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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)

NOTICE OF THE 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2022 annual general meeting (the “AGM”) of JL MAG RARE-EARTH CO., LTD. (the “Company”) will be held at the conference room of Jinjiang International Hotel, 88 Jindongbei Road, Zhanggong District, Ganzhou City, Jiangxi Province, the PRC on Wednesday, June 21, 2023 at 2:30 p.m. for the purpose of considering and, if thought fit, approving the following resolutions. Unless the context otherwise requires, the terms and expressions used herein shall have same meaning as those defined in the circular of the Company dated May 4, 2023.

ORDINARY RESOLUTIONS

1. To consider and approve the Work Report of the Board of Directors for the Year 2022
2. To consider and approve the Work Report of the Supervisory Committee for the Year 2022
3. To consider and approve the 2022 Annual Report's Full Text and Report Summary and 2022 Annual Results
4. To consider and approve the Financial Statements for the Year 2022
5. To consider and approve the Engagement of Auditors of the Company for the Year 2023
6. To consider and approve the Application to Banks for Integrated Credit Facilities by the Company and its Subsidiaries and the Related Guarantee
7. To consider and approve the Development of Foreign Exchange Hedging Business
8. To consider and approve the Purchase of Liability Insurance for the Company, Directors, Supervisors and Senior Management

9. To consider and approve the Amendments to Corporate Governance Rules:
 - 9.01 Proposed amendments to Rules of Procedure for Shareholders' General Meeting
 - 9.02 Proposed amendments to Rules of Procedure for the Board of Directors Meetings
 - 9.03 Proposed amendments to the Working Rules for Independent Directors
10. To consider and approve the Proposed Election of non-executive Directors of the Third Session of the Board:
 - 10.01 To elect Mr. Liang Minhui as a non-executive director of the Company
 - 10.02 To elect Mr. Xue Naichuan as a non-executive director of the Company
 - 10.03 To elect Mr. Li Xiaoguang as a non-executive director of the Company
11. To consider and approve the Proposed Election of independent non-executive Directors of the Third Session of the Board:
 - 11.01 To elect Mr. Zhu Yuhua as an independent non-executive director of the Company
 - 11.02 To elect Ms. Cao Ying as an independent non-executive director of the Company

SPECIAL RESOLUTIONS

12. To consider and approve the Change of Registered Capital of the Company and Amendments to the Articles of Association
13. To consider and approve the General Mandate to Issue Additional A Shares or H Shares of the Company
14. To consider and approve the Request to the General Meeting to Authorize the Board of Directors to Handle Matters in Relation to the Small-scale Rapid Financing
15. To consider and approve the General Mandate to Issue Domestic and Overseas Debt Financing Instruments
16. To consider and approve the 2022 Profit Distribution Plan

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

Jiangxi, May 4, 2023

As of the date of this notice, the Board comprises Mr. Cai Baogui and Mr. Lyu Feng as executive Directors; Mr. Hu Zhibin and Mr. Li Xinnong as non-executive Directors; and Mr. You Jianxin, Mr. Xu Feng and Mr. Yuan Taifang as independent non-executive Directors.

Notes:

- (1) The register of members of the Company will be closed for the purpose of determining Shareholders' entitlement to attend the AGM from Monday, May 22, 2023 to Wednesday, June 21, 2023 (both days inclusive). In order to attend the AGM, H Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's Hong Kong H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Friday, May 19, 2023 to complete registration. The H shareholders listed on the register of the Company on Wednesday, June 21, 2023 shall have the right to attend and vote at the AGM.

The Board proposed to distribute Cash dividends of RMB2.60 (tax inclusive) for every 10 existing shares to the A Shareholders and H Shareholders whose names appear on the registers of members of the Company on the respective record dates, and issue 6 new shares for every 10 existing shares out of share premium to all Shareholders. If the total share capital of the Company changes during the period from the promulgation to implementation of the annual profit distribution plan, the aggregate distribution will be adjusted based on the total share capital as at the record date of shareholding as determined by the implementation of the annual profit distribution plan, with the distribution ratio unchanged.

The dividend will be denominated and declared in RMB, and distributed to the domestic shareholders and investors participating in the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect Program in RMB and to the overseas shareholders in Hong Kong Dollar. The exchange rate for the dividend calculation in Hong Kong Dollar is based on the average benchmark exchange rate of RMB against Hong Kong Dollar as published by the People's Bank of China one week preceding the date of the declaration of such dividend. Arrangements for the distribution of the final dividend of A shares will be announced separately.

- (2) Subject to the approval of the resolution regarding the 2022 Profit Distribution Plan at the AGM, the A Shares Class Meeting and the H Shares Class Meeting, dividends and Capitalization Shares are expected to be distributed within 2 months after the conclusion of the AGM, which will be paid to the Shareholders whose names appear on the register of members of the Company after the close of the market on Monday, July 3, 2023. The register of members of the Company will be closed from Wednesday, June 28, 2023 to Monday, July 3, 2023 (both days inclusive). In order for the holders of H Shares of the Company to qualify for receiving the final dividends and Capitalization Shares, but no transfer documents have been registered, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Tuesday, June 27, 2023 at 4:30 p.m.
- (3) The Company shall duly dispatch and publish the circular, and form of proxy of shareholders of the AGM. Any shareholder of the Company ("Shareholder") who intends to appoint a proxy shall refer to the 2022 Annual Report of the Company which were published on the website of The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange") and the Company's website and dispatched to the relevant shareholders. The 2022 Annual Report included Directors' Report for 2022, audited Financial Statements and Auditor's Report for 2022.
- (4) All votes of resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.jlmag.com.cn) in accordance with the Listing Rules.

- (5) Any shareholders entitled to attend and vote at the AGM can appoint one or more proxies to attend and vote at the AGM on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and type of shares in respect of which each proxy is so appointed.
- (6) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the shareholder or his/her/its attorney who has been authorized in writing. If the shareholder is a corporation, the form of proxy shall be affixed with the corporation's seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the shareholder, the power of attorney or other authorization document shall be notarized. For H Shareholders, the aforementioned documents must be lodged with the Company's Hong Kong H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the holding of the AGM (i.e. before 2:30 p.m. on Tuesday, June 20, 2023) in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (7) Shareholders shall produce their identification documents when attending the AGM.
- (8) If a proxy attends the AGM on behalf of a shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate shareholder attends the AGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or notarized copy of any authorization documents issued by such corporate shareholder.
- (9) The AGM is expected to last for half a day. Shareholders who attend the AGM (in person or by proxy) shall bear their own traveling, accommodation and other expenses.
- (10) Those who are ultimately appointed as non-executive Directors of the Company are the two having highest net votes received for each resolution to appoint non-executive Directors of the Company in AGM.
- (11) The contact of the Company:

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