Stock Code: 603799 Stock Name: Huayou Cobalt Announcement No.: 2026-044

Zhejiang Huayou Cobalt Co., Ltd.
Announcement on the Proposed Acquisition of the Shares in Atlantic Lithium Limited

The Board of Directors and all directors of the Company warrant that there is no false representation, misleading statement or material omissions herein, and will assume joint and several liabilities with respect to the truthfulness, accuracy and completeness hereof.

Important Notice:

- In order to further expand the Company's operating footprint in overseas resource development, international manufacturing, and global markets, and consolidate its lithium resource portfolio, the Company has entered into a *Scheme Implementation Deed* and relevant appendices with Atlantic Lithium Limited, under which the Company intends to acquire 100% of the shares in Atlantic Lithium Limited through scheme of arrangement. The consideration for this transaction is USD 210,000,000 (exclusive of capital gains tax) and the final purchase price will be determined based on the capital gains tax charged by the Ghana Revenue Authority ("GRA").
- This transaction does not constitute a related-party transaction, or a material asset restructuring of listed company under the *Administrative Measures for Material Asset Restructuring of Listed Companies*.
- Pursuant to the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange* and the *Articles of Association*, this transaction falls within the approval authority of the General Manager's Office of the Company and does not require submission to the Board of Directors or the Shareholders' Meeting for deliberation.
- Risk warnings:

The completion of this transaction is subject to the satisfaction of the agreed conditions and the completion of the onshore and offshore filing or approval procedures relating to this investment, and therefore involves a degree of uncertainty. In its future operations, the Company may face potential risks related to business management, exchange rate fluctuations, and changes in the international political and economic environment, which could have an uncertain impact on the Company's future operating performance. Investors should exercise caution and be mindful of the investment risks involved.

I. Transaction Overview

(I) Basic information on this transaction

1. Transaction overview

In order to further expand its operating footprint in overseas resource development, international manufacturing, and global markets, and strengthen its lithium resource portfolio, Zhejiang Huayou Cobalt Co., Ltd. (the "Company") has entered into a *Scheme Implementation Deed* (the "Deed") and relevant appendices with Atlantic Lithium Limited ("Atlantic Lithium" or the "Target Company"), under which the Company intends to acquire 100% of the shares issued or to be issued by the Target Company (including 801,503,291 issued ordinary shares, 10,000,000 unlisted warrants, 6,081,082 unlisted Class A warrants, and 12,484,063 unlisted performance rights). The consideration for this acquisition of the 100% of the shares in Atlantic Lithium is USD 210,000,000 (exclusive of capital gains tax) and the final purchase price will be determined based on the capital gains tax charged by the Ghana Revenue Authority ("GRA")

After the completion of this transaction, the Company will acquire 100% of the shares in the Target Company, and the performance of Atlantic Lithium will be consolidated into the Company's financial statements.

2. Transaction elements

Transaction matters (select all that apply)	☑ Purchase □ Replacement □ Others. Please specify: ____________
Type of transaction target (select all that apply)	☑ Equity assets □ Non-equity assets
Name of transaction target	100% of the shares in Atlantic Lithium

Is it a cross-border transaction?	☑ Yes □ No
Does it fall within industrial integration?	☑ Yes □ No
Transaction price	☑ The price has been determined as follows: The consideration for the acquisition of 100% of the shares in Atlantic Lithium is USD 210,000,000 (exclusive of capital gains tax) and the final purchase price will be determined based on the capital gains tax charged by the Ghana Revenue Authority ("GRA") ☐ To be determined
Source of funds	☑ Own funds □ Raised funds ☑ Bank loans □ Others: ____________
Payment arrangement	☑ Payment in a lump sum at the agreed time: to the shareholders upon the satisfaction or waiver of all conditions □ Payment in installment pursuant to the agreed clause: __________
Is there a value adjustment mechanism clause?	☐ Yes ☑ No

(II) Voting results on the proposal on this transaction deliberated by the Board of Directors of the Company

This transaction falls within the approval authority of the General Manager's Office of the Company and does not require submission to the Board of Directors, as it does not meet the approval threshold of the Board of Directors.

(III) Approval and other procedures required for effectiveness of this transaction

This transaction does not require submission to the Shareholders' Meeting of the Company for deliberation, as it does not meet the approval threshold of the Shareholders' Meeting.

This transaction does not constitute a related-party transaction, or a material asset restructuring under the *Administrative Measures for Material Asset Restructuring of Listed Companies*. Before taking effect, this transaction requires approval by the shareholders' general meeting of Atlantic Lithium, satisfaction of the conditions to the transaction, completion of the approval/filing procedures with the onshore and offshore competent authorities and fulfillment of other customary conditions.

II. Information on the Counterparty

Corporate / Organization	Atlantic Lithium Limited

Name	
Unified Social Credit Code	□______________ ☑ N/A
Establishment Date	August 24, 2007
Registered Address	Level 17, Angel Place, 123 Pitt Street, Sydney, NSW 2000, Australia
Principal Office	Level 17, Angel Place, 123 Pitt Street, Sydney, NSW 2000, Australia
Legal Representative	/
Registered Capital	As of May 6, 2026, the total number of its issued ordinary shares are 801,503,291.
Main Business	Lithium exploration and development in Africa
Major Shareholder / Actual Controller	Assore International Holdings Limited is the largest shareholder, which holds and controls 211,800,865 shares in Atlantic Lithium, representing 26.4% of the total shares.

III. Basic Information on Transaction Target

(I) Transaction target overview

1. Basic information on the transaction target

This transaction involves share purchase, and the transaction target is 100% of the shares in Atlantic Lithium, a lithium company based in Australia and listed on the London Stock Exchange's AIM, the Australian Securities Exchange and the Ghana Stock Exchange, with lithium exploration and development in Africa as its main business and the Ewoyaa Lithium Project as its core asset.

2. Ownership of the transaction target

According to the legal due diligence conducted by the Company's external law firm, as of the date of this announcement, Atlantic Lithium has clear title to its assets, and such assets are free from mortgages, pledges, or any other restrictions on transfer, and are not subject to any litigation, arbitration, or judicial measures (such as seizures or freezes) or other circumstances that would impede the transfer of title. This transaction does not involve the transfer of any claims or debts.

3. Operations of the relevant assets

Atlantic Lithium's core asset is the Ewoyaa Lithium Project in Ghana. Situated in the Central Region, the Ewoyaa Lithium Project is approximately 100 km southwest of the capital, Accra and approximately 110 km from the Port of Takoradi. According to JORC standards, its total mineral resource is 36.8 Mt, at 1.24% Li_2O, equivalent to 1.127 Mt of lithium carbonate equivalent (LCE), in which, measured mineral resource is 3.7 Mt, at 1.37% Li_2O, equivalent to 0.125 Mt of LCE; indicated mineral resource is 26.10 Mt, at 1.24% Li_2O, equivalent to 0.799 Mt of LCE; and inferred mineral resource is 7 Mt, at 1.15% Li_2O, equivalent to 0.199 Mt of LCE.

Atlantic Lithium released the definitive feasibility study on the Ewoyaa Lithium Project in July 2023, which demonstrated the strong commercial development prospects of the Ewoyaa lithium mine. This Project obtained a mining lease in October 2023, an Environmental Protection Authority (EPA) permit in September 2024, and a mine operating permit in October 2024. In March 2026, the mining lease was officially ratified by Ghana's Parliament, becoming the first lithium mining lease granted and ratified by the Parliament in Ghana.

4. Details of the transaction target

(1) Transaction target

1) Basic information

Corporate / Organization Name	Atlantic Lithium Limited
Unified Social Credit Code	☐ ______________ ☑ N/A
Is it a subsidiary within the scope of consolidation of a listed company?	☐ Yes ☑ No
Will this transaction lead to a change in the scope of consolidation of the listed company?	☑ Yes ☐ No
Transaction Mode	☑ Pay cash to counterparty ☐ Expand capital of the target company ☐ Others, ___
Establishment Date	August 24, 2007
Registered Address	Level 17, Angel Place, 123 Pitt Street, Sydney, NSW 2000, Australia
Principal Office	Level 17, Angel Place, 123 Pitt Street, Sydney, NSW 2000,

	Australia
Legal Representative	/
Registered Capital	As of May 6, 2026, the total number of its issued ordinary shares are 801,503,291.
Main Business	Lithium exploration and development in Africa
Industry	B09 Non-ferrous metal ore mining and beneficiation industry

2) Shareholding structure

As of May 6, 2026, Assore International Holdings Limited is the largest shareholder, which holds and controls a total of 211,800,865 shares in Atlantic Lithium, representing 26.4% of the total shares. After the completion of this transaction, the Company will hold 100% of the shares in Atlantic Lithium and Atlantic Lithium will be delisted from the London Stock Exchange's AIM, the Australian Securities Exchange and the Ghana Stock Exchange.

(II) Key financial information on the transaction target

Unit: A$

Name of Target Asset	Atlantic Lithium Limited	
Type of Target Asset	Equity assets	
Percentage of the shares to be traded in this transaction (%)	100%	
Has it been audited?	☑ Yes □ No	
Auditor Name	BDO Audit Pty Ltd、CFY Partners	
Is the auditor qualified?	☑ Yes □ No	
Item	**2025.07.01-2026.03.31/ 2026.03.31 (Unaudited)**	**2024.07.01-2025.06.30/ 2025.06.30 (Audited)**
Total Assets	58,080,745	44,484,603
Total Liabilities	3,180,819	3,781,960
Net Assets	54,899,926	40,702,643
Net Profits	-3,018,771	-6,593,824
Net Profits Excluding Non-recurring Gains and Losses	-3,018,771	-6,593,824

IV. Valuation and Pricing of the Transaction Target

(I) Pricing information and basis

1. Pricing method and result of this transaction

The price for this transaction was determined following commercial negotiations and good-faith consultations between the transaction parties. The consideration for the acquisition of 100% of the shares in Atlantic Lithium is USD 210,000,000 (exclusive of capital gains tax) and the final purchase price will be determined based on the capital gains tax charged by the Ghana Revenue Authority ("GRA").

2. Details of valuation and pricing of the target asset

(1) Target asset

Name of Target Asset	100% of the shares in Atlantic Lithium Limited
Pricing Method	☑ Agreed pricing ☐ Based on appraisal or valuation result ☐ Public listing ☐ Others: ___________
Transaction Price	☑ The price has been determined as follows: The consideration for the acquisition of 100% of the shares in Atlantic Lithium is USD 210,000,000 (exclusive of capital gains tax) and the final purchase price will be determined based on the capital gains tax charged by the Ghana Revenue Authority ("GRA") ☐ To be determined

(II) Rationale of the pricing

The Company engaged intermediaries to conduct technical, financial, tax and legal due diligence. The purchase price for this transaction was determined following commercial negotiations and good-faith consultations based on the results of the aforementioned due diligence, while taking into account the current industry landscape, Atlantic Lithium's financial and operational status, and the listed company's strategic planning and positioning. The Company believes that the pricing for this transaction is reasonable and fair and will not harm the legitimate rights and interests of the listed company and its shareholders, particularly those of small and medium-sized investors.

V. Main Content of the Agreement

(I) Parties

Investor: Zhejiang Huayou Cobalt Co., Ltd.

Investee: Atlantic Lithium Limited ACN 127 215 132

(II) Main content

1. Huayou Cobalt and Atlantic Lithium mutually agreed that Huayou Cobalt will, pursuant to the *Scheme Implementation Deed*, acquire all shares in Atlantic Lithium by performing the *Scheme Implementation Deed*.

2. The consideration for acquisition of the 100% of the shares in Atlantic Lithium is USD 210,000,000 (exclusive of capital gains tax) and the final purchase price will be determined based on the capital gains tax charged by the Ghana Revenue Authority (“GRA”)

3. Conditions precedent to the implementation of the scheme mainly include:

(1) Atlantic Lithium holds a scheme shareholders meeting to deliberate and approve the relevant proposal;

(2) The Australian Foreign Investment Review Board (FIRB) has approved the scheme;

(3) The PRC approvals (including registration and filing procedures with the Ministry of Commerce and its local counterpart, the National Development and Reform Commission and its local counterpart, the State Administration of Foreign Exchange) have been obtained;

(4) The merger clearance from the ECOWAS Regional Competition Authority has been obtained;

(5) The exemption or approval of mandatory takeover has been obtained from Ghana’s SEC;

(6) The Australian court has issued necessary ruling to approve the scheme;

(7) The Target Company has obtained a private ruling from the Ghana Revenue Authority (GRA), in a form and substance acceptable to the investor;

(8) The independent expert issues and maintains an opinion that the scheme is in the best interests of the shareholders;

(9) During this period, there have been no material adverse changes, no material compliance incidents, no occurrence of any agreed trigger events, and no injunction issued by any court or regulatory authority to restrict or prohibit this transaction;

(10) other customary conditions precedent, including all other regulatory permits, exemptions and confirmations required for the completion of this transaction.

The Target Company has taken all necessary steps prior to the delivery time to ensure that, as of the record date: there are no Target Performance Rights or Target Warrants on issue; and the Security Shares, Loan Funded Shares, and Class A Warrants, as well as the rights to subscribe for Class B Warrants and Class C Warrants, have been dealt with in accordance with the provisions of the Deed.

4. The investor shall deposit the full purchase price into the trust account no later than noon on the third business day following the record date, and shall pay the

amount to the shareholders in a lump sum once all conditions precedent have been satisfied or waived.

5. During the transition period, the investee must maintain the normal operation of its existing business and ensure the integrity of its mining rights and assets. Without the investor’s consent, the investee may not undertake major investments, dispose of assets, provide external guarantees, incur new debt, or make large-scale payments; it must also maintain full transparency of information. Both parties shall jointly establish an integration committee to facilitate the closing and subsequent business integration.

6. The Deed establishes an exclusive transaction arrangement and explicitly includes exclusivity clauses prohibiting solicitation, negotiations, and due diligence. It also stipulates the Target Company’s obligation to provide information and, within a compliance framework that ensures the directors’ adherence to their fiduciary duties, grants Huayou Cobalt a matching right. Furthermore, the Deed separately specifies the liability for breach and the mechanism for paying liquidated damages in the event that either party breaches the terms.

7. The parties have established a mutual termination fee mechanism in the amount of USD 2.1 million equivalent.

The investor is in breach: The investee may lawfully terminate this Deed pursuant to its terms due to a material breach by the investor; the investor fails to perform its obligation to pay or arrange for the consideration as stipulated in the complete set of transaction documents;

The investee is in breach: A competing proposal is announced during the exclusivity period, and the third party and its affiliates complete the competing transaction or enter into a binding agreement within 12 months; during the exclusivity period, directors of the Target Company, without authorization, modify, withdraw, or reject their recommendation of this transaction, or publicly support the competing proposal (except in cases of statutory exceptions); the investor lawfully may terminate the transaction in accordance with the agreement due to a material breach by the Target Company, the occurrence of a material adverse change, or specific statutory or regulatory events; directors of the Target Company explicitly encourage shareholders to accept a competing proposal, or substantially support a competing proposal through their own shareholding activities (routine board-level deferrals do not constitute a breach).

VI. Implications on the Listed Company

(I) The acquisition of Atlantic Lithium, as a significant step in the Company's efforts to expand its overseas resource portfolio, will further enhance the Company's self-sufficiency in lithium resources, the resilience of its supply chain, its integrated industrial strengths and comprehensive competitiveness. This is in line with the Company's development strategy. This acquisition will not have a material impact on current operating results, but may have a positive effect on future financial condition and operating results. There are no circumstances that would harm the interests of the Company or its minority shareholders.

(II) After the completion of this transaction, the Target Company must promptly complete the restructuring of its board of directors and management: the Company will appoint new directors and company secretaries of the Target Company and all subsidiaries; the former directors, company secretaries and senior management of the subsidiaries must unconditionally resign and irrevocably waive their claims against those companies (except for the compensation and insurance benefits under laws and the articles of association).

No personnel relocation or land lease is involved in this transaction.

(III) After the completion of this transaction, there will be no related-party transactions or new instances of competitive overlap; the Company's new subsidiary will not engage in external guarantees, entrusted wealth management, or similar activities.

VII. Risk Warning

Notwithstanding the Company's thorough necessity assessment and feasibility analysis, the following material risks may arise during and after this transaction:

1. Uncertainty exists as to whether the onshore and offshore filing or approval procedures relating to this investment (including filing or approval with the development and reform commissions, commercial authorities or other onshore authorities and applicable offshore regulators) can be successfully completed and whether all conditions to closing can be satisfied.

2. Due to international situations, differences in laws and regulations across jurisdictions, cultural differences and other relevant factors, the Company and the Target Company differ in their stages of development, management modes and corporate cultures. If they fail to achieve effective integration and create synergy, the expected benefits of this transaction may be adversely affected.

3. As the Target Company's operations involve foreign currency, exchange rate fluctuations may result in foreign exchange losses; changes in the macroeconomic environment, such as geopolitical tensions, trade policies and economic sanctions, may also disrupt the normal operations of the Target Company.

In order to address the above risks, the Company will adopt active and appropriate operational strategies and management measures to promote the stability of its management team and the smooth transition of its management mechanism, minimize the risks involved in integration and ensure the successful launch of its future businesses.

We urge investors to be mindful of investment risks.

The announcement is hereby given.

Board of Directors of Zhejiang Huayou Cobalt Co., Ltd.

May 7, 2026