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金力永磁
JLMAG

JL MAG RARE-EARTH CO., LTD.

江西金力永磁科技股份有限公司

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

(Stock Code: 06680)

REFRESHMENT OF GENERAL MANDATE TO ISSUE ADDITIONAL A SHARES OR H SHARES OF THE COMPANY

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

ALTUS CAPITAL LIMITED

The Board proposes to refresh the Existing General Mandate and to grant a New General Mandate for the Board to re-delegate the authority to the Chairman and any person(s) so authorised by him to determine to individually or jointly allot, issue and deal with A Shares and/or H Shares, or securities convertible into such shares, options, warrants or similar rights to subscribe for any of the Shares, not exceeding 5% of the total number of the Company in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution at the EGM. Pursuant to Rule 13.36(4) of the Listing Rules, the grant of the New General Mandate is subject to the Independent Shareholders' approval by way of special resolution at the EGM.

An EGM will be held to consider and, if thought fit, pass a special resolution to approve the grant of the New General Mandate. The Independent Board Committee, comprising all the independent non-executive Directors, namely Ms. Cao Ying, Mr. Zhu Yuhua and Mr. Xu Feng, will be established to advise the Independent Shareholders on the grant of the New General Mandate. Altus Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the grant of the New General Mandate.

A circular containing, among others, information regarding the grant of the New General Mandate, the recommendation from the Independent Board Committee to the Independent Shareholders, and the recommendation from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the grant of the New General Mandate, together with a notice of the EGM will be despatched to the Shareholders as soon as practicable.

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE ADDITIONAL A SHARES OR H SHARES OF THE COMPANY

The Board proposes to refresh the Existing General Mandate and to grant a New General Mandate for the Board to re-delegate the authority to the Chairman and any person(s) so authorised by him to determine to individually or jointly allot, issue and deal with A Shares and/or H Shares, or securities convertible into such shares, options, warrants or similar rights to subscribe for any of the Shares, not exceeding 5% of the total number of Shares in issue (excluding any treasury Shares) as at the date on which the relevant resolution is passed at the EGM.

EXISTING GENERAL MANDATE

At the 2024 AGM, the Shareholders approved, among other things, the Existing General Mandate for the Board to re-delegate the authority to the chairman of the Board and any person(s) so authorised by him to determine to allot, issue and deal with shares or securities convertible into such shares, options, warrants or similar rights to subscribe for any A Shares and/or H Shares not exceeding 20% of the total number of A Shares in issue (excluding treasury A Shares) and/or the total number of H Shares in issue (excluding treasury H Shares) as at the date on which the resolution in relation to the grant of such general mandate to issue additional A Shares and/or H Shares.

Pursuant to the general mandate to issue debt financing instruments and the Existing General Mandate approved at the 2024 AGM, the Company has issued guaranteed convertible bonds due 2030 in an aggregate principal amount of U.S.$117.5 million (the "**Bonds**") through its overseas wholly-owned subsidiary, JL MAG Green Tech, which are exchangeable into the Company's H shares. The issuance was completed on 4 August 2025. For details, please refer to the announcement of the Company dated 4 August 2025, in relation to the completion of issue of the Bonds. Subject to the fulfillment of conditions as set out in the bond subscription agreement, the Bonds may be converted into H Shares with an initial conversion price of HK$21.38 per H Share.

Assuming full conversion of the Bonds at the initial conversion price of HK$21.38 per H Share and on the basis that there are no changes in the issued share capital of the Company from the date of this announcement and up to the date of the EGM, the Bonds will convert into approximately 43,141,406 H Shares, representing approximately 18.95% of the total number of H Shares of the Company in issue (the "**Conversion**"). Accordingly, approximately 94.76% of the total number of H Shares that fall to be issued under the Existing General Mandate (i.e. not exceeding 20% of the total number of H Shares in issue (excluding treasury Shares)) will be utilised upon full conversion of the Bonds into H shares.

Since the consideration of the Existing General Mandate by the Shareholders at the 2024 AGM and up to the date of this announcement, the Company has not refreshed the Existing General Mandate

PROPOSED GRANT OF THE NEW GENERAL MANDATE

In light of the Conversion and the utilisation of the Existing General Mandate, the Board proposes to convene the EGM at which a special resolution will be proposed to the Independent Shareholders that a New General Mandate be granted to replace the Existing General Mandate. The particulars of the specific authorisation are as follows:

(1) To generally and unconditionally authorise the Board to re-delegate the chairman of the Board and person(s) so authorised by him to determine to individually or jointly allot, issue and deal with the A shares and/or H shares or securities convertible into such shares, options, warrants or similar rights to subscribe for any A shares and/or H shares of the Company ("**Similar Rights**"), and to determine the terms and conditions for the allotment, issuance and disposal of new Shares or Similar Rights, including but not limited to the following terms:

    (a) class and number of the new Shares to be issued;

    (b) pricing mechanism and/or issue price of the new Shares (including price range);

    (c) the starting and closing dates of such issue;

    (d) class and number of the new Shares to be issued to existing Shareholders; and/or

    (e) the making or granting of offers, agreements, options, convertible rights or other relevant rights which might require the exercise of such powers.

(2) The number of the A Shares or H Shares (excluding the shares issued by way of the conversion of public reserve into share capital) to be individually or jointly allotted, issued and dealt with (whether pursuant to a share option or otherwise) as determined by the Board or the Chairman and person(s) so authorised by him in accordance with the New General Mandate referred to in the first paragraph above shall not exceed 5% of the total number of Shares in issue (excluding any treasury Shares) as at the date on which the relevant resolution is passed at the EGM.

(3) Where the Board or the Chairman and person(s) so authorised by him have, during the Effective Period (as defined below), determined to allot, issue and deal with the A Shares and/or H shares or Similar Rights, and the Company also has, during the Effective Period, obtained the relevant approval, permission from, or registration (if applicable) with the regulatory authorities, the Board or the Chairman and person(s) so authorised by him may, during the effective period of such approval, permission or registration, complete the relevant allotment, issuance and disposal and other matters.

(4) To authorise the Board or the Chairman and person(s) so authorised by him to obtain approvals from all relevant government departments and/or regulatory authorities (if applicable) in accordance with the applicable laws (including but not limited to the PRC Company Law, the Listing Rules and the Guidelines for the Standardised Operation of Listed Companies on the SZSE) to exercise the New General Mandate.

(5) The effective period of the New General Mandate (the "**Effective Period**") shall commence from the date of the EGM to the earliest of the following two dates:

(a) the conclusion of the 2025 annual general meeting of the Company; or

(b) the date on which the New General Mandate granted under this resolution is revoked or varied by the Shareholders at any general meeting by way of special resolution.

(6) To authorise the Board or the Chairman and person(s) so authorised by him to approve, execute and do or procure to execute all such documents, deeds and do all such things as they may consider related to the allotment, issuance and disposal of any new Shares under the New General Mandate, handle the necessary procedures and take other necessary actions.

(7) To authorise the Board or the Chairman and person(s) so authorised by him, after the completion of allocation and issuance of the new Shares, to increase the registered capital of the Company and make appropriate and necessary amendments to the Articles of Association in accordance with the manner, type and number of the allotment and issuance of new Shares of the Company and the actual shareholding structure of the Company upon completion of the allotment and issuance of new Shares.

As at the date of this announcement, the total number of issued shares of the Company is 1,372,131,923 Shares comprising 1,144,491,123 A Shares and 227,640,800 H Shares. Subject to the approval of the grant of the New General Mandate by the Shareholders and on the basis that there are no changes in the issued share capital of the Company from the date of this announcement and up to the date of the EGM, the Board will be authorised to issue up to 68,606,596 new Shares at the EGM, representing 5% of the issued share capital of the Company as at the date of the EGM.

REASONS FOR THE GRANT OF THE NEW GENERAL MANDATE

The Group is principally engaged in the rare earth permanent magnet business, specialising in the research and development, production, and sales of high-performance NdFeB permanent magnets.

In light of the Conversion and the utilisation of the Existing General Mandate, and in order to meet the Company's needs of potential strategic deployment or project investment, optimise the Company's shareholder structure and replenish its daily working capital and in view of the operations of the Company, taking into account the above, the Directors are of the view that the grant of the New General Mandate is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, save as disclosed herein, the Company has no concrete plan or has not entered into any agreement, arrangement, understanding or undertaking in respect of any proposed issue of new Shares under the New General Mandate.

LISTING RULES IMPLICATIONS

As the proposed refreshment of the Existing General Mandate is being made prior to the Company's next annual general meeting, pursuant to Rule 13.36(4) of the Listing Rules, refreshment of the Existing General Mandate will be subject to the Independent Shareholders' approval by way of a special resolution at the EGM at which any of the Controlling Shareholders and their associates shall abstain from voting in favour of the resolution approving the refreshment of the Existing General Mandate.

THE EGM

The Independent Board Committee, comprising all the independent non-executive Directors, namely Ms. Cao Ying, Mr. Zhu Yuhua and Mr. Xu Feng, will be established to advise the Independent Shareholders on the grant of the New General Mandate. Altus Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the grant of the New General Mandate.

A circular containing, among others, information regarding the grant of the New General Mandate, the recommendation from the Independent Board Committee to the Independent Shareholders, and the recommendation from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the grant of the New General Mandate, together with a notice of the EGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

"2024 AGM"	the annual general meeting of the Company held on 28 May 2025
"A Share(s)"	domestic share(s) of the Company with a nominal value of RMB1.00 each listed on the ChiNext Market of the Shenzhen Stock Exchange and traded in RMB
"associates"	has the meaning ascribed thereto under the Listing Rules
"Board" or "Board of Directors"	the board of Directors of the Company
"Chairman"	the chairman of the Board
"Controlling Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules, and, unless the context requires otherwise, means a group of controlling shareholders of our Company consisting of Mr. Cai Baogui (蔡報貴), Mr. Hu Zhibin (胡志濱), Mr. Li Xinnong (李忻農), Jiangxi Ruide Venture Investment Co., Ltd. (江西瑞德創業投資有限公司), Rui De (Hong Kong) Limited (香港銳德有限公司), Ningbo Ruide Equity Investment Co., Ltd. (寧波銳德股權投資有限公司), Ganzhou Geshuo Investment Management Center (limited partnership) (贛州格碩投資管理中心(有限合夥)) and Ganzhou Xinsheng Investment Management Center (limited partnership) (贛州欣盛投資管理中心(有限合夥))
"Directors"	the director(s) of the Company or any one of them
"EGM"	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the New General Mandate by the Independent Shareholders

"Existing General Mandate"	the general mandate granted to the Board to re-delegate the authority to the chairman of the Board and any person(s) so authorised by him to determine to allot, issue and deal with shares or securities convertible into such shares, options, warrants or similar rights to subscribe for any A Shares and/or H Shares not exceeding 20% of the total number of A Shares in issue (excluding treasury A Shares) and/or the total number of H Shares in issue (excluding treasury H Shares) as at the date on which the resolution in relation to the grant of such general mandate to issue additional A Shares and/or H Shares is considered and approved at the 2024 AGM
"Group"	the Company and its subsidiaries
"H Shares"	overseas listed foreign shares of the Company with a nominal value of RMB1.00 each listed on the Stock Exchange and traded in HK$
"HK$" or "Hong Kong Dollar(s)"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules" or "Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Independent Board Committee"	an independent board committee of the Company comprising all the independent non-executive Directors, namely Ms. Cao Ying (曹穎) (chairperson), Mr. Zhu Yuhua (朱玉華) and Mr. Xu Feng (徐風), to advise the Independent Shareholders on the proposed grant of the New General Mandate
"Independent Shareholders"	Shareholders other than any controlling Shareholders and their associates or, where there are no controlling Shareholders, any Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates
"JL MAG", "Company" or "Our Company"	JL MAG Rare-Earth Co., Ltd. (江西金力永磁科技股份有限公司)
"JL MAG Green Tech"	JL MAG Green Tech (Hong Kong) Company Limited

"New General Mandate"	the new general mandate proposed to be sought at the EGM to authorise the Board to re-delegate the authority to the Chairman and any person(s) so authorised by him to determine to individually or jointly allot, issue and deal with A Shares and/or H Shares, or securities convertible into such shares, options, warrants or similar rights to subscribe for any of the Shares, not exceeding 5% of the total number of the Shares in issue (excluding any treasury Shares) as at the date on which the relevant resolution is passed at the EGM
"PRC" or "China"	the People's Republic of China, which, for the purpose of this announcement, shall exclude the Hong Kong Special Administrative Region, the Macao Special Administrative Region and Taiwan
"PRC Company Law"	The Company Law of the People's Republic of China, as amended, supplemented or otherwise modified from time to time
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	Share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including A Shares and H Shares
"Shareholder(s)"	the shareholder(s) of the Company
"Stock Exchange" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"SZSE"	Shenzhen Stock Exchange
"U.S.$" or "USD"	US dollar(s), the lawful currency of the United States
"%"	per cent

By order of the Board
JL MAG RARE-EARTH CO., LTD.
Cai Baogui
Chairman

Jiangxi, 19 August 2025

As of the date of this announcement, the Board comprises Mr. Cai Baogui and Mr. Lyu Feng as executive Directors; Mr. Hu Zhibin, Mr. Li Xinnong, Mr. Liang Minhui and Mr. Li Xiaoguang as non-executive Directors; and Mr. Zhu Yuhua, Mr. Xu Feng and Ms. Cao Ying as independent non-executive Directors.