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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)

**CHANGE OF JOINT COMPANY SECRETARY AND
WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND 8.17 OF THE LISTING RULES**

CHANGE OF JOINT COMPANY SECRETARY

In order to ensure efficient communication with The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and taking into account the actual situation of the Company, The board (the “**Board**”) of directors (the “**Directors**”) of JL MAG RARE-EARTH CO., Ltd. (the “**Company**”) has appointed Mr. Lai Xunlong (“**Mr. Lai**”) as one of the joint company secretaries of the Company (the “**Joint Company Secretary(ies)**”) with effect from January 20, 2025.

Mr. Lu Ming (“**Mr. Lu**”) will no longer be the Joint Company Secretary with effect from January 20, 2025, but he will continue to serve as the Vice President of the Company. Mr. Lu has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation which needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Ms. Zhang Xiao (“**Ms. Zhang**”), who possesses the requisite qualification and experience of a company secretary under Rule 3.28 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), has been engaged and retained by the Company as a Joint Company Secretary of the Company, Ms. Zhang will assist Mr. Lai in the discharge of his duties as a Joint Company Secretary and in gaining the relevant experience as required under Rule 3.28 of the Listing Rules.

Biography details of each of Mr. Lai and Ms. Zhang are set out as below:

Mr. Lai Xunlong is currently the Board Secretary of the Company. Mr. Lai joined the Company in July 2010. He served as the head, manager, and director of the Secretariat of the Board of Directors of the Company successively. He obtained the qualification certificate as the Secretary of the Board of Directors issued by the Shenzhen Stock Exchange on August 18, 2016. From September 2018 to June 2024, he served as the Securities Representative of the Company. Mr. Lai has been appointed as the Board Secretary of the Company since June 2024. Mr. Lai graduated from Central University of Finance and Economics with degrees in Public Administration and Finance in July 2010, and obtained a Master's degree in Business Administration from Tsinghua University in July 2020.

Ms. Zhang Xiao, who was appointed as a Joint Company Secretary on July 2, 2021, is an assistant vice president of SWCS Corporate Services Group (Hong Kong) Limited, a professional services provider specializing in corporate services, and has over ten years of experience in the corporate secretarial field. Ms. Zhang has been admitted as an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom in 2019. Ms. Zhang obtained a bachelor's degree in computer science from The Chinese University of Hong Kong in 2010, a master's degree in corporate governance from The Open University of Hong Kong (currently known as Hong Kong Metropolitan University) in 2018 and a master's degree in accountancy from Hong Kong Baptist University in 2024.

Ms. Zhang is a qualified person and capable of discharging the functions of company secretary as defined under Rule 3.28 of the Listing Rules.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Pursuant to Rule 3.28 of the Listing Rules, the company secretary must be an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Given Mr. Lai currently does not possess the qualifications of a company secretary as required under Rule 3.28 of the Listing Rules, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver (the “**Waiver**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years (the “**Waiver Period**”) from the date of appointment of Mr. Lai as a Joint Company Secretary (i.e. from January 20, 2025 to January 19, 2028).

The grounds for seeking of the Waiver are (a) Mr. Lai has over fifteen years of experience in securities investment, corporate governance, information disclosure, investment and merger and acquisition, and enterprise risk management; (b) Mr. Lai joined the Group for more than fifteen years and he has extensive knowledge about the production and sales of high-performance rare earth permanent magnets business and is familiar with the internal control and compliance, legal affairs and finance of the Company; (c) Mr. Lai has finished the board secretary training delivered by Shenzhen Stock Exchange and has successfully obtained the certificate as the board secretary of Shenzhen Stock Exchange; (d) the Company operates its business in mainland China, and Mr. Lai has extensive knowledge in financial management and accounting policies of a PRC company makes him an ideal candidate for the role of a Joint Company Secretary; (e) the Company's head office is in Jiangxi in the PRC, and Mr. Lai is ordinarily resident in Jiangxi as well, which is convenient for him to communicate with the Board and take care of matters in relation to corporate governance; and (f) the Company also proposed to appoint Ms. Zhang, who meets the requirements under Rule 3.28 of the Listing Rules, to act as the other Joint Company Secretary.

In particular, (i) Ms. Zhang will assist Mr. Lai to enable him to discharge his duties and responsibilities as a Joint Company Secretary of the Company, including but not limited to organizing the Board meetings and shareholders' general meetings. Given Ms. Zhang's relevant experience, Ms. Zhang will be able to advise both Mr. Lai and the Company on the relevant requirements of the Listing Rules as well as other applicable laws and regulations of Hong Kong; (ii) Mr. Lai will be assisted by Ms. Zhang for an initial period of three years from January 20, 2025, which should be sufficient for Mr. Lai to acquire the requisite knowledge and experience under Rule 3.28 of the Listing Rules; (iii) Mr. Lai undertakes to take no less than 15 hours of relevant professional training during each financial year of the Company pursuant to Rule 3.29 of the Listing Rules. The Company will ensure that Mr. Lai has access to the relevant trainings and support to enable him to familiarise himself with the Listing Rules and the duties required of a company secretary of a Hong Kong listed company, and Mr. Lai has undertaken to attend such trainings; (iv) Ms. Zhang will communicate with Mr. Lai on a regular basis regarding matters in relation to corporate governance, the Listing Rules as well as other applicable laws and regulations of Hong Kong which are relevant to the operations and affairs of the Company; and (v) the Company will provide resources to Mr. Lai, including but not limited to professional parties such as legal advisers, auditors and compliance advisers whenever required, to assist him in discharging his duties and responsibilities as a Joint Company Secretary.

The conditions of the Waiver granted by the Stock Exchange are: (i) Mr. Lai must be assisted by Ms. Zhang during the Waiver Period; and (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek the confirmation from the Stock Exchange that Mr. Lai, having had the benefit of Ms. Zhang's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to take this opportunity to thank Mr. Lu for his contributions during his tenure as Joint Company Secretary, and warmly welcome Mr. Lai to his new position.

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

Jiangxi, January 20, 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.