM will reach average annual production volume of approximately 300,000 tonnes of copper products and 130,000 tonnes of cobalt products in the coming three years. As KFM is one of the Group's important resources and reserves of copper and cobalt products, the Group intends to purchase all of the copper and cobalt products to be produced by KFM to ensure the stableness of the Group's daily business and satisfy the increased market demand. On the other hand, as disclosed above, in October 2025, the DRC government lifted the cobalt export ban and implemented a cobalt quota export policy. The existing cobalt quota export policy has specified KFM's cobalt export quota in 2026 and 2027, while there is no information on whether the DRC government will release or continue to impose such quota restriction in 2028. As such, the quantity of cobalt products to be supplied by KFM Group to CMOC Group for the two years ending 31 December 2027 is restricted by the KFM's cobalt export quota while the quantity of cobalt products to be supplied by KFM Group to CMOC Group for the year ending 31 December 2028 is based on the expected production capacity of KFM. With the additional production capacity of the K2 Project in 2027 leading to an increase in expected purchase volume, coupled with the increased estimated prices for copper and cobalt products compared to the figures previously used as the bases for determining the existing annual caps, the annual caps for 2026 and 2027 were adjusted.

Basis for Determining the Proposed Annual Caps

Products to be purchased by CMOC Group from KFM Group

The following factors have been taken into account in determining the proposed annual caps for the three years ending 31 December 2028:

(a) the estimated quantity of copper and cobalt products to be purchased by CMOC Group from KFM Group, which is determined based on the estimated production volume of copper and the export volume of cobalt products of KFM Group in the future as well as the expected demand of the Group in terms of such products provided by KFM Group.

The KFM Copper and Cobalt Mine's production volume of copper products and cobalt products reached approximately 226,000 tonnes and 85,000 tonnes respectively for the year ended 31 December 2025. Meanwhile, the K2 Project will be put into production in 2027. After considering the increase in production efficiency, the improved recovery rate and economies of scale, it is expected that KFM will reach average annual production volume of approximately 300,000 tonnes of copper products and 130,000 tonnes of cobalt products in the three years ending 31 December 2028. In order to take advantage of the opportunities from the global strategy of carbon neutrality and carbon peaks and to realize the vision and goals, the Company has formulated a development path by expediting the construction and production of the K2 Project. As the K2 Project is one of the Group's important resources and reserves of copper and cobalt products, the Group intends to purchase all of the copper and cobalt products produced by the K2 Project to ensure the stability of the Group's daily business and meet the growing market demand.

(b) the estimated unit market price for copper and cobalt products for the three years ending 31 December 2028, which is based on (i) the international average spot price of copper for the five months ended 31 May 2026 of US$12,977 per tonne quoted by LME and a growth rate of 10%. The adoption of a growth rate of 10% in projecting the unit market prices of copper products is primarily due to the fact that the copper prices hit new multi-year highs in 2026 as a result of supply disruptions, increased industrial demand and structural shortages in global mining markets and such conditions are considered to sustain in the coming years; and (ii) the international average spot price of cobalt metal for the five months ended 31 May 2026 of US$25.68 per pound (approximately US$56,614.7 per tonne), multiplied by the pricing coefficient of 99.49% derived from the historical cobalt hydroxide payable factors published by Fastmarkets, to reflect the quality and specification differentials between cobalt hydroxide and standard-grade cobalt metal.

The proposed annual caps are then arrived at by the estimated quantity of copper and cobalt products to be supplied by KFM Group to CMOC Group for the three years ending 31 December 2028 multiplied by the respective unit market price of copper and cobalt products, plus a 10% buffer for fluctuation in the price for copper and cobalt products in the future.

Equipment, materials, electricity and relevant services, etc. to be provided by CMOC Group to KFM Group

The following factors have been taken into account in determining the proposed annual caps for the three years ending 31 December 2028: references were made to the actual transaction amounts during the first five months of 2026 and a reassessment of the expected transaction amounts for the three years ending 31 December 2028. In estimating the annual caps, the Company has taken into account: (i) the progress of the K2 Project as mentioned above; (ii) the expected management, information technology and other relevant services in the amount of approximately US$91 million US$101 million and US$121 million for each of the three years ending 31 December 2028 respectively to be provided by the CMOC Group to the KFM Group; (iii) the KFM Group's projected procurement requirements for equipment, materials and operational supplies (including its anticipated capital expenditure requirements in connection with expansion projects and sustaining capital expenditure programmes) in the amount of approximately US$1,090 million, US$978 million and US$923 million for each of the three years ending 31 December 2028 respectively; and (iv) the expected supply of electricity by the CMOC Group to the KFM Group under the relevant power projects in the amount of approximately US$240 million for each of the two years ending 31 December 2028 respectively. The estimated transaction amounts were calculated based on projected production volumes, expected procurement quantities, prevailing market prices and quotations and the implementation timetable of the relevant projects, and include a 10% buffer for the fluctuation caused by the inflation and increasing administrative cost for human resources.

Interests to be paid by KFM Group to CMOC Group in relation to the prepayment

The following factors have been taken into account in determining the proposed annual caps for the three years ending 31 December 2028: (a) the maximum prepayment of approximately US$500 million to be made by CMOC Group to KFM Group; (b) the estimated annual interest rate of approximately 9% considering the relatively high financing costs in the DRC; and (c) the prepayment to be made was determined after negotiations with KFM Group based on the expected average production volume of KFM Group and the corresponding expected demand of CMOC Group.

Reasons for and Benefits of the KFM Product Sales and Procurement Framework Agreement

KFM Copper and Cobalt Mine is a world-class high-grade mine. By entering into the KFM Product Sales and Procurement Framework Agreement, the Company would be able to ensure the stableness of the Group's daily business and satisfy future demand of the Group from time to time, which is in the overall interests of the Group. Restricted by the limited level of local industrial development, KFM Group must import some necessary manufacturing equipment, materials, electricity and relevant services from overseas. Against this background, in order to reduce production costs, the Company decided to provide relevant manufacturing equipment, materials, electricity and relevant services to KFM Group by utilizing its own global procurement platform. The Company's current annual cap is determined based on KFM Copper and Cobalt Mine's preliminary production plan.

The Directors (including the independent non-executive Directors) are of the view that the KFM Product Sales and Procurement Framework Agreement and the transactions contemplated thereunder are in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

In addition, the copper and cobalt products sold to CATL Group from the CMOC Group Companies are not necessarily from the copper and cobalt products purchased from KFM Group. KFM Holding is a subsidiary of the Group, therefore CMOC Group's purchase from KFM Group is an intra-group transaction but not a resale arrangement

4. INTERNAL CONTROL MEASURES

In order to effectively implement the Agreements, the Company has adopted the following internal control measures:

(1) The Company has designated a specific department to monitor the market price of the products, equipment, materials, electricity and relevant services provided or purchased.

- As for the products to be provided by the CMOC Group Companies to CATL Group under the CATL Product Sales and Procurement Framework Agreement, the department will (i) check the quotations of copper, cobalt and nickel products which are of the similar quality as those provided by the CMOC Group Companies on the websites of **https://www.lme.com/**, **https://www.fastmarkets.com/**, **https://www.mysteel.net/**, **https://www.gfex.com.cn/** and **https://www.smm.cn/** on a daily basis before the entering into of each CATL Subsequent Agreement; and (ii) check the final contract prices of the copper, cobalt and nickel products offered to three third parties by the CMOC Group Companies from time to time; and

- As for (i) the products to be provided by CATL Group to the CMOC Group Companies under the CATL Product Sales and Procurement Framework Agreement and (ii) the products to be provided by KFM Group to CMOC Group under the KFM Product Sales and Procurement Framework Agreement, the department will (i) check the quotations of copper, cobalt, and nickel products which are of the similar quality as those provided by KFM Group to CMOC Group on the websites of **https://www.lme. com/**, **https://www.fastmarkets.com/**, **https://www.mysteel.net/** and **https://www.smm.cn/** on a daily basis before the entering into of each CATL Subsequent Agreement and KFM Subsequent Agreement; (ii) check the final contract prices of copper, cobalt and nickel products offered by three third parties to CMOC Group from time to time; (iii) in relation to the EV batteries and ESS batteries, check the prices of products of similar natures that CATL Group supplies to other independent third parties in the market, and (iv) regularly monitor and collect detailed information on the price of the equipment, materials, electricity and relevant services to be provided by CMOC Group to KFM Group and compare with the market price and three quotations offered by the comparable independent third parties.

(2) The Company's auditor and the independent non-executive Directors will conduct annual review on the pricing principles, transaction terms and the proposed annual caps under the Agreements.

(3) Subsequently, the Company will monitor the annual caps and reasonableness and fairness under the Agreements according to KFM Copper and Cobalt Mine's actual production situation, estimated demand for equipment, materials and electricity, relevant prices provided by third-party suppliers, and whether it is cost – and time-effective for the global procurement platform to provide the required manufacturing equipment, materials and electricity to KFM Group, etc.

5. IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, CATL is a substantial shareholder of the Company and therefore is a connected person of the Company under Chapter 14A of the Listing Rules. KFM Holding is ultimately owned as to 75% and 25% by the Company and CATL, respectively. KFM Holding is therefore a connected person of the Company under Chapter 14A of the Listing Rules by virtue of being a connected subsidiary of the Company. Thus, the transactions contemplated under the CATL Product Sales and Procurement Framework Agreement and the KFM Product Sales and Procurement Framework Agreement shall constitute continuing connected transactions of the Company under the Listing Rules.

As the highest applicable percentage ratios in respect of the proposed annual caps of (i) the transactions under the CATL Product Sales and Procurement Framework Agreement; and (ii) the transactions under the KFM Product Sales and Procurement Framework Agreement exceed 5%, such transactions would constitute non-exempt continuing connected transactions of the Company under Chapter 14A of the Listing Rules, and are subject to the reporting, announcement, annual review, circular (including independent financial advice) and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Lin Jiuxin and Mr. Jiang Li, both have offices in CATL and/or its associates, and in order to avoid the perception of a conflict of interest, each of them had abstained from voting on the Board resolutions to approve the Agreements. Save as disclosed above, none of the other Directors has a material interest in the Agreements or holds any position in CATL and/or its associates which would require them to abstain from voting on the relevant Board resolutions.

6. THE EGM

The Company will convene an EGM to obtain the approval from the Independent Shareholders in respect of the Agreements and the proposed transactions contemplated thereunder (including the proposed annual caps thereto).

CATL and its associates, being connected persons of the Company, held 5,329,780,425 Shares which accounts for approximately 24.91% of the Company's total share capital as at the date of this announcement, will abstain from voting at the EGM on the ordinary resolutions to approve the Agreements and the transactions contemplated thereunder (including the proposed annual caps thereto).

Save as disclosed above and to the best knowledge of the Directors, as at the date of this announcement, no other Shareholder has a material interest in the Agreements and the transactions contemplated thereunder, and therefore no other Shareholder is required to abstain from voting on relevant resolutions at the EGM.

Independent Board Committee and Independent Financial Adviser

The Independent Board Committee (comprising Mr. Wang Kaiguo, Ms. Gu Hongyu and Mr. Cheng Gordon, all of whom are independent non-executive Directors) has been formed to advise and provide recommendations to the Independent Shareholders in respect of the Agreements and the proposed transactions contemplated thereunder (including the proposed annual caps thereto).

In addition, the Company has appointed Rainbow Capital as the Independent Financial Adviser to make recommendations to the Independent Board Committee and the Independent Shareholders as to whether the terms of the Agreements and the proposed transactions contemplated thereunder (including the proposed annual caps thereto) are fair and reasonable, on normal commercial terms or better and in the ordinary and usual course of business of the Group, and whether they are in the interests of the Company and the Shareholders as a whole.

Despatch of Circular

A circular containing, among other things, (i) a letter from the Board setting out further details on the Agreements and the proposed transactions contemplated thereunder; (ii) a letter from the Independent Board Committee; (iii) a letter from the Independent Financial Adviser; and (iv) a notice of the EGM, is expected to be despatched to the Shareholders in due course. The Shareholders and potential investors of the Company should refer to the circular for further information.

7. GENERAL INFORMATION

CMOC Limited

CMOC Limited is a wholly owned subsidiary of the Company and was established under the laws of Hong Kong with limited liability. It mainly engages in investment holding activities and serves as the Group's trade centre to coordinate and allocate raw materials produced by the Group.

CMOC HK

CMOC HK is a wholly owned subsidiary of the Company and was established under the laws of Hong Kong with limited liability. It mainly engages in commodities trading and investment.

Schmoke

Schmoke is a wholly owned subsidiary of the Company and was established under the laws of the PRC with limited liability. It mainly engages in the import and export of goods and technologies; the sale of mineral products, building materials, chemical products (excluding hazardous chemicals, monitored chemicals, fireworks, civil explosive materials and precursor chemicals), metal materials and products, and machinery and equipment; trade brokerage and agency services; investment management; investment consulting; and business information consulting.

KFM Holding

KFM Holding is a company incorporated in Hong Kong with limited liability. As at the date of this announcement, it is ultimately controlled as to 75% and 25% by the Company and CATL, respectively, and therefore a connected person of the Company. It mainly engages in investment holding activities.

CATL

CATL is a joint stock company established in the PRC with limited liability, the A shares of which are listed and traded on the Shenzhen Stock Exchange (stock code: 300750) and the H shares of which are listed and traded on the Stock Exchange (stock code: 03750). It mainly engages in the research and development, production and sales of power batteries and energy storage batteries. As at the date of this announcement, the Company is directly held as to approximately 24.91% by Luoyang Times Resources Holding Co., Ltd., an indirectly controlled subsidiary of CATL.

The Company

The Company is a joint stock company established in the PRC with limited liability, the H Shares and A Shares of which are listed and traded on the main boards of the Stock Exchange (stock code: 03993) and the SSE (stock code: 603993), respectively. The controlling shareholder of the Company is Cathay Fortune Corporation. The Group mainly engages in the mining and processing business, which includes mining, beneficiation, smelting and refining of base and rare metals, and mineral trading business.

II. PROPOSED AMENDMENTS TO THE RULES FOR MANAGEMENT OF RAISED FUNDS AND THE ARTICLES OF ASSOCIATION

The Board hereby announces that on 31 July 2026, the Board has resolved, among other things, to seek approval from the Shareholders for the proposed amendments to the Rules for Management of Raised Funds and the Articles of Association. It is also proposed that, at the EGM, the management of the Company be authorized to undertake all necessary procedures in connection with the aforesaid matters, including the relevant business registration changes, filing of the amended Articles of Association and other related formalities.

One of the promoters of the Company, Luoyang Mining Group Co., Ltd., was renamed Luoyang Times Resources Holdings Co., Ltd. in April 2026. In light of operational needs, the Company proposes to amend the relevant provisions of the Articles of Association. In addition, in accordance with applicable laws and regulations and the Articles of Association, and having regard to its actual circumstances, the Company proposes to amend its Rules for Management of Raised Funds.

The Directors believe that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. Please refer to Appendix to this announcement for details of the Proposed Amendments.

The Proposed Amendments are subject to the approval at the EGM. A circular containing, among other things, (i) details of the Proposed Amendments and (ii) a notice of the EGM is expected to be despatched to the Shareholders in due course. The Shareholders and potential investors of the Company should refer to the circular for further information.

DEFINITIONS

Unless the context otherwise requires, the following expressions in this announcement shall have the following meanings:

"2023 Annual Report"	the annual report of the Company for the year ended 31 December 2023 published on 25 April 2024
"EGM"	the 2026 first extraordinary general meeting of the Company (and any adjournment thereof) to be held at 1:30 p.m. on Thursday, 20 August 2026 at Suzhou Hall, 3rd Floor, River Wing, Pudong Shangri-La, 33 Fucheng Road, Pudong New Area, Shanghai, the PRC
"Articles of Association"	the articles of association of the Company
"A Share(s)"	domestic share(s) with a nominal value of RMB0.20 each issued by the Company which are listed on the SSE and traded in RMB (stock code: 603993)
"A Shareholder(s)"	holder(s) of A Shares
"H Share(s)"	overseas listed foreign share(s) with a nominal value of RMB0.20 each in the share capital of the Company which are listed on the main board of the Stock Exchange and are traded in Hong Kong dollars (stock code: 03993)
"H Shareholder(s)"	holder(s) of H Shares
"Agreements"	the CATL Product Sales and Procurement Framework Agreement and the KFM Product Sales and Procurement Framework Agreement
"Company"	CMOC Group Limited* (洛陽欒川鉬業集團股份有限公司), a joint stock company incorporated in the PRC with limited liability, the A Shares and H Shares of which are listed on the SSE and the Stock Exchange, respectively
"CMOC Limited"	CMOC Limited, a company incorporated in Hong Kong with limited liability, which is a wholly-owned subsidiary of the Company as at the date of this announcement
"CMOC Limited Group"	CMOC Limited and its subsidiaries
"CMOC HK"	China Molybdenum (Hong Kong) Company Limited, a company incorporated in Hong Kong with limited liability, which is a wholly-owned subsidiary of the Company as at the date of this announcement

"CMOC HK Group"	CMOC HK and its subsidiaries
"Schmoke"	Schmoke (Shanghai) International Trading Co., Ltd., a company incorporated in the PRC with limited liability, which is a wholly-owned subsidiary of the Company as at the date of this announcement
"Schmoke Group"	Schmoke and its subsidiaries
"CMOC Group"	the Company and its subsidiaries, excluding KFM Group
"Group"	the Company and its subsidiaries
"CMOC Group Companies"	CMOC Limited Group, CMOC HK Group and Schmoke Group
"CATL"	Contemporary Amperex Technology Co., Limited
"CATL Group"	CATL and its subsidiaries, associates and affiliates
"CATL Continuing Connected Transactions"	the transactions between the CMOC Group Companies and CATL Group under the CATL Product Sales and Procurement Framework Agreement
"Existing CATL Product Sales and Procurement Framework Agreement"	the product sales and procurement framework agreement dated 26 December 2024 entered into between CMOC Limited and CATL
"CATL Product Sales and Procurement Framework Agreement"	the product sales and procurement framework agreement to be entered into between CMOC Limited, CMOC HK, Schmoke and CATL
"Director(s)"	the director(s) of the Company
"Board"	the board of Directors
"Existing Agreements"	the Existing CATL Product Sales and Procurement Framework Agreement and the Existing KFM Product Sales and Procurement Framework Agreement
"Existing KFM Product Sales and Procurement Framework Agreement"	the product sales and procurement framework agreement dated 28 October 2024 entered into by the Company, KFM Holding and KFM Mining
"EV batteries"	cells, modules, battery boxes and battery packs within EV batteries

"ESS batteries"	cells, modules, battery boxes and battery cabinets within ESS batteries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	an independent committee of the Board comprising Mr. Wang Kaiguo, Ms. Gu Hongyu and Mr. Cheng Gordon, the independent non-executive Directors, formed for the purpose of advising the Independent Shareholders in respect of the Agreements and the proposed transactions contemplated thereunder (including the proposed annual caps thereto)
"Independent Financial Adviser" or "Rainbow Capital"	Rainbow Capital (HK) Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Agreements and the proposed transactions contemplated thereunder (including the proposed annual caps thereto)
"Independent Shareholders"	Shareholders other than CATL and its associates
"IXM"	IXM Holding S.A., which is a wholly-owned subsidiary of the Company. Reference to IXM also includes its subsidiaries and affiliates
"K2 Project"	the phase II expansion of the KFM Copper and Cobalt Mine
"KFM" or "KFM Mining"	CMOC KISANFU MINING SARL, a company incorporated in Democratic Republic of the Congo with limited liability, which is a subsidiary of KFM Holding
"KFM Continuing Connected Transactions"	the transactions between CMOC Group and KFM Group under the KFM Product Sales and Procurement Framework Agreement
"KFM Copper and Cobalt Mine"	Kisanfu Copper and Cobalt Mine Area located in Congo (DRC)
"KFM Group"	KFM Holding and its subsidiaries
"KFM Holding"	KFM Holding Limited, a company incorporated in Hong Kong with limited liability, which is ultimately controlled as to 75% and 25% by the Company and CATL, respectively, as at the date of this announcement

"KFM Product Sales and Procurement Framework Agreement"	the product sales and procurement framework agreement to be entered into by the Company and KFM Holding
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"LME"	London Metal Exchange
"PRC" or "China"	the People's Republic of China (for the purposes of this announcement, excluding Hong Kong and the Macau Special Administrative Region of the PRC and Taiwan)
"Proposed Amendments"	the proposed amendments to the Rules for Management of Raised Funds and the Articles of Association
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of The Laws of Hong Kong)
"Share(s)"	A Share(s) and H Share(s)
"Shareholder(s)"	holder(s) of Shares, including both A Shareholder(s) and H Shareholder(s)
"SSE"	the Shanghai Stock Exchange
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"US"	The United States of America
"US$"	United States dollars, the lawful currency of the United States of America
"%"	per cent

In addition, the terms "associate", "connected person", "connected subsidiary(ies)", "connected transaction", "continuing connected transaction", "controlling shareholder", "percentage ratio(s)", "subsidiary(ies)" and "substantial shareholder" shall have the meanings ascribed to them under the Listing Rules.

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

Luoyang City, Henan Province, the People's Republic of China,
31 July 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*

Appendix - Details of the Proposed Amendments

<table>
<tr><th colspan="2">Articles of Association</th></tr>
<tr><th>Before amendment</th><th>After amendment</th></tr>
<tr><td>Article 2

…

The sponsors of the Company are Luoyang Mining Group Co., Ltd. and Cathay Fortune Corp Group Co., Ltd.</td><td>Article 2

…

The sponsors of the Company are Luoyang Times Resources Holdings Co., Ltd. (former name: Luoyang Mining Group Co., Ltd.) and Cathay Fortune Corp Group Co., Ltd.</td></tr>
<tr><td>Article 20

The total amount of ordinary shares that the Company is approved to issue is 736,842,105. The number of shares issued to the sponsors at the time of establishment is 700,000,000, with the par value of each share being RMB1, of which 357,000,000 shares are subscribed by Luoyang Mining Group Co., Ltd. and 343,000,000 shares are subscribed by Cathay Fortune Corp Group Co., Ltd. The above shares are all ordinary shares.

…

In September 2006, Luoyang China Molybdenum Investment Co., Ltd. transferred 26,157,895 shares of its shares of the Company to Luoyang Mining Group Co., Ltd. and 10,684,210 shares to Cathay Fortune Corp Group Co., Ltd.</td><td>Article 20

The total amount of ordinary shares that the Company is approved to issue is 736,842,105. The number of shares issued to the sponsors at the time of establishment is 700,000,000, with the par value of each share being RMB1, of which 357,000,000 shares are subscribed by Luoyang Times Resources Holdings Co., Ltd. and 343,000,000 shares are subscribed by Cathay Fortune Corp Group Co., Ltd. The above shares are all ordinary shares.

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<tr><td>Article 21

Names of the promoters of the Company, the number of shares subscribed, the methods of contribution and time of contribution are as follows:

<table>
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</table></td></tr>
</table>

Rules for Management of Raised Funds	
Before amendment	**After amendment**
Article 2 The raised fund under this system means the fund raised by a listed company from investors through the issuance of shares and derivative products thereof, and used for specific purposes. Fund raised shall be subject to the verification and issuance of a capital verification report by a qualified accounting firm engaged in securities business.	Article 2 The raised fund under this system means the fund raised by a listed company from investors through the issuance of shares and derivative products thereof, and used for specific purposes. Fund raised shall be subject to the verification and issuance of a capital verification report by a qualified accounting firm engaged in securities business. **For the fund raised by the Company overseas, relevant overseas laws and regulations and the regulatory rules of the relevant securities market shall apply. In respect of the H Shares of the Company listed on The Stock Exchange of Hong Kong Limited, the use and management of the fund raised from H Shares shall comply with the Securities and Futures Ordinance of Hong Kong, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the relevant regulations issued by the Securities and Futures Commission of Hong Kong.**
Article 26 The **audit committee of the Board** or one half or more of the independent Directors may engage certified public accountants to conduct a special audit on the deposit and use of the Raised Funds and issue an assurance report. The Company shall actively cooperate and bear the necessary costs. The Board shall, within two trading days after receiving the assurance report stipulated in the preceding paragraph, report to and make an announcement with The Shanghai Stock Exchange. If the assurance report concludes that there are any violations in the Company's management and use of the Raised Funds, the Board shall also announce the violations in respect of the deposit and use of the Raised Funds, the actual or potential consequences, and the measures that have been or are proposed to be taken.	Article 26 The **Audit and Risk Committee** of the Board or one half or more of the independent Directors may engage certified public accountants to conduct a special audit on the deposit and use of the Raised Funds and issue an assurance report. The Company shall actively cooperate and bear the necessary costs. The Board shall, within two trading days after receiving the assurance report stipulated in the preceding paragraph, report to and make an announcement with The Shanghai Stock Exchange. If the assurance report concludes that there are any violations in the Company's management and use of the Raised Funds, the Board shall also announce the violations in respect of the deposit and use of the Raised Funds, the actual or potential consequences, and the measures that have been or are proposed to be taken.
Article 31 These rules shall be subject to the interpretation by the Board**, and relevant amendments shall be submitted to General meetings for consideration and approval.**	Article 31 These rules **are formulated by the General meetings, any subsequent amendments thereof shall be considered and approved by the Board, and the foregoing** shall be subject to the interpretation **and implementation by the Board.**