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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)

**APPOINTMENT OF THE CHAIRMAN OF THE BOARD
ADJUSTMENT TO MEMBERS OF BOARD COMMITTEES
ADJUSTMENT TO MEMBERS OF
INVESTMENT COMMITTEE OF THE COMPANY
APPOINTMENT OF SENIOR MANAGEMENT MEMBER
OF THE COMPANY
PURCHASE OF STRUCTURED DEPOSIT WITH
INTERNAL IDLE FUND
PURCHASE OF WEALTH MANAGEMENT OR
ENTRUSTED WEALTH MANAGEMENT PRODUCTS
WITH INTERNAL IDLE FUND
EXTERNAL GUARANTEE
AND
ISSUANCE OF DEBT FINANCING INSTRUMENTS**

I. APPOINTMENT OF THE CHAIRMAN OF THE BOARD

The Board is pleased to announce that, on 30 May 2025, the seventh session of the Board held its third extraordinary meeting and Mr. Liu Jianfeng, a newly elected executive Director, has been elected as the chairman of the Board of the Company, until the date of the 2026 AGM.

The biography of Mr. Liu Jianfeng was set out in the circular of the Company dated 28 April 2025.

II. ADJUSTMENT TO MEMBERS OF BOARD COMMITTEES

On 30 May 2025, the seventh session of Board held its third extraordinary meeting and resolved that the composition of the Board committees is adjusted as follows with effect from 30 May 2025, until the date of the 2026 AGM.

(i) Audit and Risk Committee comprises the following Directors:

Ms. Gu Hongyu (*independent non-executive Director*) (*Chairman*)
Mr. Cheng Gordon (*independent non-executive Director*)
Mr. Wang Kaiguo (*independent non-executive Director*)

(ii) Nomination and Governance Committee comprises the following Directors:

Mr. Wang Kaiguo (*independent non-executive Director*) (*Chairman*)
Mr. Liu Jianfeng (*executive Director*) (*Vice Chairman*)
Ms. Gu Hongyu (*independent non-executive Director*)
Mr. Cheng Gordon (*independent non-executive Director*)

(iii) Remuneration Committee comprises the following Directors:

Mr. Wang Kaiguo (*independent non-executive Director*) (*Chairman*)
Ms. Gu Hongyu (*independent non-executive Director*)
Mr. Liu Jianfeng (*executive Director*)

(iv) Strategic and Sustainability Committee comprises the following Directors:

Mr. Liu Jianfeng (*executive Director*) (*Chairman*)
Mr. Sun Ruiwen (*executive Director*)
Mr. Que Chaoyang (*executive Director*)
Mr. Lin Jiuxin (*non-executive Director*)
Mr. Jiang Li (*non-executive Director*)
Mr. Wang Kaiguo (*independent non-executive Director*)

III. ADJUSTMENT TO MEMBERS OF INVESTMENT COMMITTEE OF THE COMPANY

The Board is pleased to announce that, on 30 May 2025, the seventh session of the Board held its third extraordinary meeting and resolved to adjust the composition of the Investment Committee of the Company as follows:

Mr. Liu Jianfeng (*executive Director*) (*Chairman*)

Mr. Sun Ruiwen (*executive Director*)

Mr. Que Chaoyang (*executive Director*)

Mr. Chen Xingyao (*vice president and chief financial officer*)

Mr. Xu Hui (*board secretary and joint company secretary*)

IV. APPOINTMENT OF SENIOR MANAGEMENT MEMBER OF THE COMPANY

The Board is pleased to announce that, on 30 May 2025, the seventh session of the Board held its third extraordinary meeting and resolved to approve the appointment of Mr. Chen Xingyao as the vice president and chief financial officer of the Company with a term until the date of the 2026 AGM.

The biographical details of Mr. Chen Xingyao are set out as follows:

Mr. Chen Xingyao, graduated from Beihang University (北京航空航天大學) with a master's degree in materials science, obtained an MBA from the School of Economics and Management at Tsinghua University (清華大學), an EMBA from China Europe International Business School (中歐國際工商學院), and is a certified public accountant. Since 2002, he has held various positions including assistant president of New Hope Investment Co., Ltd.* (新希望投資有限公司), chief financial officer of Shandong New Hope Liuhe Group Co., Ltd. (山東新希望六和集團有限公司), chairman and president of Hope Financial* (希望金融), and vice president and chief financial officer of New Hope Liuhe Co., Ltd. (新希望六和股份有限公司, a company with its shares listed on the Shenzhen Stock Exchange, stock code: 000876). He joined the Company in April 2025 and currently serves as an independent director and chairperson of the audit committee of JD Health International Inc. (京東健康股份有限公司, a company with its shares listed on the Hong Kong Stock Exchange, stock code: 06618). He possesses extensive experience in financial system construction and operations, domestic and international capital planning, and industrial sector resource integration.

The Board hereby warmly welcomes Mr. Chen Xingyao to his new role.

V. PURCHASE OF STRUCTURED DEPOSIT WITH INTERNAL IDLE FUND

We refer to the announcement of the Company dated 30 May 2025 in relation to the poll results of the AGM, upon the approval of the Shareholders at the AGM and according to the actual business needs of the Company, the Board agreed to authorize the chairman of the Board or the chief financial officer of the Company to deal specifically with the matters of purchase of structured deposit with internal idle fund within the scope of the authorization of the AGM. Such authorization will take effect until the date of the 2025 AGM and the details of which are as set out as follows:

1. type and amount of the deposit: the structured deposit products purchased by the Company are mainly short term products, the balance cap of the unmatured structured deposit products shall not exceed RMB10 billion (or equivalent amount in foreign currency);
2. term of the deposit: each separate service shall not exceed 12 months;
3. validity term: shall be effective from the date of the approval of relevant resolution at the AGM to the date of convening the 2025 AGM.

VI. PURCHASE OF WEALTH MANAGEMENT OR ENTRUSTED WEALTH MANAGEMENT PRODUCTS WITH INTERNAL IDLE FUND

We refer to the announcement of the Company dated 30 May 2025 in relation to the poll results of the AGM, upon the approval of the Shareholders at the AGM and according to the actual business needs of the Company, the Board agreed to authorize the chairman of the Board or the chief financial officer of the Company to deal specifically with the matters of purchase of wealth management or entrusted wealth management products with internal idle fund within the scope of the authorization of the AGM. Such authorization will take effect until the date of the 2025 AGM and the details of which are as set out as follows:

1. size of investment: the balance cap of the unmatured wealth management or entrusted wealth management investment shall not be more than RMB10 billion (or equivalent amount in foreign currency), the funds within such cap may be used on a rolling basis;
2. investment targets: wealth management or entrusted wealth management products with high management products security and good liquidity (excluding structured deposit products);
3. validity term: from the date of the approval of relevant resolution at the AGM to the date of convening the 2025 AGM.

VII. EXTERNAL GUARANTEE

(I) PROVISION OF GUARANTEE TO WHOLLY-OWNED AND CONTROLLED SUBSIDIARIES

We refer to the announcement of the Company dated 30 May 2025 in relation to the poll results of the AGM, upon the approval of the Shareholders at the AGM and according to the actual business needs of the Company, the Board agreed to authorize the chairman of the Board or the chief financial officer of the Company to deal specifically with the matters relating to the provision of guarantee to the wholly-owned and controlled subsidiaries of the Company within the scope of the authorization of the AGM, the details of which are set out as follows:

1. amount of guarantee: the total balance cap shall not exceed RMB55.0 billion (or equivalent amount in foreign currency), among which the maximum guarantee amount for the guaranteed company with an asset-liability ratio exceeding 70% shall be RMB25.0 billion, and the maximum guarantee amount for the guaranteed company with an asset-liability ratio not exceeding 70% shall be RMB30.0 billion;
2. types of guarantee: loans applied from domestic and foreign financial institutions, bond issuance, bank's acceptance bills, electronic commercial bills, letters of guarantee, bills, letters of credit, mortgaged and pledged loans, bank fund pooling business, letters of guarantee for environmental issues, letters of guarantee for bidding issues, letter of guarantee for performance issues, letter of guarantee for prepayment issues, letter of guarantee for quality issues, the derivatives trading cap, overdraft cap and other forms of liabilities;
3. validity term: from the date of the approval of relevant resolution at the AGM to the date of the convening of the 2025 AGM.

(II) PROVISION OF SUPPLY CHAIN FINANCING GUARANTEE BY IXM TO ITS SUPPLIERS

We refer to the announcement of the Company dated 30 May 2025 in relation to the poll results of the AGM, upon the approval of the Shareholders at the AGM and according to the actual business needs of the Company, the Board agreed to authorize the chairman of the Board or the chief financial officer of the Company to deal specifically with the matters relating to the provision of supply chain financing guarantee by IXM to its suppliers within the scope of the authorization of the AGM, the details of which are set out as follows:

1. amount of guarantee: the guarantee balance shall not exceed USD130 million (or equivalent amount in foreign currency);
2. validity term: from the date of the approval of relevant resolution at the AGM to the date of the convening of the 2025 AGM.

(III) PROVISION OF GUARANTEE TO JOINT VENTURE

We refer to the announcement of the Company dated 30 May 2025 in relation to the poll results of the AGM, upon the approval of the Shareholders at the AGM and according to the actual business needs of the Company, the Board agreed to authorize the chairman of the Board or the chief financial officer of the Company to deal specifically with the matters relating to the provision of guarantee to Fuchuan Mining within the scope of the authorization of the AGM, the details of which are set out as follows:

1. amount of guarantee: financial guarantee of not exceeding RMB1 billion (on the basis of the actual guarantee amount under performance);
2. counter guarantee: provision of counter guarantee by Fuchuan Mining for the aforesaid guarantee of the Company with its mining rights of Shangfanggou molybdenum mine (Certificate No.: C1000002011073120115610);
3. validity term: from the date of the approval of relevant resolution at the AGM to the date of the convening of the 2025 AGM.

VIII. ISSUANCE OF DEBT FINANCING INSTRUMENTS

We refer to the announcement of the Company dated 30 May 2025 in relation to the poll results of the AGM, upon the approval of the Shareholders at the AGM and according to the actual business needs of the Company, the Board agreed to authorize the chairman of the Board or the chief financial officer of the Company to deal specifically with the matters relating to the issuance of debt financing instruments within the scope of the authorization of the AGM, the details of which are set out as follows:

1. type of the debt financing instruments: The relevant debt financing instruments include but not limited to short-term financing bonds, super-short term financing bonds, medium term notes, non-public targeted debt financing instruments, corporate bonds, company bonds, A Share or H Share convertible bonds, offshore RMB bonds and foreign currency bonds, perpetual bonds, renewable bonds and other domestic and offshore debt financing instruments denominated in RMB or foreign currency permitted by competent regulatory authority.

2. size of issue: The issue size of the domestic and offshore debt financing instruments of this mandate shall not be more than RMB20 billion in total or equivalent amount in foreign currency (calculated based on the outstanding payable balance after the issue, while for the issue denominated in a foreign currency, calculated based on median exchange rate published by the People's Bank of China on the date of such issue), which can be issued either one-off or in tranches within the definite validity period.
3. currency of issuance: The currency of issuance shall be determined based on the review and approval results of debt financing instruments and the domestic and overseas market conditions of debt financing instruments at the time of the issuance, which may be RMB or foreign currency debt financing instruments.
4. term and interest rate: The maximum term shall be no more than 30 years, which is applicable to a single-term type or a combination of types with multiple terms. The specific composition of terms, size of issue and interest rate of each type with different terms shall be determined based on the relevant requirements and the market conditions.
5. issuer: The issuer shall be the Company or a domestic or offshore wholly-owned subsidiary or a special purpose vehicle of the Company, and in the case of a domestic or offshore wholly-owned subsidiary or a special purpose company of the Company as the issuer of the debt financing instruments, the Company can provide guarantees (including the guarantee provided to the issuer of the debt financing instrument itself and/or such guarantee provided by the Company) to such subsidiaries or special purpose company within the issue size of its debt financing instruments, issue a keepwell agreement or adopt third-party credit enhancement methods.
6. use of proceeds: The proceeds to be raised from the proposed issuance of the debt financing instruments are intended to be used towards meeting the demand of the Company's daily operations, financing domestic and overseas infrastructure projects, repaying loans, replenishing its working capital and/or other investment and acquisition purposes, and the specific use of proceeds shall be determined according to the capital needs of the Company from time to time.
7. method of issue: Method of issuance shall be determined based on the review and approval results of debt financing instruments and the domestic and overseas bond market conditions at the time of the issuance of debt financing instruments.
8. If A Share or H Share convertible bonds are to be issued, the principal of each single issuance shall not exceed RMB10 billion (or equivalent amount in foreign currency), and upon the request of share conversion applied by holders of convertible bonds, the new A Shares or H Shares generated therefrom may be issued under the relevant general mandate considered and approved at the AGM.
9. The debt financing instruments to be issued are proposed to be listed on the Inter-bank Bond Market, the Shanghai Stock Exchange, the Hong Kong Stock Exchange or other domestic or foreign exchanges.
10. validity term: from the date of the approval of relevant resolution at the AGM to the date of the convening of the 2025 AGM.

DEFINITIONS

“2025 AGM”	the 2025 annual general meeting of the Company to be held in 2026
“2026 AGM”	the 2026 annual general meeting of the Company to be held in 2027
“A Share(s)”	domestic share(s) with a nominal value of RMB0.20 each issued by the Company which are listed on the Shanghai Stock Exchange and traded in Renminbi (stock code: 603993)
“AGM”	the annual general meeting of the Company (and any adjournment thereof) held on 30 May 2025
“Audit and Risk Committee”	the audit and risk committee of the Board
“Board”	the board of Directors of the Company
“Company”	CMOC Group Limited* (洛陽樂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 Shanghai Stock Exchange and the Main Board of the Hong Kong Stock Exchange, respectively
“Director(s)”	director(s) of the Company
“Fuchuan Mining”	Luoyang Fuchuan Mining Co., Ltd.* (洛陽富川礦業有限公司)
“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 Hong Kong Stock Exchange and are traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“IXM”	IXM Holding S.A., its wholly-owned or controlled subsidiaries and affiliates

“Nomination and Governance Committee”	the nomination and governance committee of the Board
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Share(s) and H Shares(s)
“Shareholder(s)”	holder(s) of the Share(s), including shareholder(s) of A Share(s) and H Share(s)
“Strategic and Sustainability Development Committee”	the strategic and sustainability development committee of the Board
“USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent

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

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