

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**POLL RESULTS OF
THE 2024 ANNUAL GENERAL MEETING,
THE 2025 FIRST CLASS MEETING OF A SHAREHOLDERS
AND
THE 2025 FIRST CLASS MEETING OF H SHAREHOLDERS
HELD ON 30 MAY 2025
PAYMENT OF FINAL DIVIDEND
APPOINTMENT OF EXECUTIVE DIRECTORS
RESIGNATION OF NON-EXECUTIVE DIRECTOR AND
CHAIRMAN OF THE BOARD
AND
CHANGE OF AUTHORISED REPRESENTATIVE**

The 2024 annual general meeting (the “AGM”), the 2025 first class meeting of A Shareholders (the “Class Meeting of A Shareholders”) and the 2025 first class meeting of H Shareholders (the “Class Meeting of H Shareholders”) (collectively, the “Meetings”) of CMOC Group Limited (the “Company”) were held on Friday, 30 May 2025 at International Hotel Luoyang, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC. Unless otherwise indicated, capitalized terms used in this announcement have the same meanings as those defined in the circular of the Company dated 28 April 2025 (the “Circular”).

I. ATTENDANCE OF THE MEETINGS

(1) Attendance of the AGM

The number of issued Shares as at the date of the AGM was 21,499,240,619 Shares, which is the total number of Shares entitling the Shareholders to attend and vote for or against any of the resolutions proposed at the AGM. Online voting method was provided to A Shareholders at the AGM.

Shareholders and authorised proxies holding an aggregate of 13,516,493,507 Shares, representing approximately 63.18% of the total issued Shares, were present at the AGM. Among those Shareholders, A Shareholders and authorised proxies holding an aggregate of 11,872,268,852 A Shares, representing approximately 55.49% of the total issued Shares, were present at the AGM; H Shareholders and authorised proxies holding an aggregate of 1,644,224,655 H Shares, representing approximately 7.69% of the total issued Shares, were present at the AGM.

(2) Attendance of the Class Meeting of A Shareholders

The number of issued A Shares of the Company as at the date of the Class Meeting of A Shareholders was 17,565,772,619 Shares, being the total number of A Shares entitling the A Shareholders to attend and vote for or against any of the resolutions proposed at the Class Meeting of A Shareholders. Online voting method was provided to A Shareholders at the Class Meeting of A Shareholders.

A Shareholders and authorised proxies holding an aggregate of 11,872,268,852 A Shares, representing approximately 67.99% of the total issued A Shares, were present at the Class Meeting of A Shareholders.

(3) Attendance of the Class Meeting of H Shareholders

The number of issued H Shares of the Company as at the date of the Class Meeting of H Shareholders was 3,933,468,000 Shares, being the total number of H Shares entitling the H Shareholders to attend and vote for or against any of the resolutions proposed at the Class Meeting of H Shareholders.

H Shareholders and authorised proxies holding an aggregate of 1,644,224,655 H Shares, representing approximately 41.80% of the total issued H Shares, were present at the Class Meeting of H Shareholders.

There were no Shares entitling the holders to attend and abstain from voting in favour of resolutions at the AGM and the Class Meeting of H Shareholders under Rule 13.40 of the Hong Kong Listing Rules.

No Shareholder was required under the Hong Kong Listing Rules to abstain from voting on any of the resolutions at the AGM and the Class Meeting of H Shareholders and none of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM and the Class Meeting of H Shareholders.

The holding of the Meetings was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association. The Meetings were chaired by Mr. Yuan Honglin, the Chairman of the Board.

II. VOTING RESULTS OF THE MEETINGS

(1) Voting results of the AGM

All resolutions were considered and passed at the AGM by way of open ballot of one share for one vote, and the voting results are as follows:

ORDINARY RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
1.	“To receive and consider the Proposal on the Report of the Board of Directors of the Company for the Year 2024.”	13,466,989,514 (99.63375%)	41,540,393 (0.30733%)	7,963,600 (0.05892%)
2.	“To receive and consider the Proposal on the Report of the Supervisory Committee of the Company for the Year 2024.”	13,474,112,014 (99.68645%)	34,390,593 (0.25443%)	7,990,900 (0.05912%)
3.	“To receive and consider the Proposal on the Annual Report of the Company for the Year 2024.”	13,474,104,314 (99.68639%)	37,971,293 (0.28093%)	4,417,900 (0.03268%)
4.	“To receive and consider the Proposal on the Financial Report and Financial Statements of the Company for the Year 2024.”	13,456,702,119 (99.55764%)	51,713,188 (0.38259%)	8,078,200 (0.05977%)
5.	“To consider and approve the Profit Distribution Plan of the Company for the Year 2024.”	13,506,646,695 (99.92715%)	5,496,812 (0.04067%)	4,350,000 (0.03218%)
6.	“To consider and approve the Proposal on the Appointment of the External Auditors of the Company for the Year 2025.”	13,434,045,634 (99.39002%)	77,363,473 (0.57236%)	5,084,400 (0.03762%)
7.	“To consider and approve the Proposal on the Company’s Purchase of Structured Deposit with Internal Idle Fund.”	12,478,132,524 (92.31783%)	1,028,884,269 (7.61206%)	9,476,714 (0.07011%)
8.	“To consider and approve the Proposal on the Company’s Purchase of Wealth Management or Entrusted Wealth Management Products with Internal Idle Fund.”	13,503,492,094 (99.90381%)	8,214,313 (0.06077%)	4,787,100 (0.03542%)

SPECIAL RESOLUTIONS		For	Against	Abstain
9.	“To consider and approve the Proposal on the Forecast of the Amount of External Guarantee for the Year 2025 of the Company.”	12,318,806,651 (91.13907%)	1,184,296,333 (8.76186%)	13,390,523 (0.09907%)
10.	“To consider and approve the Proposal on the Grant of Authorization to the Board of Directors of the Company (the “ Board ”) to Decide on Issuance of Debt Financing Instruments.”	12,587,595,091 (93.12767%)	924,018,916 (6.83623%)	4,879,500 (0.03610%)
ORDINARY RESOLUTIONS		For	Against	Abstain
11.	“To consider and approve the Proposal on Forfeiture of Uncollected Dividend of H Shareholders for the Year 2017.”	13,506,846,714 (99.92863%)	4,663,693 (0.03450%)	4,983,100 (0.03687%)
12.	“To consider and approve the Proposal on the Authorization to the Board to Deal with the Distribution of Interim Dividend and Quarterly Dividend for the Year 2025.”	13,506,967,302 (99.92952%)	5,202,605 (0.03849%)	4,323,600 (0.03199%)
SPECIAL RESOLUTIONS		For	Against	Abstain
13.	“To consider and approve the Proposal on the Grant of a General Mandate to the Board for Issuance of Additional A Shares and/or H Shares.”	12,233,727,895 (90.50963%)	1,276,184,512 (9.44168%)	6,581,100 (0.04869%)
14.	“To consider and approve the Proposal on the Grant of a General Mandate to the Board for Repurchase of H Shares.”	13,506,983,173 (99.92964%)	3,335,334 (0.02468%)	6,175,000 (0.04568%)
15.	“To consider and approve the Proposal on Cancellation of Repurchased Shares and Reduction of Registered Capital of the Company.”	13,509,165,723 (99.94579%)	2,726,284 (0.02017%)	4,601,500 (0.03404%)
16.	“To consider and approve the Proposal on Change of Registered Capital and Amendments to the Articles of Association of the Company.”	13,503,048,209 (99.90053%)	2,608,784 (0.01930%)	10,836,514 (0.08017%)

ORDINARY RESOLUTIONS		For	Against	Abstain
17.	“To consider and approve the Proposal on the Addition of the Executive Directors of the Seventh Session of the Board of the Company.”			
	17.01 “To consider and approve the proposed addition of Mr. Que Chaoyang as the executive Director of the seventh session of the Board of the Company.”	13,394,838,504 (99.09995%)	115,615,436 (0.85537%)	6,039,567 (0.04468%)
	17.02 “To consider and approve the proposed addition of Mr. Liu Jianfeng as the executive Director of the seventh session of the Board of the Company.”	13,395,045,804 (99.10148%)	115,614,136 (0.85536%)	5,833,567 (0.04316%)

(2) Voting results of the Class Meeting of A Shareholders

The resolutions at the Class Meeting of A Shareholders were put to the vote by way of open ballot of one share for one vote. The poll results of the resolutions at the Class Meeting of A Shareholders are as follows:

SPECIAL RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
1.	“To consider and approve the Proposal on Cancellation of Repurchased Shares and Reduction of Registered Capital of the Company.”	11,868,514,068 (99.96837%)	2,726,284 (0.02296%)	1,028,500 (0.00866%)
2.	“To consider and approve the Proposal on Change of Registered Capital and Amendments to the Articles of Association of the Company.”	11,865,292,168 (99.94124%)	2,608,784 (0.02197%)	4,367,900 (0.03679%)

(3) Voting results of the Class Meeting of H Shareholders

The resolutions at the Class Meeting of H Shareholders were put to the vote by way of open ballot of one share for one vote. The poll results of the resolutions at the Class Meeting of H Shareholders are as follows:

SPECIAL RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
1.	“To consider and approve the Proposal on Cancellation of Repurchased Shares and Reduction of Registered Capital of the Company.”	1,639,032,655 (100.00000%)	- (0.00000%)	- (0.00000%)
2.	“To consider and approve the Proposal on Change of Registered Capital and Amendments to the Articles of Association of the Company.”	1,636,134,041 (99.82315%)	- (0.00000%)	2,895,614 (0.17667%)

In calculating the voting results of the resolutions, there were no Shares actually voted but excluded.

Two representatives from the Shareholders, a representative from Shanghai Llinks Law Offices, a representative from Deloitte Touche Tohmatsu Certified Public Accountants LLP and a Supervisor of the Company were appointed as the joint scrutineers for the vote-taking and vote-calculating at the aforesaid Meetings.

Deloitte Touche Tohmatsu Certified Public Accountants LLP, the external auditor of the Company, acted as a joint scrutineer and compared the poll results summary to the poll forms collected and provided by the Company. The work performed by Deloitte Touche Tohmatsu Certified Public Accountants LLP in this respect did not constitute an assurance engagement in accordance with the China Standards on Auditing (中國註冊會計師審計準則), the China Standards on Review Engagements (中國註冊會計師審閱準則) or the China Standards on Other Assurance Engagements (中國註冊會計師其他鑒證業務準則) nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

The executive Director Mr. Sun Ruiwen; the non-executive Directors Mr. Yuan Honglin, Mr. Lin Jiuxin and Mr. Jiang Li; and the independent non-executive Directors Mr. Wang Kaiguo, Ms. Gu Hongyu and Mr. Cheng Gordon attended the Meetings either in person or by electronic means.

III. ATTESTATION BY LAWYER

The aforesaid Meetings were attested by Shanghai Llinks Law Offices, which issued a legal opinion certifying that the convening and procedures of the Meetings, the qualification of the attendees, the qualification of the convener, and the voting procedures and results were in compliance with the relevant PRC laws and regulations and the Articles of Association. The resolutions passed at the Meetings were lawful and valid.

IV. PAYMENT OF THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2024

The Board wishes to inform the H Shareholders of the details of the payment of the Final Dividend as follows:

The Company will pay a Final Dividend of RMB0.255 per Share (tax inclusive) for the year ended 31 December 2024 to H Shareholders whose names appeared on the register of members of H Shares of the Company (the “**H Shares Register of Members**”) on Thursday, 26 June 2025 (the “**Reference Date**”). The actual amount of H Shares Final 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 Friday, 30 May 2025, the date of the AGM at which the Final Dividend is declared, (i.e. RMB0.91751 against HK\$1.00), being a cash dividend of HK\$0.27793 per H Share (tax inclusive).

Tax

In accordance with the “Enterprise Income Tax Law of the People’s Republic of China” (《中華人民共和國企業所得稅法》) and the “Rules for the Implementation of Enterprise Income Tax Law of the People’s Republic of China” (《中華人民共和國企業所得稅法實施條例》), both implemented on 1 January 2008 and the “Notice on Issues in Relation to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Resident Enterprises to Overseas Non-resident Enterprise Holders of H Shares” (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外 H 股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897 號)) promulgated on 6 November 2008, the Company is obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise Shareholders at a tax rate of 10%, when the Company distributes annual dividend to non-resident enterprise Shareholders whose names appear on the H Shares Register of Members on the Reference Date. As such, any H Shares registered in the name of non-individual Shareholder, including H shares registered in the name of HKSCC Nominees Limited, and other nominees, trustees, or other organizations and group, shall be deemed to be H Shares held by non-resident enterprise Shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon. Non-resident enterprise Shareholders may wish to apply for a tax refund (if any) in accordance with the relevant requirements, such as tax agreements (arrangements), upon receipt of any dividends.

In accordance with the “Notice on Certain Issues Concerning the Policies of Individual Income Tax” (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020 號)) promulgated by the PRC Ministry of Finance and the State Administration of Taxation on 13 May 1994, overseas individuals are, as an interim measure, exempted from the PRC individual income tax for dividends or bonuses received from foreign-invested enterprises. Furthermore, the competent tax authority of the Company confirmed that the relevant requirements under the “Notice on Certain Issues Concerning the Policies of Individual Income Tax” (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020 號)) are applicable to the Company, and the Company will not be required to withhold and pay any individual income tax on behalf of individual Shareholders when the Company distributes the Final Dividend to individual Shareholders whose names appear on the H Shares Register of Members.

Pursuant to the “Notice on Relevant Taxation Policies Concerning the Pilot Interconnected Mechanism for Trading on the Shanghai Stock Market and the Hong Kong Stock Market” (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) promulgated on 17 November 2014:

- For mainland individual investors who invest in the H Shares via the Shanghai-Hong Kong Stock Connect, the Company will withhold individual income tax at the rate of 20% in the distribution of the Final Dividend. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Corporation Limited for tax credit relating to the withholding tax already paid abroad. For mainland securities investment funds that invest in the H Shares via the Shanghai-Hong Kong Stock Connect, the Company will withhold individual income tax in the distribution of the Final Dividend pursuant to the foregoing provisions; and
- For mainland corporate investors that invest in the H Shares via the Shanghai-Hong Kong Stock Connect, the Company will not withhold the income tax in the distribution of the Final Dividend and the mainland corporate investors shall file the tax returns on their own.

H Shareholders are recommended to consult their tax advisors regarding the relevant tax laws and regulations in the PRC, Hong Kong and other countries on the dividend payment by the Company and on the taxation implications of holding and dealing in the H Shares.

In order to determine the list of H Shareholders who are entitled to receive the Final Dividend, the H Shares Register of Members will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025 (both days inclusive), during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Shares Register of Members on the Reference Date (i.e. Thursday, 26 June 2025) will be entitled to receive the Final Dividend. In order for the H Shareholders to qualify for receiving the Final Dividend, H Shareholders whose H Shares are not registered in their names should complete and lodge their respective instruments of transfer together with the relevant H Share certificates with Computershare Hong Kong Investor Services Limited, the Company’s H Share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Friday, 20 June 2025.

The Company will appoint a receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent the Final Dividend declared for payment to H Shareholders. The Final Dividend will be paid by the Receiving Agent on Friday, 18 July 2025. The cheques will be dispatched to H Shareholders by ordinary post at their own risk.

An announcement regarding the details of payment of Final Dividend to A Shareholders and relevant matters will be published on the website of the Shanghai Stock Exchange (www.sse.com.cn).

V. APPOINTMENT OF EXECUTIVE DIRECTORS

Immediately following the passing of the above ordinary resolutions numbered 17.01 and 17.02 by the Shareholders at the AGM, the Board is pleased to announce that Mr. Liu Jianfeng and Mr. Que Chaoyang have been appointed as executive Directors of the seventh session of the Board.

The terms of office of Mr. Liu Jianfeng and Mr. Que Chaoyang shall commence from the date of conclusion of the AGM until the conclusion of the 2026 annual general meeting of the Company. For their biographical details and other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, please refer to the Circular and the announcement of the Company dated 25 April 2025. As of the date of this announcement, such information remains unchanged.

VI. RESIGNATION OF NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD

Reference is made to the announcement of the Company dated 25 April 2025. Due to devoting more time to family and personal interests, Mr. Li Chaochun (“**Mr. Li**”) has submitted his resignation to the Board, requesting to resign from his positions as the vice chairman of the Board, executive Director, member of the strategic and sustainable committee, and chief investment officer, and his resignation has become effective on 25 April 2025. In addition, due to personal work reasons, Mr. Yuan Honglin (“**Mr. Yuan**”) has submitted his resignation to the Board, requesting to resign from his positions as the chairman of the Board, non-executive Director, and members of the relevant special committees, and his resignation will become effective upon the approval of the resolution to appoint additional Directors to fill the vacancies at the shareholder’s meeting of the Company.

Mr. Yuan has confirmed that he has no disagreement with the Board, and there is no matter that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its appreciation to Mr. Yuan for his valuable efforts and contribution to the Company during his tenure of office.

VII. CHANGE OF AUTHORISED REPRESENTATIVE

The Board announces that Mr. Yuan has resigned as the authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Hong Kong Listing Rules, with effect from 30 May 2025.

The Board further announces that Mr. Liu Jianfeng has been appointed as the Authorised Representative with effect from 30 May 2025. Immediately following the above changes, the Authorised Representatives are Mr. Liu Jianfeng and Ms. Ng Sau Mei, the joint company secretary of the Company.

By Order of the Board
CMOC Group Limited*
Liu Jianfeng
Executive Director

Luoyang City, Henan Province, the People’s Republic of China, 30 May 2025

As at the date of this announcement, the executive Directors are Mr. Liu Jianfeng, Mr. Sun Ruiwen and Mr. Que Chaoyang; the non-executive Directors are Mr. Lin Jiuxin and Mr. Jiang Li; and the independent non-executive Directors are Mr. Wang Kaiguo, Ms. Gu Hongyu and Mr. Cheng Gordon.

* *For identification purposes only*