CHESIR

GLOBAL NEW MATERIAL INTERNATIONAL HOLDINGS LIMITED
环球新材国际控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 06616)

VOLUNTARY ANNOUNCEMENT

PROPOSED ISSUANCE OF RMB DENOMINATED HKD SETTLED CONVERTIBLE BONDS UNDER GENERAL MANDATE AND PROPOSED CONCURRENT REPURCHASE

Sole Global Coordinator, Joint Bookrunner, Joint Lead Manager and Sole Dealer Manager

滙豐
HSBC

Joint Bookrunners and Joint Lead Managers

國泰海通 GUOTAI HAITONG | 國泰君安國際 GUOTAI JUNAN INTERNATIONAL

BNP PARIBAS

This is a voluntary announcement made by the Company.

PROPOSED ISSUANCE OF RMB DENOMINATED HKD SETTLED CONVERTIBLE BONDS UNDER GENERAL MANDATE

The Company proposes to conduct an offering of RMB-denominated HKD settled convertible bonds, which will be issued by the Company to professional investors only (the "**Proposed Bonds Issue**"). The Managers have been appointed as the bookrunners and managers in respect of the Proposed Bonds Issue.

As at the time of release of this announcement, terms of the Convertible Bonds (including the principal amount, issue price and other terms) have yet to be determined. Upon finalizing the terms of the Convertible Bonds, the Company and the Managers are expected to enter into a subscription agreement in respect of the Proposed Bonds Issue. The completion of the Proposed Bonds Issue is subject to, among other things, market conditions and investor interest. The Company will make further announcement(s) in respect of the Proposed Bonds Issue should the subscription agreement in respect of the Proposed Bonds Issue be signed. The Convertible Bonds will only be offered, sold and delivered outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. None of the Convertible Bonds will be offered to the public in Hong Kong other than to "professional investors" as defined in the SFO and the rules made thereunder and none of the Convertible Bonds will be placed to any connected person of the Company.

The Company will make or cause to be made an application for the Convertible Bonds to be listed on the Vienna MTF operated by the Vienna Stock Exchange (or such other internationally recognised stock exchange as the Company may from time to time determine). The Company will also make or cause to be made an application for the Shares to be issued upon conversion of the Convertible Bonds to be listed on the Stock Exchange.

The Company intends to use the Net Proceeds for refinancing existing indebtedness (including funding of the Concurrent Repurchase), replenishment of working capital and general corporate purposes.

As no definitive agreement in relation to the Proposed Bonds Issue has been entered into as at the time of release of this announcement, the Proposed Bonds Issue may or may not materialize. Investors and Shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Bonds Issue will be made by the Company as and when appropriate.

PROPOSED CONCURRENT REPURCHASE OF THE 2026 CONVERTIBLE BONDS

Reference is made to the announcements of the Company dated 15 December 2025 and 6 January 2026 in relation to the issue of the 2026 Convertible Bonds. Pursuant to condition 8(E) *(Purchase)* of the terms and conditions of the 2026 Convertible Bonds, the Company or any of its subsidiaries may, subject to applicable laws and regulations, at any time and from time to time purchase the 2026 Convertible Bonds at any price in the open market or otherwise. Concurrently with the Proposed Bonds Issue, the Company proposes to purchase part or all of the outstanding principal amount of the 2026 Convertible Bonds pursuant to such terms and conditions.

On 17 September 2026, the Dealer Manager and the Company entered into the Dealer Manager Agreement, in connection with the Concurrent Repurchase whereby the Dealer Manager has been appointed to, amongst others, assist the Company in collecting indications of interest from holders of the 2026 Convertible Bonds who are willing to sell some or all of their 2026 Convertible Bonds to the Company.

The completion of the Concurrent Repurchase is subject to the satisfaction and/or waiver of the conditions precedent contained in the Dealer Manager Agreement. In addition, the Dealer Manager Agreement may be terminated under certain circumstances. As the Concurrent Repurchase may or may not complete, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Concurrent Repurchase will be made by the Company as and when appropriate.

WAIVERS IN RESPECT OF THE CONCURRENT REPURCHASE

As the proposed issue of the Convertible Bonds will occur simultaneously with the Concurrent Repurchase, the Company has applied for, and has been granted, from the Stock Exchange a waiver from strict compliance with the requirements under Rule 10.06(3)(a) of the Listing Rules for the Proposed Bonds Issue.

In addition, in respect of the Concurrent Repurchase, the Company has applied for, and has been granted, from the Executive a waiver from compliance with The Code on Share Buy-backs issued by the Securities and Futures Commission (other than Rule 6) having considered all the relevant circumstances.

GENERAL MANDATE

By resolutions of the Shareholders passed at the annual general meeting held on 26 June 2026, the Directors have been granted the General Mandate. As of the date of this announcement, no Shares have been issued or committed to be issued pursuant to the General Mandate. Accordingly, as of the date of this announcement, the number of Shares that the Company may issue pursuant to the General Mandate is 249,688,356 Shares, representing 20% of the total number of Shares in issue (i.e. 1,248,441,781 Shares) as of the date on which the General Mandate was granted to the Directors.

It is intended that any Shares which may be allotted and issued by the Company upon conversion of the Convertible Bonds will be issued under the General Mandate and no additional approval from the Shareholders is required for the allotment and issue of such Shares.

INFORMATION ON THE COMPANY

The Company is an investment holding company with the Shares listed on the Stock Exchange. The Group is a global new material technology platform enterprise focusing on the research and development, manufacturing and commercial application of surface performance materials. The Group's principal businesses cover core segments including pearlescent effect pigments (a diversified product portfolio based on substrates such as natural mica, synthetic mica, high-end flake alumina, glass flakes and silicon dioxide), functional fillers and cosmetic actives, and it maintains a globally leading position. Its products are applied in sectors including automobiles, cosmetics, electronics and electrical appliances, new energy, manufacturing and skincare products. Through the acquisition of CQV Co., Ltd. in South Korea and SUSONITY in Germany (formerly the Surface Solutions business of Merck KGaA), the Group has established six manufacturing bases, six R&D centres and six application centres across the globe, together with a sales network covering more than 150 countries and regions, forming a global innovative material ecosystem.

DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

"2026 Convertible Bonds"	the HK$1,000,000,000 4.25 per cent. convertible bonds due 2027 issued by the Company on 6 January 2026;
"Board"	the board of directors of the Company;

"Company"	Global New Material International Holdings Limited (环球新材国际控股有限公司), a company incorporated in the Cayman Islands with the Shares listed on the Stock Exchange (stock code: 06616);
"Concurrent Repurchase"	the proposed repurchase of the 2026 Convertible Bonds;
"connected person"	has the meaning given to it in the Listing Rules;
"Convertible Bonds"	the RMB-denominated HKD settled convertible bonds proposed to be issued by the Company;
"Dealer Manager"	The Hongkong and Shanghai Banking Corporation Limited;
"Dealer Manager Agreement"	the dealer manager agreement dated 17 September 2026 entered into between the Company and the Dealer Manager in respect of the Concurrent Repurchase;
"Director(s)"	director(s) of the Company;
"Executive"	has the meaning ascribed to it under The Codes on Takeovers and Mergers and Share Buy-backs;
"General Mandate"	the general mandate granted to the Directors on 26 June 2026 to issue new Shares of not more than 20% of the then total number of the Shares in issue as of the same date, subject to such extension as described in the resolutions approved by the Shareholders on the same date;
"Group"	the Company and its subsidiaries;
"HKD"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Managers"	The Hongkong and Shanghai Banking Corporation Limited, Guotai Junan Securities (Hong Kong) Limited and BNP Paribas Securities (Asia) Limited;

"Net Proceeds"	estimated net proceeds from the issue of the Convertible Bonds, after deduction of commission and expenses in connection with the issue of the Convertible Bonds;
"PRC"	the People's Republic of China, excluding for the purpose of this announcement, Hong Kong, Macau Special Administrative Region and Taiwan;
"professional investors"	as defined in the SFO and the rules made thereunder;
"Proposed Bonds Issue"	the proposed issue of the Convertible Bonds by the Company;
"RMB"	Renminbi, the lawful currency of the PRC;
"Securities Act"	the United States Securities Act of 1933, as amended;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	the share(s) in the share capital of the Company;
"Shareholder(s)"	holder(s) of the Shares;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited; and
"United States"	the United States of America.

By order of the Board
Global New Material International Holdings Limited
Dr SU Ertian
Chairman and Chief Executive Officer

17 September 2026, Hong Kong

As of the date of this announcement, the executive Directors are Dr SU Ertian (Chairman and Chief Executive Officer), Mr JIN Zengqin , Mr ZHOU Fangchao, Mr BAI Zhihuan, Ms ZENG Zhu and Mr LIM Kwang Su, the non-executive Director is Mr HU Yongxiang, and the independent non-executive Directors are Mr HUI Chi Fung, Professor HAN Gaorong, Mr LEUNG Kwai Wah Alex and Professor CHEN Fadong.