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洛 阳 钼 业
洛 陽 樂 川 鉬 業 集 團 股 份 有 限 公 司
CMOC Group Limited*

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 03993)

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

I. INTRODUCTION

We refer to the announcements of CMOC Group Limited* (the “**Company**”) dated 13 July 2021 and 16 December 2021, respectively, in relation to the Company’s plan for the repurchase of A shares through centralized bidding (phase II) (the “**A Share Repurchase Plan (Phase II)**”) and its implementation results.

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

As of the date of this announcement, there are still 99,999,964 A shares remaining in the Company’s dedicated repurchase securities account, which were repurchased between 1 September 2021 and 16 December 2021 under the A Share Repurchase Plan (Phase II), and the 36-month period for utilising such shares will expire soon.

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

On 28 October 2024, the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company has resolved, among other things, to cancel all the 99,999,964 repurchased A shares of the Company under the A Share Repurchase Plan (Phase II) held in the aforesaid dedicated repurchase securities account in accordance with the law (the “**Proposed Cancellation**”). Upon completion of the Proposed Cancellation and assuming there is no other change to the issued shares of the Company, the total number of issued shares of the Company will be reduced from 21,599,240,583 shares to 21,499,240,619 shares.

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

III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 28 October 2024, the Board has also resolved, among other things, to seek approval from the shareholders of the Company (the “**Shareholders**”) for the proposed amendments to the articles of associations of the Company (the “**Articles of Association**”), to (i) reflect the change in the registered capital of the Company upon completion of the Proposed Cancellation; and (ii) make some other housekeeping changes (the “**Proposed Amendments**”). Details of the Proposed Amendments are set out in the Appendix to this announcement.

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

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

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

Luoyang City, Henan Province, PRC, 28 October 2024

As at the date of this announcement, the Company’s executive directors are Mr. Sun Ruiwen and Mr. Li Chaochun; the Company’s non-executive directors are Mr. Yuan Honglin, Mr. Lin Jiuxin and Mr. Jiang Li; and the Company’s independent non-executive directors are Mr. Wang Kaiguo, Ms. Gu Hongyu and Mr. Cheng Gordon.

* For identification purpose only

Appendix - Details of the Proposed Amendments

Articles of Association	
Before amendment	After amendment
<p>Article 3</p> <p>On 8 March 2007, upon approval by China Securities Regulatory Commission (the “CSRC”), the Company initially issued to the public 1,191,960,000 H shares (the Company’s shares listed on The Stock Exchange of Hong Kong Limited) (including the over-allotted shares), which were listed on The Stock Exchange of Hong Kong Limited (the “SEHK”) on 26 April 2007. On 13 July 2012, upon approval by the CSRC, the Company initially issued 200,000,000 RMB denominated ordinary shares to the public, which were listed on the Shanghai Stock Exchange on 9 October 2012. On 2 December 2014, upon approval by the CSRC, the Company publicly issued 4,900,000 lots of RMB-denominated ordinary shares (hereinafter referred to as “A Shares”) Convertible Corporate Bonds at RMB100 each, amounting to RMB4.9 billion in aggregate, in which RMB4,854,442,000 of the Convertible Corporate Bonds were converted into shares of the Company from 2 June 2015 to 9 July 2015, a total of 552,895,708 shares were converted.</p> <p>Upon approval of the issue of bonus shares by way of capitalisation of the capital reserve for the 2015 interim period at the 2015 first extraordinary shareholders’ general meeting of the Company held on 30 October 2015, based on its total share capital of 5,629,066,233 shares as at 31 July 2015, the Company issued a total of 11,258,132,466 bonus shares to its Shareholders by way of capitalisation of the capital reserve of the Company on the basis of twenty (20) bonus shares for every ten (10) existing shares. Upon completion of the capitalisation of capital reserve, the total share capital is 16,887,198,699 shares.</p>	<p>Article 3</p> <p>On 8 March 2007, upon approval by China Securities Regulatory Commission (the “CSRC”), the Company initially issued to the public 1,191,960,000 H shares (the Company’s shares listed on The Stock Exchange of Hong Kong Limited) (including the over-allotted shares), which were listed on The Stock Exchange of Hong Kong Limited (the “SEHK”) on 26 April 2007. On 13 July 2012, upon approval by the CSRC, the Company initially issued 200,000,000 RMB denominated ordinary shares to the public, which were listed on the Shanghai Stock Exchange on 9 October 2012.</p>

Articles of Association	
Before amendment	After amendment
<p>On 15 June 2017, upon approval by the CSRC, the Company non-publicly issued 4,712,041,884 A shares. Upon completion of additional shares registration on 24 July, the total share capital amounted to 21,599,240,583 shares.</p>	
<p>Article 6</p> <p>Upon the completion of the non-public issuance of A shares for 2017, the registered capital of the Company amounts to RMB4,319,848,116.60.</p>	<p>Article 6</p> <p>The registered capital of the Company amounts to RMB4,299,848,123.8.</p>
<p>Article 8</p> <p>The legal representative of the Company shall be the chairman of its board of directors.</p>	<p>Article 8</p> <p>The legal representative of the Company shall be a director or manager who transacts corporate business on behalf of the Company, in which case such director or manager that resigns as the legal representative shall be deemed to have resigned as the legal representative at the same time. Upon resignation by such legal representative, the Company shall identify a new legal representative within 30 days from the date of the resignation of such legal representative.</p>

Articles of Association	
Before amendment	After amendment
<p>Article 21</p> <p>The total shares of the Company amounted to 21,599,240,583 shares. The current structure of the Company's share capital is as follows: 21,599,240,583 issued ordinary shares of the Company, with a par value of RMB0.2 per share, of which 17,665,772,583 shares are A Shares, representing 81.79% of the total issued ordinary shares of the Company, and 3,933,468,000 shares are H shares, representing 18.21% of the total issued ordinary shares of the Company.</p> <p>As considered and approved by the Shareholders' general meeting and approved by the securities regulatory authorities of the State Council, the Company has split one RMB-denominated shares with a par value of RMB1 per share into five shares with a par value of RMB0.2 per share. On 28 March 2007, upon approval of the securities regulatory authorities of the State Council, the Company initially issued to the public 1,191,960,000 H shares (including the over-allotted shares) with a par value of RMB0.2 per share, which were listed on the main board of The Stock Exchange of Hong Kong Limited on 26 April 2007.</p> <p>Upon its initial offering of H shares, the Company's structure of share capital is as follows: 4,876,170,525 ordinary shares, in which 1,311,156,000 shares are held by holders of H shares, representing 26.89% of the total ordinary shares of the Company.</p> <p>Upon completion of the issue of A Shares, the Company's structure of share capital is as follows: 5,076,170,525 ordinary shares, in which 1,311,156,000 shares are held by holders of H shares, representing 25.83% of the total ordinary shares of the Company.</p>	<p>Article 21</p> <p>The total shares of the Company amounted to 21,499,240,619 shares. The current structure of the Company's share capital is as follows: 21,499,240,619 issued ordinary shares of the Company, with a par value of RMB0.2 per share, of which 17,565,772,619 shares are A Shares, representing 81.70% of the total issued ordinary shares of the Company, and 3,933,468,000 shares are H shares, representing 18.30% of the total issued ordinary shares of the Company.</p> <p>.....</p> <p>.....</p>

Articles of Association	
Before amendment	After amendment
<p>Upon the completion of the conversion of A Share Convertible Corporate Bonds, the Company's structure of share capital is as follows: 5,629,066,233 ordinary shares, in which 1,311,156,000 shares are held by holders of H shares, representing 23.29% of the total ordinary shares of the Company.</p> <p>Upon the completion of the issue of bonus shares by way of capitalisation of capital reserve for the 2015 interim period, the Company's share capital structure is as follows: 16,887,198,699 ordinary shares, of which 3,933,468,000 shares are held by holders of H shares, representing 23.29% of the total ordinary shares of the Company.</p> <p>On 15 June 2017, upon approval by the CSRC, the Company non-publicly issued 4,712,041,884 A Shares. Upon completion of additional shares registration on 24 July, the total share capital amounted to 21,599,240,583 shares.</p> <p>.....</p>	