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TIANQI LITHIUM

Tianqi Lithium Corporation

天齊鋰業股份有限公司

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

(Stock Code: 9696)

**(1) COMPLETION OF PLACING OF NEW H SHARES
UNDER GENERAL MANDATE;
AND
(2) COMPLETION OF CONCURRENT ISSUE OF USD SETTLED
ZERO COUPON CONVERTIBLE BONDS DUE 2027 UNDER
GENERAL MANDATE**

***Joint Overall Coordinators,
Joint Global Coordinators,
Joint Lead Managers,
Joint Bookrunners and Placing Agents***

Goldman Sachs 高盛

 **滙豐
HSBC**

***Joint Overall Coordinators,
Joint Lead Managers, Joint
Bookrunners and Placing
Agents***

 **华泰国际
HUATAI INTERNATIONAL**

References are made to the supplementary announcement (the “**Announcement**”) of the Company dated February 4, 2026 in respect of the placing of new H Shares under General Mandate and the concurrent proposed issue of USD settled zero coupon convertible bonds due 2027 under General Mandate.

COMPLETION OF PLACING OF NEW H SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions set out in the Amended and Restated Placing Agreement have been fulfilled and the completion of the Placing took place on February 11, 2026. A total of 65,050,000 Placing Shares have been successfully placed by the Placing Agents to no less than six Placees at the Placing Price of HK\$45.05 per Placing Share pursuant to the terms and conditions of the Amended and Restated Placing Agreement. The net price for the Placing (after deduction of the commissions and fees payable in connection with Placing) is estimated to be approximately HK\$44.95 per Placing Share.

COMPLETION OF CONCURRENT ISSUE OF USD SETTLED ZERO COUPON CONVERTIBLE BONDS DUE 2027 UNDER GENERAL MANDATE

The Board is also pleased to announce that all the conditions precedent under the Amended and Restated Subscription Agreement have been fulfilled and the issue of the Bonds in an aggregate principal amount of RMB2,600 million was completed on February 11, 2026. The Bonds are convertible, in the circumstances as set out in the Terms and Conditions, into H Shares at an initial Conversion Price of HK\$51.85 per H Share (subject to adjustments), and assuming full conversion of the Bonds at the initial Conversion Price of HK\$51.85 per H Share, the Bonds will be convertible into approximately 56,481,896 H Shares.

LISTING

The Company has obtained the approval for the listing of, and permission to deal in, the Placing Shares and the Conversion Shares on the Hong Kong Stock Exchange, and the approval from Vienna MTF operated by the Vienna Stock Exchange for the listing of the Bonds.

CSRC FILINGS

The Company will subsequently comply with CSRC Rules and complete the CSRC Filings in connection with the issue of the Bonds and the Placing.

EFFECTS ON SHAREHOLDING STRUCTURE AS A RESULT OF (I) THE PLACING; AND (II) THE CONVERSION OF THE BONDS

As at the date of this announcement and immediately before the completion of the Placing, the number of the total issued Shares of the Company is 1,641,194,983 Shares, comprising 1,477,072,783 A Shares and 164,122,200 H Shares.

The table below sets out a summary of the shareholding structure of the Company (i) as at the date of this announcement and immediately before the completion of the Placing; (ii) immediately after the completion of the Placing but before the conversion of the Bonds; (iii) after the issue and allotment of the Conversion Shares assuming the Bonds are fully converted into H Shares (subject to adjustments) at the initial Conversion Price of HK\$51.85 per H Share; and (iv) after the completion of the Placing and the issue and allotment of the Conversion Shares assuming the Bonds are fully converted into H Shares (subject to adjustments) at the initial Conversion Price of HK\$51.85 per H Share, on the assumption that: (a) there will be no other change to the share capital of the Company between the date of this announcement and the completion of the Placing and the conversion of the Bonds in full save for the issue of the Placing Shares and the issue and allotment of the Conversion Shares as a result of the conversion of the Bonds in full; (b) the placees do not and will not hold any Shares other than the Placing Shares; and (c) the Bondholders do not and will not hold any Shares other than the Conversion Shares as a result of the conversion of the Bonds in full.

Shareholder <i>(Note 1)</i>	As at the date of this announcement and immediately before the completion of the Placing			Immediately after the completion of the Placing but before the conversion of the Bonds		Upon full conversion of the Bonds at the initial Conversion Price of HK\$51.85 per H Share		Immediately after the completion of the Placing and the issue and allotment of the Conversion Shares assuming the Bonds are fully converted into H Shares (subject to adjustments) at the initial Conversion Price of HK\$51.85 per H Share	
	Class of Shares	Number of Shares	Approximate percentage of the total	Number of Shares	Approximate percentage of the total	Number of Shares	Approximate percentage of the total	Number of Shares	Approximate percentage of the total
			issued Shares (%)		issued Shares (%)		issued Shares (%)		issued Shares (%)
Chengdu Tianqi Industrial (Group) Co., Limited (成都 天齊實業(集團)有限公司， “Tianqi Group Company”) ⁽¹⁾	A Shares	416,316,432	25.4%	416,316,432	24.4%	416,316,432	24.5%	416,316,432	23.6%
Ms. Zhang Jing ⁽²⁾	A Shares	68,679,877	4.2%	68,679,877	4.0%	68,679,877	4.0%	68,679,877	3.9%
Mr. Ha, Frank Chun Shing	A Shares	82,664	0.0%	82,664	0.0%	82,664	0.0%	82,664	0.0%
Other holders of A Shares	A Shares	991,993,810	60.4%	991,993,810	58.1%	991,993,810	58.4%	991,993,810	56.3%
Other holders of H Shares ⁽³⁾	H Shares	164,122,200	10.0%	164,122,200	9.6%	164,122,200	9.7%	164,122,200	9.3%
Placees	H Shares	–	0.0%	65,050,000	3.8%	–	0.0%	65,050,000	3.7%
Bondholders	H Shares	–	0.0%	–	0.0%	56,481,896	3.3%	56,481,896	3.2%
Total issued Shares		1,641,194,983	100.00%	1,706,244,983	100.00%	1,697,676,879	100.0%	1,762,726,879	100.0%

- (1) Tianqi Group Company, which is owned as to 90% by Mr. Jiang Weiping and 10% by Ms. Zhang Jing, holds 416,316,432 A Shares. By virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Mr. Jiang Weiping is deemed to be interested in all of the Shares held by Tianqi Group Company.
- (2) Mr. Jiang Weiping and his spouse, Ms. Zhang Jing, are deemed to be interested in the Shares held by each other under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).
- (3) To the best of the knowledge, information and belief of Directors, having made all reasonable enquiries, other holders of H Shares are public Shareholders. Based on the information available to the Company and to the best knowledge of the Directors, the Company will maintain sufficient public float upon completion of the Placing and the full conversion of the Bonds.

USE OF PROCEEDS

The aggregate gross proceeds from the Placing are approximately HK\$2,930.5 million, and the aggregate net proceeds from the Placing (after deduction of the commissions and fees payable in connection with Placing) are approximately HK\$2,924.0 million. The net proceeds from the Placing are expected to be fully utilized before December 31, 2027. The aggregate gross proceeds from the Bonds are approximately HK\$2,928.6 million and the net proceeds from the Bonds (after deduction of the commissions in connection with the Bonds) are approximately HK\$2,906.6 million, representing a net price of approximately HK\$51.46 per Conversion Share based on the initial Conversion Price. The net proceeds from the Bonds are expected to be fully utilized before December 31, 2027. The Company intends to use its net proceeds from the Placing and the issuance of the Bonds for supporting the strategic development of the Company and its Subsidiaries in the lithium sector, including but not limited to capital expenditures required for project development and optimisation, as well as the acquisition of high-quality lithium mine assets, with the remaining balance to be used for replenishing the Company's working capital and for general corporate purposes. For details about the use of proceeds from the Placing and the issuance of the Bonds, please refer to the Announcement.

By order of the Board
Tianqi Lithium Corporation
Jiang Anqi
Chairlady of the Board and Executive Director

Hong Kong, February 11, 2026

As at the date of this announcement, the Board comprises Ms. Jiang Anqi, Mr. Jiang Weiping and Mr. Ha, Frank Chun Shing as executive Directors, and Mr. Xiang Chuan, Ms. Tang Guoqiong, Ms. Huang Wei and Ms. Wu Changhua as independent non-executive Directors.