

证券代码:000408 证券简称:藏格矿业 公告编号:2026-005
藏格矿业股份有限公司
关于对外投资设立控股公司及
收购Kanga Potash 92%股权的公告

本公司及董事会全体成员保证信息披露的内容真实、准确、完整,没有虚假记载、误导性陈述或重大遗漏。

特别提示:
1.藏格矿业股份有限公司(以下简称“公司”)全资子公司藏格矿业发展(海南)有限公司(以下简称“藏格矿业发展”)拟通过Zange Mining International Plc.Ltd.(中文名称:藏格矿业国际私人投资有限公司,以下简称“藏格矿业国际”)设立控股公司藏格联合资源有限公司(暂定名,以最终注册为准,以下简称“联合资源公司”),同时该公司拟以171,046,592美元(折合人民币约11.57亿元,不含交易税费)对价收购Kanga Potash(以下简称“KP公司”或“标的公司”)92%股权。本次交易完成后,公司将间接持有KP公司69%的股权,联合资源公司和KP公司将纳入公司合并报表范围内。

2.截至本公告披露日,联合资源公司购买KP公司92%股权的相关协议尚未签署,协议内容以交易各方正式签署的协议为准。

3.KP公司的核心资产为位于刚果共和国(以下简称“刚果(布)”)境内的Kanga钾盐矿采矿权及Loango钾盐矿探矿权。KP公司的矿业权价值和开发效益存在不确定性,资源量估值与实际可采资源量可能存在差异。矿区的后续运营受刚果(布)宏观环境、行业政策、汇率波动及法律法规的影响较大,如刚果(布)的相关政策发生变化,将会对标的公司的未来生产经营和盈利情况产生影响。

4.联合资源公司的设立、标的公司股权收购尚需境内外监管机构的审批和备案,境外子公司设立及股权收购的实施与进展等存在不确定性,敬请广大投资者谨慎决策,注意投资风险。

5.公司将持续关注本次跨境投资的进展情况,并严格按照相关规定及时履行信息披露义务。

一、交易概述

1.基于公司战略规划和经营发展需要,为扩充资源储备,公司全资子公司藏格矿业发展拟通过藏格矿业国际与成都云图控股股份有限公司全资子公司应城市新都化工有限责任公司(以下简称“新都化工公司”)共同出资设立联合资源公司,其中藏格矿业国际占比75%,新都化工公司占比25%。

2.联合资源公司成立后,由该公司以171,046,592美元(折合人民币约11.57亿元,不含交易税费)对价收购KP公司92%股权。本次交易公司按75%持股比例测算需承担的投资金额为128,284,944美元(折合人民币约8.68亿元)。

本次交易完成后,公司将间接持有KP公司69%的股权,联合资源公司和KP公司将纳入公司合并报表范围内。

3.公司于2026年9月16日召开第十一届董事会第十三次(临时)会议,审议通过了《关于设立控股公司及收购Kanga Potash 92%股权的议案》,并授权公司管理层(或其授权人士)全权办理本次对外投资相关的全部事宜。本次交易在公司董事会审批权限范围内,无须提交公司董事会审议。

4.本次交易尚需获得境内外监管部门的事前与备案。

5.本次对外投资行为不构成关联交易,也不构成《上市公司重大资产重组管理办法》规定的重大资产重组。

二、交易各方情况介绍

(一)合作方的基本情况

公司名称:应城市新都化工有限责任公司

统一社会信用代码:91420981744642946N

注册地址:应城市盐化大道26号

成立时间:2003年3月19日

公司类型:有限责任公司(自然人投资或控股的法人独资)

法定代表人:陈俊

注册资本:283,840万元

经营范围:许可项目:肥料生产,危险化学品经营,危险化学品生产,燃气经营,港口经营,餐饮服务。(依法须经批准的项目,经相关部门批准后方可开展经营活动,具体经营项目以相关部门批准文件或许可证件为准)一般项目:货物进出口,技术进出口,化工产品销售(不含许可类化工产品),非食用盐销售,非食用盐加工,化工产品生产(不含许可类化工产品),肥料销售,化肥销售,煤炭及制品销售,工程和技术研究和试验发展,技术服务、技术开发、技术咨询、技术交流、技术转让、技术推广、软件开发、工业设计服务,轻质建筑材料制造,金属材料销售,轻质建筑材料销售,热力生产和供应,污水处理及其再生利用,专用设备修理,仪器仪表修理,电气设备安装。(除许可业务外,可自主依法经营法律法规非禁止或限制的项目)

股权结构:成都云图控股股份有限公司持有其100%股权

实际控制人:宋睿

与公司不存在关联关系,不属于失信被执人。

(二)交易对方的基本情况

企业名称	企业性质	注册地	法定代表人	注册资本	主营业务	主要股东	持有标的公司股权比例
Kanga Investments Ltd.	里里克斯(巴巴多斯)注册公司	13305 GH, Cliffricks & United Docks Business Park, Port Louis, Mauritius	Ashley John Turk	USD 131,389,088	钾盐矿探矿权、钾盐矿采矿权、钾盐矿加工、钾盐矿销售、钾盐矿贸易、钾盐矿运输、钾盐矿仓储、钾盐矿物流、钾盐矿金融、钾盐矿保险、钾盐矿法律、钾盐矿咨询、钾盐矿其他服务	AMED II S-CAR, AMI010101, AMI010102, AMI010103, AMI010104, AMI010105, AMI010106, AMI010107, AMI010108, AMI010109, AMI010110, AMI010111, AMI010112, AMI010113, AMI010114, AMI010115, AMI010116, AMI010117, AMI010118, AMI010119, AMI010120, AMI010121, AMI010122, AMI010123, AMI010124, AMI010125, AMI010126, AMI010127, AMI010128, AMI010129, AMI010130, AMI010131, AMI010132, AMI010133, AMI010134, AMI010135, AMI010136, AMI010137, AMI010138, AMI010139, AMI010140, AMI010141, AMI010142, AMI010143, AMI010144, AMI010145, AMI010146, AMI010147, AMI010148, AMI010149, AMI010150, AMI010151, AMI010152, AMI010153, AMI010154, AMI010155, AMI010156, AMI010157, AMI010158, AMI010159, AMI010160, AMI010161, AMI010162, AMI010163, AMI010164, AMI010165, AMI010166, AMI010167, AMI010168, AMI010169, 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