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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)**

**COMPLETION OF PLACING OF NEW H SHARES  
UNDER SPECIFIC MANDATE  
AND CONNECTED TRANSACTION IN RELATION TO  
CONTROLLING SHAREHOLDER SUBSCRIPTION**

**Sole Overall Coordinator and Sole Placing Agent to the Placing**



References are made to the announcement of JL MAG RARE-EARTH CO., LTD. (the “**Company**”) dated January 26, 2024 and the circular of the Company dated May 14, 2024 (the “**Circular**”) in relation to, among others, the Proposed Issuance of H Shares and the announcement of the Company dated December 19, 2024 in relation to, among others, the Placing (the “**Announcements and Circular**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcements and Circular.

## COMPLETION OF THE PLACING

The Board is pleased to announce that all conditions of the Placing have been fulfilled and the completion of the Placing took place on December 30, 2024. An aggregate of 6,723,800 Placing Shares have been successfully placed by the Placing Agent to four Placees (whose particulars are set out below) at the Placing Price of HK\$7.82 per Placing Share (exclusive of any brokerage, levies and trading fee as may be payable) pursuant to the terms and conditions of the Placing Agreement.

Set out below are the details of the four Placees:

1. 4,693,800 Placing Shares were allotted and issued to Pamalican Fund Ltd (“**Pamalican**”). Pamalican Asset Management Limited serves as the investment manager of Pamalican with a team of 13 professionals across investing and operations. Pamalican is an exempted company incorporated with limited liability in the Cayman Islands. Pamalican Asset Management Limited manages gross assets of approximately US\$1 billion on behalf of a global institutional investor base, and pursues a variety of investment strategies with a view to providing superior and sustainable long term returns for its clients. Pamalican Asset Management Limited is licensed by the SFC for the regulated activity of asset management and is a US Securities and Exchange Commission Exempt Reporting Advisor. No ultimate beneficial owner holds more than 30% interests in Pamalican.
2. 800,000 Placing Shares were allotted and issued to Dymon Asia Multi Strategy Investment Master Fund (“**DAMSIMF**”), an investment fund established in the Cayman Islands. DAMSIMF is a multi-manager, multi-asset class fund which seeks to generate absolute consistent uncorrelated returns with minimal volatility and is managed by Dymon Asia Capital (Singapore) Pte. Ltd. (“**DACS**”). DACS is controlled by Dymon Asia Capital Ltd and its shareholders Danny Yong and Keith Tan each holds more than 10% interests. DACS is headquartered in Singapore with an affiliate in Hong Kong that is licensed by the SFC to carry out Type 9 (asset management) regulated activity.
3. 600,000 Placing Shares were allotted and issued to Factorial Master Fund (“**FMF**”). Factorial Management Limited (“**FML**”) is the investment manager to FMF. FML is domiciled in Hong Kong and provides discretionary asset management for FMF. FML is licensed by the SFC for the regulated activity of asset management (Type 9 license). FML is majority owned and controlled by its founder and chief investment officer, Barun Agarwal.
4. 630,000 Placing Shares were allotted and issued to Clap Wind International Limited. Clap Wind International Limited, an exempted company incorporated in the British Virgin Islands with limited liability, is a professional investment organisation with a staff of 15 professionals investing their own funds. The ultimate beneficial owner of Clap Wind International Limited is Yang Hua.

To the best of the Directors' knowledge, information and belief, each of the Placees and their ultimate beneficial owners are Independent Third Parties. None of the Placees or their associates has become a connected person (as defined under the Hong Kong Listing Rules) of the Company upon completion of the Placing and the Controlling Shareholder Subscription.

## **COMPLETION OF THE CONTROLLING SHAREHOLDER SUBSCRIPTION**

The Board is also pleased to announce that the Controlling Shareholder Subscription has also been completed in accordance with the terms and conditions of the H Share Subscription Agreement. 20,171,400 H Shares have been issued and allotted to the RUI DE (HONG KONG) LIMITED, an indirect wholly-owned subsidiary of Jiangxi Ruide, at the price of HK\$7.82 per H Share (exclusive of any brokerage, levies and trading fee as may be payable) (the "**Subscription Price**"). The connected transaction in relation to the issuance of additional H Shares and entering into the H Share Subscription Agreement were approved by the Shareholders on June 5, 2024. Please refer to the Circular and the poll results announcement dated June 5, 2024 of the Company for further details.

According to the issuance plan for the Proposed Issuance of H Shares, the Proposed Issue Price is HK\$8.19 per H Share. As the Company distributed final dividends for the year ended December 31, 2023 and interim dividends for the six months ended June 30, 2024 with a respective amount of approximately HK\$0.088 and HK\$0.286 per H Share, during the period from the date of the Proposed Issuance of H Shares being approved by the Board to the date of this announcement, the Proposed Issue Price shall be adjusted on ex-dividend basis.

The Original Placing Price was adjusted according to the formula below:

$$P_1 = P_0 - D.$$

Whereas  $P_0$  represents the issue price before adjustment,  $D$  represents dividend per share and  $P_1$  represents the adjusted issue price.

Based on the abovementioned formula, the Proposed Issue Price was adjusted to the Subscription Price of HK\$7.82 per H Share. Please also refer to the section headed "1. PROPOSED ISSUANCE OF H SHARES — (4) Issue price and pricing method" in the Letter from the Board of the Circular and the announcement of the Company dated December 19, 2024 for further details.

## USE OF PROCEEDS FROM THE PLACING AND THE CONTROLLING SHAREHOLDER SUBSCRIPTION

The total net proceeds received by the Company from the Placing and the Controlling Shareholder Subscription (the “**Total Net Proceeds**”) is approximately HK\$206.6 million (being the net proceeds from the Placing of approximately HK\$51.2 million and the net proceeds from the Controlling Shareholder Subscription of approximately HK\$155.4 million). The Company intends to use the Total Net Proceeds for the following purposes:

No.	Use of Total Net Proceeds	Allocation of Total Net Proceeds HK\$	Percentage of Total Net Proceeds
1.	Purchase of raw materials	124.0 million	60%
2.	Repayment of debts <sup>1</sup>	62.0 million	30%
3.	Other day-to-day uses <sup>2</sup>	20.6 million	10%
	<b>Total</b>	<b>206.6 million</b>	<b>100%</b>

### Notes:

1. The proceeds was originally intended to repay a RMB200 million borrowing with an interest rate of 2.700% from The Export–Import Bank of China that was due on August 9, 2024. Based on the exchange rate of HK dollar against Renminbi as of May 7, 2024, the total principal and interest of the above loan amounted to approximately HK\$220.48 million. As the aforementioned borrowing was repaid using the Company’s internal funds, the relevant portion of the Total Net Proceeds will be used to replace the internal funds used for repayment.
2. Mainly includes payment for liquidity expenses incurred during the operation, including but not limited to energy expenses, administrative expenses, maintenance and repair expenses.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The number of total issued Shares has increased from 1,345,236,723 Shares (including treasury Shares) to 1,372,131,923 Shares (including treasury Shares) upon the completion of the Placing and the Controlling Shareholder Subscription, whereby the number of the total issued H Shares has increased from 200,745,600 H Shares to 227,640,800 H Shares and the number of A Shares remains unchanged as to 1,144,491,123 A Shares (including treasury Shares).

Set out below is the shareholding structure of the Company immediately before and after the completion of Placing and the Controlling Shareholder Subscription.

Class of share	Immediately before the completion of the Placing and the Controlling Shareholder Subscription		Immediately after the completion of the Placing and the Controlling Shareholder Subscription	
	Number of shares	Approximate percentage of total number of issued shares <sup>3</sup>	Number of shares	Approximate percentage of total number of issued shares <sup>3</sup>
<b>A Shares</b>				
Controlling Shareholder Subscriber	387,100,160	28.95%	387,100,160	28.38%
Other core connected persons of the Company <sup>1</sup>	36,815,257	2.75%	36,815,257	2.70%
Public A Shareholders	712,559,922	53.29%	712,559,922	52.24%
<b>Total A Shares</b>	<b>1,136,475,339</b>	<b>84.99%</b>	<b>1,136,475,339</b>	<b>83.31%</b>
<b>H Shares</b>				
RUI DE (HONG KONG) LIMITED	–	–	20,171,400	1.48%
Public H Shareholders				
– 4 Places <sup>2</sup>	–	–	6,723,800	0.49%
– Other public H Shareholders	200,745,600	15.01%	200,745,600	14.72%
<b>Total H Shares</b>	<b>200,745,600</b>	<b>15.01%</b>	<b>227,640,800</b>	<b>16.69%</b>
<b>Total</b>	<b>1,337,220,939</b>	<b>100%</b>	<b>1,364,116,139</b>	<b>100%</b>

Notes:

- As at the date of this announcement, apart from Jiangxi Ruide, the aggregate holding of 36,815,257 A Shares by Ganzhou Geshuo Investment Management Center (limited partnership), Ganzhou Xinsheng Investment Management Center (limited partnership), Mr. Cai Baogui, Mr. Hu Zhibin, Mr. Li Xinnong and Mr. Lyu Feng will not be considered as part of the public float as they will be considered as core connected persons (as defined in Hong Kong Listing Rules) of the Company.
- Each of the Places is not a connected person of the Company.
- The number of Shares shown in the table does not include 8,015,784 treasury A Shares held by the Company. Any discrepancy between the total and the sum of the individual percentages in the above table is due to rounding. Based on the publicly available information and to the best knowledge of the Directors, the public float of the Company is in compliance with the minimum public float requirement set out in Rule 8.08 of the Hong Kong Listing Rules.

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

Jiangxi, December 30, 2024

*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.*