
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ganfeng Lithium Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Ganfeng Lithium Co., Ltd.
江西赣锋锂业股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1772)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE
GENERAL MEETING;**
- (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE
BOARD OF SUPERVISORS;**
- (4) THE APPLICATION FOR BANK FACILITIES AND PROVISION OF
GUARANTEES BY THE COMPANY AND ITS SUBSIDIARIES;
AND**
- (5) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 1 to 20 of this circular.

The notice of the EGM is set out on pages 41 to 43 in this circular. The EGM will be held at the conference room of the Company at 4th Floor, R&D Building at the Company's Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, PRC on Friday, April 22, 2022 at 2:00 p.m.

Whether or not you intend to attend the EGM, you are advised to complete and return the enclosed proxy form in respect of the EGM in accordance with the instructions printed thereon as soon as possible and in any event, not less than 24 hours prior to the commencement of such meeting or any adjournments thereof, (i.e., not later than Thursday, April 21, 2022 at 2:00 p.m. (Hong Kong time)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish. Shareholders who intend to attend the EGM should also complete and return the reply slip in accordance with the instructions printed thereon.

March 31, 2022

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DEFINITIONS

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

“A Share(s)”	ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are subscribed for in RMB and listed on the Shenzhen Stock Exchange (stock code: 002460)
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Ganfeng Lithium Co., Ltd. (江西贛鋒鋰業股份有限公司), a joint stock company established in the PRC with limited liability, the A Shares of which and the H Shares of which are listed on the Shenzhen Stock Exchange (stock code: 002460) and on the Main Board of the Stock Exchange (stock code: 01772), respectively
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 2:00 p.m, on Friday, April 22, 2022 at the Conference Room, 4th Floor, R&D Building at the Company’s Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, the PRC
“Ganfeng Electronics”	Xinyu Ganfeng Electronics Co., Ltd. (新余贛鋒電子有限公司), a limited liability company established in the PRC on April 4, 2018
“Ganfeng LiEnergy”	Jiangxi Ganfeng LiEnergy Technology Co., Ltd. (江西贛鋒鋰電科技有限公司), a controlled subsidiary of the Company
“Ganfeng Netherlands”	Ganfeng Lithium Netherlands Co., B.V., a wholly-owned subsidiary of the Company
“Ganfeng Recycling”	Jiangxi Ganfeng Recycling Technology Co., Ltd. (江西贛鋒循環科技有限公司), a limited liability company established in the PRC on January 25, 2016
“GFL International”	GFL International Co., Limited, a private company limited by shares incorporated in Hong Kong on March 29, 2011 and a wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Huizhou Ganfeng”	Huizhou Ganfeng Lithium Battery Technology Co., Ltd. (惠州贛鋒鋰電科技有限公司), a limited liability company established in the PRC on August 24, 2020
“Latest Practicable Date”	March 25, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“PRC”	the People’s Republic of China, and for the purposes of this circular only and except where the context requires otherwise, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

In case of any inconsistency between the Chinese version and the English version of this circular, the English version shall prevail.

A LETTER FROM THE BOARD



Ganfeng Lithium Co., Ltd.
江西赣锋锂业股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1772)

Executive Directors:

Mr. LI Liangbin
Mr. WANG Xiaoshen
Ms. DENG Zhaonan
Mr. SHEN Haibo

Registered Office:

Longteng Road
Economic Development Zone
Xinyu
Jiangxi Province, PRC

Non-executive Directors:

Ms. YANG Juan
Mr. YU Jianguo

Principal Place of Business in Hong Kong:

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. LIU Jun
Ms. WONG Sze Wing
Mr. XU Guanghua
Ms. XU Yixin

March 31, 2022

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING;**
- (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF SUPERVISORS;**
- (4) THE APPLICATION FOR BANK FACILITIES AND PROVISION OF GUARANTEES BY THE COMPANY AND ITS SUBSIDIARIES; AND**
- (5) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

A LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the relevant information for making informed decisions in respect of the resolutions at the EGM in respect of, among other things, (i) proposed amendments to the Articles of Association; (ii) proposed amendments to the Rules of Procedures of the General Meeting; (iii) proposed amendments to the Rules of Procedures of the Board of Supervisors; and (iv) the application for bank facilities and provision of guarantees by the Company and its subsidiaries.

I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated March 25, 2022 in relation to the proposed amendments to the Articles of Association.

In light of the changes in the relevant rules of Shenzhen Stock Exchange and the Listing Rules, the resolution in relation to the proposed amendments to the Articles of Association was considered and approved at the 38th meeting of the fifth session of the Board.

The details of the amendments are set out in Appendix I of this circular. The Articles of Association and its amendments were written in Chinese, without formal English version. As such, any English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

The resolution in relation to the proposed amendments to the Articles of Association is subject to the approval by way of a special resolution at the EGM.

II. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING

According to relevant regulations in the Company Law of the PRC, the changes in the relevant rules of Shenzhen Stock Exchange and the Listing Rules, terms of the proposed amendments to the Articles of Association and the actual situation of the Company, the Board considered and approved the amendments to the existing Rules of Procedures of the General Meeting.

The proposed amendments to the Rules of Procedures of the General Meeting are set out in the Appendix II to this circular.

A LETTER FROM THE BOARD

The existing chapters, articles and cross-referenced articles will be renumbered and adjusted accordingly upon the proposed amendments to the Rules of Procedures of the General Meeting. The English versions of the proposed amendments to the Rules of Procedures of the General Meeting are unofficial translation of their respective Chinese versions. In the event of any inconsistency, the Chinese versions shall prevail.

The resolution in relation to the proposed amendments to the Rules of Procedures of the General Meeting is subject to the approval of the Shareholders at the EGM by way of ordinary resolution.

III. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF SUPERVISORS

According to relevant regulations in the Company Law of the PRC, the changes in the relevant rules of Shenzhen Stock Exchange and the Listing Rules, terms of the proposed amendments to the Articles of Association and the actual situation of the Company, the Board considered and approved the amendments to the existing Rules of Procedures of the Board of Supervisors.

The proposed amendments to the Rules of Procedures of the Board of Supervisors are set out in the Appendix III to this circular.

The existing chapters, articles and cross-referenced articles will be renumbered and adjusted accordingly upon the proposed amendments to the Rules of Procedures of the Board of Supervisors. The English versions of the proposed amendments to the Rules of Procedures of the Board of Supervisors are unofficial translation of their respective Chinese versions. In the event of any inconsistency, the Chinese versions shall prevail.

The resolution in relation to the proposed amendments to the Rules of Procedures of the Board of Supervisors is subject to the approval of the Shareholders at the EGM by way of ordinary resolution.

A LETTER FROM THE BOARD

IV. THE APPLICATION FOR BANK FACILITIES AND PROVISION OF GUARANTEES BY THE COMPANY AND ITS SUBSIDIARIES

1. Overview of the Guarantees

The 38th meeting of the fifth session of the Board was held on March 25, 2022, which considered and approved the resolution in relation to the application for bank facilities and provision of guarantees by the Company and its subsidiaries (《關於本公司及子公司申請銀行授信並提供擔保的議案》). In order to meet the development, production and operation needs of the Company and its subsidiaries, the Company and its subsidiaries were approved to apply to the following cooperative banks for a comprehensive credit line of RMB31,950 million in total, of which a total of RMB10,700 million will be guaranteed by way of joint liability guarantees provided by the Company. The details are as follows:

No.	Name of applicant	Name of bank	Type of credit facility	Method of guarantee	Line of credit	Term
1	The Company Ganfeng Recycling Xinyu Ganfeng Lithium Co., Ltd Fengxin Ganfeng Lithium Co., Ltd Ganfeng LiEnergy	The Export Import Bank of China	Comprehensive credit facilities	Credit guarantee, and parent company and subsidiary guarantee of RMB1.6 billion The Company provides no more than RMB1.2 billion of joint liability guarantees	700,000	2 years
2	The Company Ganfeng Recycling Xinyu Ganfeng Lithium Co., Ltd Ganfeng Electronics Ganfeng LiEnergy Huizhou Ganfeng	Postal Savings Bank of China	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB300 million of joint liability guarantees The Company provides no more than RMB1.7 billion of joint liability guarantees	500,000	2 years

A LETTER FROM THE BOARD

No.	Name of applicant	Name of bank	Type of credit facility	Method of guarantee	Line of credit	Term
3	The Company Ganfeng Recycling Sichuan Ganfeng Lithium Co., Ltd Ganfeng New Energy Technology Development(Suzhou) Co., Ltd Xinyu Ganfeng Lithium Co., Ltd Ganfeng LiEnergy	Industrial and Commercial Bank of China	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB500 million of joint liability guarantees The Company provides no more than RMB500 million of joint liability guarantees	500,000	2 years
4	The Company Ganfeng Recycling Yichun Ganfeng Lithium Co., Ltd Xinyu Ganfeng Lithium Co., Ltd Ganfeng LiEnergy Ganfeng Electronics	Bank of Communications	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB300 million of joint liability guarantees The Company provides no more than RMB1 billion of joint liability guarantees	400,000	2 years
5	The Company Ganfeng LiEnergy Huizhou Ganfeng	China Construction Bank	Comprehensive credit facilities	Credit guarantee The Company provide no more than RMB1 billion of joint liability guarantees	330,000	2 years
6	The Company Ganfeng New Energy Technology Development(Suzhou) Co., Ltd Ganfeng Recycling Ganfeng Electronics Ganfeng LiEnergy Huizhou Ganfeng	Bank of China	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB200 million of joint liability guarantees The Company provides no more than RMB1 billion of joint liability guarantees	240,000	2 years

A LETTER FROM THE BOARD

No.	Name of applicant	Name of bank	Type of credit facility	Method of guarantee	Line of credit	Term
7	The Company Ganfeng LiEnergy	Bank of Jiujiang	Comprehensive credit facilities	Credit guarantee	100,000	2 years
8	The Company GFL INTERNATIONAL CO.,LTD	HSBC	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB100 million of joint liability guarantees	60,000	2 years
9	The Company Ganfeng LiEnergy	China CITIC Bank	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB300 million of joint liability guarantees	80,000	1 year
10	The Company Ganfeng LiEnergy	Agricultural Bank of China	Comprehensive credit facilities	Credit guarantee	85,000	1 year
11	The Company Huizhou Ganfeng	China Minsheng Bank	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB500 million of joint liability guarantees	100,000	1 year
12	The Company Huizhou Ganfeng	Shanghai Pudong Development Bank	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB500 million of joint liability guarantees	100,000	1 year
					3,195,000	

The Company and its subsidiaries are exempt from paying guarantee fees or providing counter-guarantees in respect of the above guarantees.

The management of the Company is hereby authorized to handle relevant formalities and sign relevant legal documents on behalf of the Company subject to the limit approved by the resolution. This matter is subject to the consideration and approval at the EGM.

As of the Latest Practicable Date, no agreement has been entered into in respect of the above guarantees.

A LETTER FROM THE BOARD

2. Basic Information on the Guaranteed Parties

(1) *Basic Information on Ganfeng LiEnergy*

Company name:	Jiangxi Ganfeng LiEnergy Technology Co., Ltd.
Unified social credit code:	91360500576129026E
Address:	No. 2551, Yangguang Avenue, High-tech Development Zone, Xinyu, Jiangxi Province
Registered capital:	RMB2,135.7 million
Legal representative:	Ge Zhimin
Principal business:	Research and development, production and sales of lithium-ion power batteries, fuel cells, and energy storage batteries; research and development, production and sales of super capacitors, battery management system, wind and solar energy storage system, and related equipment; lithium battery industrial design services; lithium battery technology consulting, promotion and transfer services; self-operated and commissioned commodity import and export business

As at the Latest Practicable Date, the Company holds 60.87% of the equity interests in Ganfeng LiEnergy.

A LETTER FROM THE BOARD

The Company has a good reputation and has established a good relationship with the banks. Ganfeng LiEnergy's can enjoy the same preferential interest rate policy as the Company while Ganfeng LiEnergy's loans are guaranteed by the Company. Lithium battery industry is an asset-heavy industry. Due to the late start of Ganfeng LiEnergy and its large scale of early asset investment, the loan will be used for the construction of capacity expansion of Ganfeng LiEnergy. Subject to the favorable changes in the macro environment and the growth of market demand, and with the continuous expansion of the construction of capacity scale of Ganfeng LiEnergy, the operating performance of Ganfeng LiEnergy showed a rapid upward trend, and the operating scale and profitability increased significantly compared with the same period last year.

Below is the financial data of Ganfeng LiEnergy for the year and period indicated:

Unit: RMB0'000

Item	As of December	As of June
	31, 2020	30, 2021
	(Audited)	(Unaudited)
Total assets	257,492.78	690,315.49
Net assets	86,510.00	396,588.24

Item	For the year	For the nine
	ended December	months ended
	31, 2020	September
	(Audited)	(Audited)
Operating revenue	129,491.98	140,881.87
Net profit	3,133.58	3,777.84

As of September 30, 2021, the gearing ratio of Ganfeng LiEnergy was 42.55%.

A LETTER FROM THE BOARD

(2) *Basic Information on Ganfeng Electronics*

Company name:	Xinyu Ganfeng Electronics Co., Ltd.
Unified social credit code:	91360500MA37TA6N0C
Address:	No. 2668, Nanyuan Road, High-tech Development Zone, Xinyu, Jiangxi Province
Registered capital:	RMB60 million
Legal representative:	Xiao Haiyan
Principal business:	Research and development, design, processing, manufacturing and sales of digital 3C lithium-ion battery, rechargeable battery and electronics; production and sales of medical devices

Ganfeng LiEnergy holds 100% of the equity interests in Ganfeng Electronics as at the Latest Practicable Date.

Below is the financial data of Ganfeng Electronics for the year and period indicated:

Unit: RMB0'000

Item	As of December	As of September
	31, 2020	30, 2021
	(Unaudited)	(Unaudited)
Total assets	38,258.95	37,559.48
Net assets	8,572.87	9,613.93

Item	For the year	For the nine
	ended December	months ended
	31, 2020	September
	(Unaudited)	(Unaudited)
Operating revenue	23,787.15	25,112.68
Net profit	2,457.64	1,041.06

As of September 30, 2021, the gearing ratio of Ganfeng Electronics was 74.4%

A LETTER FROM THE BOARD

(3) Basic Information on Huizhou Ganfeng

Company name: Huizhou Ganfeng LiEnergy Technology Co., Ltd.

Unified social credit code: 91441300MA556NCC0P

Address: Room 1303, Chenjiang Chuangye Building, Yuanhui Road, Chenjiang Street, Zhongkai High-tech Zone, Huizhou

Registered capital: RMB100 million

Legal representative: Ge Zhimin

Principal business: Development, production, sales and after-sales service of lithium battery cells, lithium-ion batteries, lithium polymer batteries, metal lithium batteries, power batteries, energy storage batteries, rechargeable battery packs, battery management systems, wind and photovoltaic power storage systems, lithium-ion battery packs and spare parts, and equipment related to lithium battery protection devices; providing technical consultation, technology transfer, product quality testing and certification services for lithium batteries and related accessories; production and sales of labor protection products and industrial masks; development, manufacturing and sales of precision molds; import and export of commodities or technologies

Ganfeng LiEnergy holds 100% of the equity interests in Huizhou Ganfeng as at the Latest Practicable Date.

A LETTER FROM THE BOARD

Below is the financial data of Huizhou Ganfeng for the year and period indicated:

Unit: RMB0'000

Item	As of December 31, 2020 (Unaudited)	As of September 30, 2021 (Unaudited)
Total assets	0.01	35,342.44
Net assets	-0.19	9,868.45

Item	For the year ended December 31, 2020 (Unaudited)	For the nine months ended September 30, 2021 (Unaudited)
Operating revenue	0.00	0.00
Net profit	-0.19	-131.37

As of September 30, 2021, the gearing ratio of Huizhou Ganfeng was 72.08%.

(4) Basic Information on Ganfeng Recycling

Company name:	Jiangxi Ganfeng Recycling Technology Co., Ltd.
Unified social credit code:	91360500MA35GCE49Y
Address:	No. 608, Nanyuan Avenue, High-tech Development Zone, Xinyu, Jiangxi Province
Registered capital:	RMB100 million
Legal representative:	Xie Shaozhong
Principal business:	Recycling, processing and sales of batteries and metal scraps; production and sales of lithium salt, rubidium cesium salt and nickel cobalt manganese hydroxide; import and export of goods; environmental engineering

The Company holds 100% of the equity interests in Ganfeng Recycling as at the Latest Practicable Date.

A LETTER FROM THE BOARD

Below is the financial data of Ganfeng Recycling for the year and period indicated:

Unit: RMB0'000

Item	As of December 31, 2020 (Unaudited)	As of September 30, 2021 (Unaudited)
Total assets	41,454.71	63,281.66
Net assets	30,014.72	34,058.09

Item	For the year ended December 31, 2020 (Unaudited)	For the nine months ended September 30, 2021 (Unaudited)
Operating revenue	72,119.39	43,241.66
Net profit	5,179.31	4,043.37

As of September 30, 2021, the gearing ratio of Ganfeng Recycling was 46.18%.

(5) Basic Information on Fengxin Ganfeng Lithium Co., Ltd

Company name:	Fengxin Ganfeng Lithium Co., Ltd.
Unified social credit code:	9136092175677003XG
Address:	Fengtian Development Zone, Fengxin County, Yichun City, Jiangxi Province
Registered capital:	RMB135 million
Legal representative:	Zhu Shigui
Principal business:	Production and sales of lithium and sodium hypochlorite (valid period of safety production license: December 22, 2023); production and sales of chemical products and chemical raw materials; production and sales of lithium battery materials, instruments and mechanical equipment

The Company holds 100% of the equity interests in Fengxin Ganfeng Lithium Co., Ltd. As at the Latest Practicable Date.

A LETTER FROM THE BOARD

Below is the financial data of Fengxin Ganfeng Lithium Co., Ltd. For the year and period indicated:

Unit: RMB0'000

Item	As of December	As of September
	31, 2020	30, 2021
	(Unaudited)	(Unaudited)
Total assets	57,054.72	64,575.98
Net assets	53,789.96	58,031.02

Item	For the year	For the nine
	ended December	months ended
	31, 2020	September 30, 2021
	(Unaudited)	(Unaudited)
Operating revenue	37,120.89	32,196.02
Net profit	6,395.58	4,243.10

As of September 30, 2021, the gearing ratio of Fengxin Ganfeng Lithium Co., Ltd. was 10.14%.

(6) Basic Information on Yichun Ganfeng Lithium Co., Ltd

Company name:	Yichun Ganfeng Lithium Co., Ltd.
Unified social credit code:	91360900677954594R
Address:	Economic Development Zone in Yichun, Jiangxi Province
Registered capital:	RMB50 million
Legal representative:	Zhu Shigui
Principal business:	Production and sales of lithium battery materials, nonferrous metals, instruments and meters and mechanical equipment; incoming material processing and “three supplies and one compensation” business, chemical product production, nonferrous metal alloy manufacturing, nonferrous metal alloy sales and hazardous chemical production

The Company holds 100% of the equity interests in Yichun Ganfeng Lithium Co., Ltd. As at the Latest Practicable Date.

A LETTER FROM THE BOARD

Below is the financial data of Yichun Ganfeng Lithium Co., Ltd. For a year and a period:

Unit: RMB0'000

Item	As of December 31, 2020 (Unaudited)	As of September 30, 2021 (Unaudited)
Total assets	61,283.61	71,418.55
Net assets	56,898.8	65,966.99

Item	For the year ended December 31, 2020 (Unaudited)	For the nine months ended September 30, 2021 (Unaudited)
Operating revenue	37,684.11	35,334.63
Net profit	7,858.06	9,065.59

As of September 30, 2021, the gearing ratio of Yichun Ganfeng Lithium Co., Ltd. was 7.63%.

(7) Basic Information on GFL International

Company name:	GFL International Co., Limited
Place of incorporation:	Hong Kong
Scope of business:	Investment and trading (minerals, etc.)
Number of certificate of incorporation:	1580183
Business registration number:	5814941200003117

The Company holds 100% of the equity interests in GFL International as at the Latest Practicable Date.

A LETTER FROM THE BOARD

Below is the financial data of GFL International for the year and period indicated:

Unit: USD0'000

Item	As of December 31, 2020 (Unaudited)	As of September 30, 2021 (Unaudited)
Total assets	90,966.13	128,306.80
Net assets	90,789.84	126,493.63

Item	For the year ended December 31, 2020 (Unaudited)	For the nine months ended September 30, 2021 (Unaudited)
Operating revenue	23,840.47	24,251.71
Net profit	10,208.42	14,970.07

As of September 30, 2021, the gearing ratio of GFL International was 1.41%.

A LETTER FROM THE BOARD

(8) Basic Information on Sichuan Ganfeng Lithium Co., Ltd

Company name: Sichuan Ganfeng Lithium Co., Ltd.

Unified social credit code: 91511722MAACNLJT77

Address: Lithium potassium Park, Puguang Economic Development Zone, Dazhou City, Sichuan Province

Registered capital: RMB100 million

Legal representative: Wang Dabing

Principal business: Import and export of goods; manufacturing of basic chemical raw materials (excluding manufacturing of licensed chemical such as hazardous chemicals); sales of chemical products (excluding licensed chemical products); smelting of common non-ferrous metals; manufacturing of non-ferrous metals alloy; sales of non-ferrous metals alloy; manufacturing of batteries; research and development of resource recycling technology; promotion service of new material technology; engineering and technology research and experimental development; engagement in investment activities with self-owned funds (except for projects subject to approval according to law, carry out business activities independently according to law with business license)

Sichuan Ganfeng Lithium Co., Ltd. was established on September 18, 2021 and has no financial data.

The Company holds 100% of the equity interests in Sichuan Ganfeng Lithium Co., Ltd as at the Latest Practicable Date.

A LETTER FROM THE BOARD

(9) Basic Information on Ganfeng New Energy Technology Development (Suzhou) Co., Ltd

Company name:	Ganfeng New Energy Technology Development (Suzhou) Co., Ltd
Unified social credit code:	91320594MA26C5Q27Y
Address:	Room (112) – 88, modern logistics building, No. 88, modern Avenue, Suzhou Industrial Park, Suzhou area, China (Jiangsu) pilot Free Trade Zone
Registered capital:	RMB100 million
Legal representative:	Wang Xiaoshen
Principal business:	Operation of electric vehicle charging infrastructure; battery sales; charging pile sales; research and development of distribution switch control equipment; solar power generation technology services; sales of solar thermal power generation equipment; technical services, technical development, technical consultation, technical communication, technology transfer and technology promotion; research and development of new material technology (except for projects subject to approval according to law, business activities shall be carried out independently according to law with business license)

The Company holds 100% of the equity interests in Ganfeng New Energy Technology Development (Suzhou) Co., Ltd as at the Latest Practicable Date.

A LETTER FROM THE BOARD

Below is the financial data of Ganfeng New Energy Technology Development (Suzhou) Co., Ltd for the year and period indicated:

Unit: RMB0'000

Item	As of December 31, 2020 (Unaudited)	As of September 30, 2021 (Unaudited)
Total assets	–	5,098.64
Net assets	–	5,098.64

Item	For the year ended December 31, 2020 (Unaudited)	For the nine months ended September 30, 2021 (Unaudited)
Operating revenue	–	–
Net profit	–	-1.36

As of September 30, 2021, the gearing ratio of Sichuan Ganfeng New Energy Technology Development (Suzhou) Co., Ltd was 0.00%.

3. Opinions of the Board

The Board is of the opinion that in order to meet the capital requirements and optimize the financial structures of the Company and its subsidiaries, the provision of guarantees by the Company to its subsidiaries is conducive to the development and production and operational needs of the Company and its subsidiaries, the satisfaction of the financing requirements of the Company, and the long-term development of the Company without prejudice to the interests of the Company and the minority Shareholders.

A LETTER FROM THE BOARD

4. Opinions of Independent Non-executive Directors

The independent non-executive Directors are of the opinion that in order to meet the capital requirements and optimize the financial structures of the Company and its subsidiaries, the provision of guarantees by the Company to its subsidiaries is conducive to the development and production and operational needs of the Company and its subsidiaries, the satisfaction of the financing requirements of the Company, and the long-term development of the Company without prejudice to the interests of the Company and the minority Shareholders. The decision-making procedures and methods of the Board on the guarantees met the provisions of relevant laws and regulations and the Articles of Association without prejudice to the interests of the Company and Shareholders as a whole. Therefore, all independent non-executive Directors approved the application for bank facilities and the provision of guarantees by the Company and its subsidiaries.

The resolution is subject to the consideration and approval of the EGM by way of a special resolution.

V. EGM

The notices of the EGM are set out on pages 41 to 43 of this circular.

The proposed resolutions in relation to (i) the proposed amendments to the Articles of Association and (ii) the application for bank facilities and provision of guarantees by the Company and its subsidiaries are subject to the approval by way of special resolution of Shareholders at the EGM pursuant to the Articles of Association, which must be passed by two-thirds or more than two-thirds of the total number of shares with valid voting rights held by Shareholders attending the meeting.

The proposed resolutions regarding (i) the proposed amendments to the Rules of Procedures of the General Meeting, and (ii) the proposed amendments to the Rules of Procedures of the Board of Supervisors are subject to the approval by way of ordinary resolution of Shareholders at the EGM pursuant to the Articles of Association.

Pursuant to the Listing Rules and the Articles of Association, any vote of the Shareholders at a general meeting shall be taken by poll except where the chairman of such meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under the Listing Rules.

A LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders will be required to abstain from voting the resolutions set out in this circular.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, there is (i) no voting trust or other agreement or arrangement or understanding entered into by or binding upon any Shareholder; and (ii) no obligation or entitlement of any Shareholder as at the Latest Practicable Date, whereby he/she has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his/her Shares to a third party, either generally or on a case-by-case basis. Accordingly, to the best knowledge, information and belief of the Directors, there exists no discrepancy between any Shareholder's beneficial shareholding interest in the Company and the number of Shares in respect of which such Shareholder will control or will be entitled to exercise control over the voting right at the EGM.

Whether or not you are able to attend the EGM in person, you are requested to complete the proxy forms in accordance with the instructions printed thereon and return the same to the share registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy forms shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

VI. RECOMMENDATION

The Board considers that the proposed resolutions set out above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders eligible to vote at the EGM to attend and vote in favour of the resolutions.

Yours faithfully
For and on behalf of the Board
GANFENG LITHIUM CO., LTD.
LI Liangbin
Chairman

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

AMENDMENTS TO THE ARTICLES OF ASSOCIATION COMPARISON TABLE

No.	Original Articles	Amended Articles
1	Article 35	Article 35
	<p>Any gains from sale of the held shares in the Company by any directors, supervisors, senior management officers or shareholders holding 5% or more of the domestic shares of the Company within six months after purchase thereof, or any gains from purchase within six months after sale thereof, shall be owned by the Company, and will be recovered by the board of directors of the Company. However, if a securities company holds 5% or more shares by taking up the remaining shares not subscribed pursuant to an underwriting arrangement, sale of such shares will not be subject to the six months limitation.</p> <p>Where the board of directors of the Company fails to observe the preceding paragraph, the shareholders shall be entitled to require the board of directors to do so within thirty days. If the board of directors of the Company fails to do so within the aforesaid time limit, the shareholders shall be entitled to for the benefit of the Company directly lodge a lawsuit before the People’s Court in their own name.</p> <p>Where the board of directors of the Company fails to comply with the requirements set out in the first paragraph, the responsible directors shall assume joint and several liabilities in accordance with the law.</p>	<p>Any gains from sale of the held shares in the Company or other securities with an equity nature by any directors, supervisors, senior management officers or shareholders holding 5% or more of the domestic shares of the Company within six months after purchase thereof, or any gains from purchase within six months after sale thereof, shall be owned by the Company, and will be recovered by the board of directors of the Company. However, a securities company which holds 5% or more shares by taking up the remaining shares not subscribed pursuant to an underwriting arrangement and other circumstances stipulated by the China Securities Regulatory Commission are excluded.</p> <p>Shares or other securities with an equity nature held by directors, supervisors, senior management officers and natural person shareholders referred to in the preceding paragraph include shares or other securities with an equity nature held by their spouses, parents and children and held under others’ accounts.</p> <p>Where the board of directors of the Company fails to comply with the requirements set out in the first paragraph of this Article, the shareholders shall be entitled to require the board of directors to do so within thirty days. If the board of directors of the Company fails to do so within the aforesaid time limit, the shareholders shall be entitled to for the benefit of the Company directly lodge a lawsuit before the People’s Court in their own name.</p> <p>Where the board of directors of the Company fails to comply with the requirements set out in the first paragraph of this Article, the responsible directors shall assume joint and several liabilities in accordance with the law.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
2	Article 46	Article 46
	<p>Where laws, administrative regulations, rules, normative documents and relevant requirements of relevant stock exchange or regulatory authorities at the place where the shares of the Company are listed contain provisions which stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or prior to the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</p>	<p>Where laws, administrative regulations, rules, normative documents and relevant requirements of relevant stock exchange or regulatory authorities at the place where the shares of the Company are listed contain provisions which stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or prior to the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail. In addition, the Hong Kong branch register of the register of shareholders, in accordance with Hong Kong laws in force from time to time, may be closed to transfer of shares during the time when the board of directors may determine.</p>
3	Article 53	Article 53
	<p>The ordinary shareholders of the Company shall have the following rights:</p> <p>.....</p> <p>(v) to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>.....</p> <p>2. to inspect and copy after payment of a reasonable cost:</p> <p>(1) copies of the register of all shareholders;</p> <p>.....</p>	<p>The ordinary shareholders of the Company shall have the following rights:</p> <p>.....</p> <p>(v) to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>.....</p> <p>2. to inspect and copy after payment of a reasonable cost:</p> <p>(1) the register of all shareholders;</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
4	Article 61	Article 61
	<p>The shareholders' general meeting shall exercise the following powers:</p> <p>.....</p> <p>(x) to decide on the Company's appointment, removal or non-reappointment of accounting firms;</p> <p>(xvi) to examine the Company' s share incentive schemes;</p> <p>.....</p>	<p>The shareholders' general meeting shall exercise the following powers:</p> <p>.....</p> <p>(x) to decide on the Company's appointment, removal or non-reappointment and remuneration of accounting firms;</p> <p>(xvi) to examine the Company' s share incentive schemes and employee share ownership schemes;</p> <p>.....</p>
5	Article 64	Article 64
	<p>The following external guarantees of the Company shall be subject to consideration and approval by the shareholders' general meeting:</p> <p>(i) any guarantee provided after the total amount of external guarantee provided to third parties by the Company and its controlled subsidiaries has reached or exceeded 50% of the latest audited net assets;</p> <p>(ii) any guarantee provided after the total amount of external guarantee provided to third parties by the Company has reached or exceeded 30% of latest audited total assets;</p> <p>.....</p>	<p>The following external guarantees of the Company shall be subject to consideration and approval by the shareholders' general meeting:</p> <p>(i) any guarantee provided after the total amount of external guarantee provided to third parties by the Company and its controlled subsidiaries has exceeded 50% of the latest audited net assets;</p> <p>(ii) any guarantee provided after the total amount of external guarantee provided to third parties by the Company has exceeded 30% of latest audited total assets;</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
6	Article 66	Article 66
	<p>Shareholders' General meetings include annual general meetings and extraordinary general meetings. The shareholders' general meeting shall be convened by the board of directors. The annual general meeting shall be held once every year within six months after the end of the previous accounting year.</p> <p>.....</p> <p>(iii) shareholders individually or in the aggregate holding 10% or more of the Company's issued voting shares request in writing to hold an extraordinary general meeting;</p> <p>.....</p>	<p>Shareholders' General meetings include annual general meetings and extraordinary general meetings. The shareholders' general meeting shall be convened by the board of directors. The annual general meeting shall be held once every accounting year within six months after the end of the previous accounting year.</p> <p>.....</p> <p>(iii) shareholders individually or in the aggregate holding 10% or more of the Company's issued voting shares request in writing to hold an extraordinary general meeting, the requester(s) may add a resolution to the agenda of an extraordinary general meeting convened in accordance with this subarticle;</p> <p>.....</p>
7	Article 76	Article 76
	<p>All ordinary shareholders (including the preference shareholders with voting rights resumed) registered on the date of registration shall have the right to attend and vote at the general meeting in accordance with relevant laws, regulations, the listing rules of the place where the shares of the Company are listed and the Company's Articles of Association.</p>	<p>All ordinary shareholders (including the preference shareholders with voting rights resumed) registered on the date of registration shall have the right to attend, speak and vote at the general meeting in accordance with relevant laws, regulations, the listing rules of the place where the shares of the Company are listed and the Company's Articles of Association.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
	<p>Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether such person is a shareholder or not) as his proxy to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights according to the authorizations from that shareholder:</p> <ul style="list-style-type: none"> (i) the shareholder’s right to speak at the meeting; (ii) the right to demand or join in demand for a poll; and (iii) unless otherwise prescribed by applicable listing rules or other securities laws and regulations, the right to vote by hands or on a poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote on a poll. <p>If the shareholder is an accredited clearing house (or its proxy), it may, as it thinks fit, appoint one or more persons as its proxies to attend and vote at any shareholders’ general meeting or class meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual shareholder of the Company.</p>	<p>Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether such person is a shareholder or not) as his proxy to attend and vote on his behalf. If a shareholder is a legal person, it may appoint a proxy to attend and vote at the general meeting of the Company. If the legal person does so, it should be regarded as attendance in-person. The appointed proxy shall be entitled to exercise the following rights according to the authorizations from that shareholder:</p> <ul style="list-style-type: none"> (i) the shareholder’s right to speak at the meeting; (ii) the right to demand or join in demand for a poll; and (iii) unless otherwise prescribed by applicable listing rules or other securities laws and regulations, the right to vote by hands or on a poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote on a poll. <p>If the shareholder is an accredited clearing house (or its proxy), it may, as it thinks fit, appoint one or more persons as its proxies to attend and vote at any shareholders’ general meeting, class meeting or creditors’ meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual shareholder of the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
8	Article 86	Article 86
	<p>.....</p> <p>The shares held by the Company have no voting rights, and that part of the shareholding is not counted as the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>The board of directors, independent directors and shareholders who are qualified under the relevant conditions may make public solicitation of the shareholders’ right to vote. Such information as the specific vote intention shall be sufficiently disclosed to the solicited persons in respect of solicitation of the shareholders’ right to vote. It is not permitted to solicit the shareholders’ right to vote in a chargeable or disguised chargeable manner. The Company shall not require the minimum shareholding limitation on the solicitation of the right to vote.</p> <p>.....</p>	<p>.....</p> <p>The shares held by the Company have no voting rights, and that part of the shareholding is not counted as the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>The voting shares of the Company purchased by the shareholders in the violation of first and second paragraphs of Article 63 of the Securities Law shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after purchasing the relevant shares, and shall not be included in the total number of voting shares present at a shareholders’ general meeting.</p> <p>The board of directors of the Company, independent directors, shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the CSRC may publicly solicit voting rights from the shareholders. Such information as the specific vote intention shall be sufficiently disclosed to the solicited persons in respect of solicitation of the shareholders’ right to vote. It is not permitted to solicit the shareholders’ right to vote in a chargeable or disguised chargeable manner. The Company shall not require the minimum shareholding limitation on the solicitation of the right to vote.</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
9	Article 92	Article 92
	<p>The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>.....</p> <p>(iii) division, merger, dissolution, liquidation or change of the corporate form of the Company;</p> <p>.....</p>	<p>The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>.....</p> <p>(iii) division, spin-off, merger, dissolution, liquidation or change of the corporate form of the Company;</p> <p>.....</p>
10	Article 93	Article 93
	<p>.....</p> <p>If the board of supervisors or the shareholders decide to convene the shareholders' general meeting on their own initiative, they shall notify the board of directors in writing and file with the agency of China Securities Regulatory Commission and the stock exchanges at the place where the Company is domiciled. The board of supervisors and the shareholders convening the shareholders' general meeting shall at the time when a notice of the shareholders' general meeting is issued and the resolution of the shareholders' general meeting is announced, submit relevant supporting documents to the agency of China Securities Regulatory Commission and the stock exchanges at the place where the Company is domiciled.</p> <p>.....</p>	<p>.....</p> <p>If the board of supervisors or the shareholders decide to convene the shareholders' general meeting on their own initiative, they shall notify the board of directors in writing and file with the Shenzhen Stock Exchange. The board of supervisors and the shareholders convening the shareholders' general meeting shall at the time when a notice of the shareholders' general meeting is issued and the resolution of the shareholders' general meeting is announced, submit relevant supporting documents to the Shenzhen Stock Exchange.</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
11	Article 106	Article 106
	<p>Before the shareholders’ general meeting votes on proposals, it shall elect two shareholder representatives to count the votes and scrutinize the voting. If any shareholder is interested in the matter to be discussed, the relevant shareholder and his proxy shall not participate in vote counting or scrutinize the voting.</p> <p>.....</p>	<p>Before the shareholders’ general meeting votes on proposals, it shall elect two shareholder representatives to count the votes and scrutinize the voting. If any shareholder is related in the matter to be discussed, the relevant shareholder and his proxy shall not participate in vote counting or scrutinize the voting.</p> <p>.....</p>
12	Article 121	Article 121
	<p>.....</p> <p>If the number of the directors of the Company is less than the quorum due to a director’s resignation, the resignation report of such director shall take effect only after the successor director fills up the vacancy arising from his resignation. Subject to the relevant laws and regulations and regulatory rules of the place where the share of the Company are listed, if the board of directors (to the extent permitted by applicable laws and regulations) appoints a new director to fill up the temporary vacancy of the board of director or add the number of directors, the term of office of the director so appointed shall end only upon the next shareholders’ meeting of the Company, and the said director shall be qualified for reelection and renewal. All directors appointed to fill up the temporary vacancy shall accept the election by shareholders at the first general meeting after acceptance of appointment.</p>	<p>.....</p> <p>If the number of the directors of the Company is less than the quorum due to a director’s resignation, the resignation report of such director shall take effect only after the successor director fills up the vacancy arising from his resignation. Subject to the relevant laws and regulations and regulatory rules of the place where the share of the Company are listed, if the board of directors (to the extent permitted by applicable laws and regulations) appoints a new director to fill up the temporary vacancy of the board of director or add the number of directors, the term of office of the director so appointed shall end only upon the first annual general meeting of the Company after his/her appointment, and the said director shall be qualified for reelection and renewal. All directors appointed to fill up the temporary vacancy shall accept the election by shareholders at the first annual general meeting after acceptance of appointment.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
13	Article 136	Article 136
	<p>The board of directors shall be accountable to the shareholders’ meeting, and shall exercise the following powers:</p> <p>.....</p> <p>(viii) to determine, to the extent authorized by the shareholders’ meeting, on such matters as the external investments, purchase or sale of assets, assets pledge, external guarantee, entrusted financing and related transactions of the Company;</p> <p>.....</p>	<p>The board of directors shall be accountable to the shareholders’ meeting, and shall exercise the following powers:</p> <p>.....</p> <p>(viii) to determine, to the extent authorized by the shareholders’ meeting, on such matters as the external investments, purchase or sale of assets, assets pledge, external guarantee, entrusted financing, related transactions and external donation of the Company;</p> <p>.....</p>
14	Article 139	Article 139
	<p>The board of directors shall determine the extent of authority for external investments, purchase or sale of assets, assets pledge, external guarantee, entrusted financing and related transactions of the Company, establish strict examination and decision-making procedures, organize related experts and professionals to make assessment in case of significant investment projects and report to the shareholders’ meeting for approval.</p>	<p>The board of directors shall determine the extent of authority for external investments, purchase or sale of assets, assets pledge, external guarantee, entrusted financing, related transactions and external donation of the Company, establish strict examination and decision-making procedures, organize related experts and professionals to make assessment in case of significant investment projects and report to the shareholders’ meeting for approval.</p>
15	Article 157	Article 157
	<p>.....</p> <p>Any persons working in the controlling shareholder or actual controller of the Company other than as a director shall not serve as senior management officers of the Company.</p>	<p>.....</p> <p>Any persons working in the controlling shareholder or actual controller of the Company other than as a director shall not serve as senior management officers of the Company. A senior management officer shall only receive remuneration from the Company instead of being paid by the controlling shareholder.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
16	Article 164	Article 164
	<p>If a senior management officer violates laws, administrative regulations, departmental rules or the Articles of Association when performing his duties in the Company, such senior management officer shall indemnify the Company against any losses arising from such violation.</p>	<p>If a senior management officer violates laws, administrative regulations, departmental rules or the Articles of Association when performing his duties in the Company, such senior management officer shall indemnify the Company against any losses arising from such violation. A senior management officer shall faithfully fulfill his/her duties, and safeguard the best interests of the Company and all shareholders. If a senior management officer fails to faithfully fulfill his/her duties or acts against duty of good faith and to the detriment of the Company and interests of public shareholder, such senior management officer shall assume liability for compensation according to the law.</p>
17	Article 170	Article 170
	<p>.....</p> <p>A supervisor shall ensure that the information disclosed by the Company is true, accurate and complete.</p>	<p>.....</p> <p>A supervisor shall ensure that the information disclosed by the Company is true, accurate and complete, and sign written confirmation opinions on the regular reports.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
18	Article 185	Article 185
	<p>.....</p> <p>Subject to the exceptions under Note 1 to Appendix 3 to the HK Listing Rules or as approved by the Hong Kong Stock Exchange, no director shall vote for any resolutions of the board of directors regarding any contracts, transactions or arrangements in which he or any of his close associates (as defined by the applicable listing rules effective from time to time) is approved to have significant interests or regarding any other relevant suggestions, and shall not be counted towards the quorum of the meeting. If any contract, transaction, arrangement or suggestion relates to any related party transaction as provided by the HK Listing Rules, the “close associates” as mentioned in this paragraph shall be changed to “associates” (as defined by the applicable HK listing rules effective from time to time).</p> <p>.....</p>	<p>.....</p> <p>Subject to the exceptions under the HK Listing Rules, no director shall vote for any resolutions of the board of directors regarding any contracts, transactions or arrangements in which he or any of his close associates (as defined by the applicable listing rules effective from time to time) is approved to have significant interests or regarding any other relevant suggestions, and shall not be counted towards the quorum of the meeting. If any contract, transaction, arrangement or suggestion relates to any related party transaction as provided by the HK Listing Rules, the “close associates” as mentioned in this paragraph shall be changed to “associates” (as defined by the applicable HK listing rules effective from time to time).</p> <p>.....</p>
19	Article 214	Article 214
	<p>If there is a vacancy in the position of accounting firm of the Company, the board of directors may engage an accounting firm to fill such vacancy before the convening of the shareholders’ meeting. Any other accounting firm which has been engaged by the Company may continue to act during the period during which a vacancy exists.</p>	<p>If there is a vacancy in the position of accounting firm of the Company, the board of directors may engage an accounting firm to fill such vacancy, the accounting firm filling vacancy shall hold office until the immediately following annual general meeting. Any other accounting firm which has been engaged by the Company may continue to act during the period during which a vacancy exists.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
20	Article 217	Article 217
	<p>The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders’ meeting. The remuneration of the accounting firm engaged by the board of directors shall be determined by the board of directors.</p>	<p>The remuneration of an accounting firm shall be determined by the shareholders’ meeting by ordinary resolution. The remuneration of the accounting firm engaged by the board of directors to fill vacancy shall be determined by the board of directors.</p>
21	Article 218	Article 218
	<p>The Company’s engagement, removal or discontinuance of engagement of an accounting firm shall be resolved by the shareholders’ meeting. Such resolution shall be filed with the securities regulatory authority under the State Council.</p> <p>Where a resolution is adopted at the shareholders’ meeting to appoint an accounting firm other than an incumbent accounting firm, to fill any vacancy in the office of the accounting firm, or reappoint an accounting firm which is appointed by the board of directors to fill the vacancy or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply :</p> <p>.....</p> <p>(iii) If the Company fails to send out the accounting firm’s representations in the manner set out in Item (ii) above, the respective accounting firm may require that the representations be read out at the shareholders’ meeting and may make further complaint.</p>	<p>The Company’s engagement, removal or discontinuance of engagement of an accounting firm shall be resolved by the shareholders’ meeting by ordinary resolution. Such resolution shall be filed with the securities regulatory authority under the State Council.</p> <p>Where a resolution is adopted at the shareholders’ meeting to appoint an accounting firm other than an incumbent accounting firm, to fill any vacancy in the office of the accounting firm, or reappoint an accounting firm which is appointed by the board of directors to fill the vacancy or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply :</p> <p>.....</p> <p>(iii) If the Company fails to send out the accounting firm’s representations in the manner set out in Article (ii) above, the respective accounting firm may require that the representations be read out at the shareholders’ meeting and may make further complaint.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING

Details of the proposed amendments to the Rules of Procedures of the General Meeting are set out below:

No.	Original version	Revised version
1	Article 9	Article 9
	<p>The authorization of external investment, disposal and acquisition of assets and external borrowings granted by the Board through the Company’s asset:</p> <p>(I) The authorization of (medium to long-term) external investment</p> <p>1. One or more years medium to long-term investment and equity transfer: the amount of funds or the net book value of physical assets used in a single external investment or equity transfer accounts for 20% or less of the latest audited net assets of the Company (consolidated financial statement, same hereinafter), and the total amount of external investment accumulated within one year shall not exceed 40% of the net assets and 20% of the total assets of the Company.</p> <p>2. The authorization of short-term external investment within one year (including entrusted wealth management);</p> <p>The amount of funds used in a single external short-term investment shall not exceed 10% of the net assets, and the total amount of external short-term investment within one year shall not exceed 20% of the net assets and 15% of the total assets of the Company.</p>	<p>(Article 9 shall be deleted in its entirety)</p>

APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING

No.	Original version	Revised version
	<p>(II) The authorization of financial institutions such as banks and credit unions</p> <p>The authorization is: loan in an individual borrowing amount not exceeding RMB20 million (or foreign currency equivalents calculated based on median discount price of the foreign exchange to RMB, same hereinafter) or accumulated amounts of borrowings within consecutive 12 months shall not exceed 50% of total assets in the latest audited consolidate financial statement.</p> <p>(III) The authorization of guarantees (including mortgage loans, pledged loans)</p> <p>1. The amounts of single external guarantees shall not exceed 10% of the net assets in the latest audited consolidated financial statement; and the total amounts of external guarantees of the Company and its controlled subsidiaries shall not exceed 50% of the provision of guarantees form the net assets in the latest audited consolidated financial statement of the Company (excluding the guarantees from the related parties).</p> <p>2. However, the following external guarantees shall be submitted to consideration and approval as special resolution by the shareholders' general meeting</p>	

APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING

No.	Original version	Revised version
	<p>a) any guarantee provided after the total amount of external guarantee provided to third parties by the Company and its controlled subsidiaries has reached or exceeded 50% of the latest audited net assets of the consolidated statements of the Company;</p> <p>b) any guarantee provided after the total amount of external guarantee provided to third parties by the Company has reached or exceeded 30% of latest audited total assets of the consolidated statements of the Company;</p> <p>c) any guarantee to be provided to a party which has an asset-liability ratio in excess of 70%;</p> <p>d) a single guarantee for amount in excess of 10% of the latest audited net assets of the consolidated statements of the Company;</p> <p>e) any guarantee to be provided to shareholders, de facto controllers and their related parties.</p>	

APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING

No.	Original version	Revised version
	<p>(IV) The authorization to dispose and acquire assets</p> <p>1. The authorization to dispose of assets:</p> <p>The net book value of assets disposed of in a single transaction represents 10% or less of the net assets of the Company, and the accumulated net book value of assets disposed of in 12 consecutive months represents 30% or less of the total assets of the Company.</p> <p>2. The authorization to acquire assets:</p> <p>The amount of funds used in a single acquisition of assets accounts for less than 10% of the Company's net assets, and the accumulated amount of funds used in the acquisition of assets in 12 consecutive months does not exceed 30% of the Company's total assets.</p> <p>(V) Authorisation of related party transaction</p> <p>A related party transaction with an aggregate amount of less than RMB20 million or less than 5% of the absolute value of the latest audited net assets of the Company entered into between the Company (including its controlled subsidiaries) and a related party for the same subject or between the Company (including its controlled subsidiaries) and the same related party for 12 consecutive months.</p>	

APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING

No.	Original version	Revised version
2	Article 17	Article 16
	<p>Prior forty-five days notice in writing informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of such meeting.</p>	<p>When the Company convenes an annual general meeting, a notice to notify shareholders shall be given no later than twenty business days prior to the date of the meeting; when the Company convenes an extraordinary general meeting, a notice to notify shareholders shall be given no later than ten business days or fifteen days, whichever is longer, prior to the date of the meeting, specifying the matters to be examined as well as the date and place of such meetings.</p> <p>The date of such notice and the date of the meeting shall be excluded in the calculation of the aforesaid notice period. A “business day” shall mean a day on which the Hong Kong Stock Exchange is open for business for dealing in securities.</p>
3	Article 18	Article 17
	<p>.....</p> <p>The public announcement referred to in the preceding Article shall be published in one or more newspapers or periodicals designated by the competent securities department under the State Council during the period between 45 and 50 days before the meeting is held. Once the announcement is made, all shareholders of the Domestic Shares shall be deemed to have received the notice of the relevant shareholder’s meeting.</p> <p>.....</p>	<p>.....</p> <p>The public announcement referred to in the preceding Article shall be published in one or more newspapers or periodicals designated by the competent securities department under the State Council before the meeting is held. Once the announcement is made, all shareholders of the Domestic Shares shall be deemed to have received the notice of the relevant shareholder’s meeting.</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING

No.	Original version	Revised version
4	Article 22	Article 21
	<p>.....</p> <p>Shareholders that intend to attend the shareholders' general meeting shall, within 20 days prior to the day of the meeting, deliver a written reply to the Company on meeting attendance.</p> <p>.....</p>	<p>.....</p> <p>Shareholders that intend to attend the shareholders' general meeting shall, before the day of the meeting, deliver a written reply to the Company on meeting attendance.</p> <p>.....</p>
5	Article 26	Article 25
	<p>The Company shall, based on the written replies received from the shareholders 20 days before the date of the general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amounts to half or above of the total voting shares, the Company may hold the meeting; if not, the Company shall, within five days, notify the shareholders again by way of public announcement the matters to be considered at, and the place, date and time for, the meeting. The Company may hold the meeting after publication of such announcement.</p> <p>.....</p>	<p>(The paragraph shall be deleted in its entirety)</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING

No.	Original version	Revised version
6	Article 45	Article 44
	<p>The board of directors, independent directors and shareholders who are qualified under the relevant conditions may make public solicitation of the shareholders' right to vote. Such information as the specific vote intention shall be sufficiently disclosed to the solicited persons in respect of solicitation of the shareholders' right to vote. It is not permitted to solicit the shareholders' right to vote in a chargeable or disguised chargeable manner. The Company shall not require the minimum shareholding limitation on the solicitation of the right to vote.</p>	<p>The board of directors, independent directors , shareholders holding more than 1% of the voting shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the securities regulatory authority under the State Council may act as proxy solicitors and, by themselves or through their appointed securities companies or securities service institutions, publicly invite the shareholders of the Company to entrust them to attend the general meetings and exercise the rights of shareholders, such as to propose and vote on resolutions, on their behalf , but it is not permitted to solicit the right of shareholders in a chargeable or disguised chargeable manner.</p> <p>If the rights of shareholders are solicited in accordance with the preceding paragraph, the solicitors shall disclose the solicitation documents and the Company shall cooperate.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF SUPERVISORS

Details of the proposed amendments to the Rules of Procedures of the Board of Supervisors are set out below:

No.	Original Articles	Amended Articles
1	Article 12	Article 12
	<p>.....</p> <p>A resolution of the board of supervisors must be passed by two thirds or more of the members of the board of supervisors.</p>	<p>.....</p> <p>A resolution of the board of supervisors must be passed by two thirds or more of the members of the board of supervisors.</p> <p>The board of supervisors shall review the securities offering documents and regular reports prepared by the board of directors and express its comments in writing. Supervisors shall provide written confirmation. Supervisors shall ensure that the Company discloses information in a timely and fair manner, and the information disclosed is true, accurate and complete. In the event that the supervisors cannot assure the truthfulness, accuracy and completeness of contents of the securities offering documents and regular reports or disagree with such contents, they shall express their opinions and state the reason in the written opinions for confirmation, which shall be disclosed by the Company. In the event that the Company fails to disclose it, the supervisors may directly apply for disclosure.</p>

NOTICE OF THE EGM



Ganfeng Lithium Co., Ltd. 江西赣锋锂业股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1772)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Ganfeng Lithium Co., Ltd. (the “Company”) will be held at the conference room of the Company at 4th Floor, R&D Building at the Company’s Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, the People’s Republic of China on Friday, April 22, 2022 at 2:00 p.m for the following purposes. Unless otherwise stated, the terms used herein and in the following resolutions shall have the same meanings as defined in the circular of the Company dated March 31, 2022 (the “Circular”), for which the notice convening the EGM shall constitute a part. The following resolutions shall be considered and approved, if thought fit, at the EGM:

ODINARY RESOLUTION

1. Proposed amendments to the Rules of Procedures of the General Meeting; and
2. Proposed amendments to the Rules of Procedures of the Board of Supervisors.

SPECIAL RESOLUTIONS

1. Proposed amendments to the Articles of Association; and
2. The application for bank facilities and provision of guarantees by the Company and its subsidiaries.

By order of the Board
GANFENG LITHIUM CO., LTD.
LI Liangbin
Chairman

March 31, 2022

As at the date of this notice, the board of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen Ms. DENG Zhaonan and Mr. SHEN Haibo as executive directors of the Company; Ms. YANG Juan and Mr. YU Jianguo as non-executive directors of the Company; and Mr. LIU Jun Ms. WONG Sze Wing, Mr. XU Guanghua and Ms. XU Yixin as independent non-executive directors of the Company.

NOTICE OF THE EGM

Notes:

- (A) In order to determine the list of shareholders of the Company who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Tuesday, April 19, 2022 to Friday, April 22, 2022, both days inclusive, during which no transfer of H shares in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollar and listed on the Hong Kong Stock Exchange (the “**H Shares**”), will be effected. Holders of H Shares whose names appear on the registers of members of the Company at 4:30 p.m. on Thursday, April 14, 2022 shall be entitled to attend and vote at the EGM. In order for the holders of H Shares to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, April 14, 2022 for registration.
- (B) Holders of H Shares intending to attend the EGM (or any adjournment thereof) should complete and return the reply slip for attending the EGM (or any adjournment thereof) personally, by facsimile or by post.
- Holders of H Shares should complete and return the reply slip to the Company’s H Share Registrar by facsimile at (852) 2865 0990 or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong such that the reply slip shall be received by the Company’s H Share Registrar 10 days before the EGM (i.e. on or before Tuesday, April 12, 2022).
- (C) Each holder of H Shares may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.
- (D) Holders of H Shares must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing (a “**power of attorney**”). If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the EGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by the chairman of the board of directors or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of the Company.
- (E) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note (D) above must be delivered to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Thursday, April 21, 2022, Hong Kong time) (or any adjournment thereof).
- (F) Shareholders may contact the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited by telephone at (852) 2862 8555 or by email to hkinfo@computershare.com.hk in connection with the EGM.
- (G) A shareholder of the Company or his proxy should produce proof of identity when attending the EGM (or any adjournment thereof). If a corporate shareholder’s legal representative or any other person duly authorised by such corporate shareholder attends the EGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, proof of designation as legal representative and/or the valid authorization document (as the case may be).

NOTICE OF THE EGM

- (H) The EGM (or any adjournment thereof) is expected to last for one day. Shareholders who attend the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

- (I) As at the date of this notice, the board of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen, Ms. DENG Zhaonan and Mr. SHEN Haibo as executive directors of the Company; Ms. YANG Juan and Mr. YU Jianguo as non-executive directors of the Company; and Mr. LIU Jun Ms. WONG Sze Wing, Mr. XU Guanghua and Ms. XU Yixin as independent non-executive directors of the Company.