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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to the disclosure requirements under Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

According to the relevant regulations of the People's Republic of China, GANFENG LITHIUM CO., LTD. (the "**Company**") had published the following announcement on the website of the Shenzhen Stock Exchange (<http://www.szse.cn/>). The following is a translation of the official announcement solely for the purpose of providing information.

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

Jiangxi, PRC
May 20, 2022

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

GANFENG LITHIUM CO., LTD
ANNOUNCEMENT ON SIGNING FRAMEWORK SHARE
SUBSCRIPTION AGREEMENT

The Company and all members of the board of directors guarantee that the contents of the announcement are true, accurate and complete without false records, misleading statements or major omissions.

1、 Transaction overview

Ganfeng Lithium Co., Ltd. (hereinafter referred to as "the Company") signed a framework share subscription agreement with Ximei Resources Holdings Co., Ltd. (hereinafter referred to as "Ximei resources") and China Galaxy International Securities (Hong Kong) Co., Ltd. (hereinafter referred to as "China Galaxy") through its wholly-owned subsidiary GFL investment (Hong Kong) Limited (hereinafter referred to as "GFL investment"), GFL investment plans to subscribe 60,000,000 new shares issued by Ximei resources at the price of HK \$4.0 per share, with a total amount of equity subscription of about HK \$240 million. After the completion of this transaction, GFL investment will hold about 16.7% shares of Ximei resources.

This transaction does not constitute a related-party transaction, nor does it constitute a major asset restructuring as stipulated in the administrative measures for major asset restructuring of listed companies, and it is not necessary to submit it to the board of directors and the general meeting of shareholders for deliberation.

2、 Basic information of counterparty

1. Ximei Resources Holdings Limited, a limited company incorporated in the Cayman Islands, with its registered address at cricket

square, Hutchins drive, P.O. Box 2681, Grand Cayman ky1-1111, Cayman Islands, and its Hong Kong registered office at room e, 7 / F, deli industrial building, 49 Wong Chuk Hang Road, Hong Kong, Its issued shares are listed and traded on the main board of the stock exchange of Hong Kong Limited (Stock Code: 9936.hk). Jiawei resources holding limited, the controlling shareholder of Ximei resources, currently holds 205 million shares of this company, accounting for 68.33%;

2. China Galaxy International Securities (Hong Kong) Limited, a limited company incorporated in Hong Kong, with its registered address at 20 / F, wing on centre, 111 Connaught Road Central, Hong Kong. China Galaxy is the placement agent for this transaction.

The parties in this transaction have no related-party relationship with the Company and its actual controllers, directors, supervisors and senior managers in terms of property rights, business, assets, claims and debts, personnel, etc.

3、 Basic information of transaction target

Ximei resources is the world's major tantalum niobium production enterprise, and its wet production capacity ranks in the forefront of the world. Ximei resources is committed to becoming the world's leading tantalum niobium manufacturing operator, providing professional and high-quality solutions for customers in aerospace, automobile, electronics, medical treatment, superalloy and other industries.

The financial data of Ximei resources in the latest year and period are as follows:

Unit: RMB thousand

Indicators	2020 December 31 (audited)	2021 December 31 (audited)
Total assets	853,660	1,082,375
Net assets	521,762	622,777

Indicators	2020 (audited)	2021 (audited)
business income	601,652	763,725
Net profit	70,309	102,065

4、 Main terms of the agreement

1. Subscription shares and price: GFL investment plans to subscribe for 60,000,000 new shares issued by Ximei resources at the price of HK \$4.0 per share, with a total amount of equity subscription of about HK \$240 million. After the completion of this transaction, GFL investment will hold about 16.7% shares of Ximei resources;

2. Preconditions for subscription: (a) Ximei resources and GFL investment have obtained all necessary consents, approvals and / or filings from relevant regulatory authorities on subscription matters in accordance with Chinese laws and regulations, including but not limited to the approval of the board of directors for the conclusion of framework subscription agreement and construction subscription matters; and (b) the Listing Committee of the stock exchange has approved the listing and trading of the subscription shares, and the approval has not been revoked before the completion of the subscription. If the above preconditions are not reached on or before July 22, 2002 or other dates that may be agreed in writing by the contracting parties, the framework subscription agreement will be terminated and will no longer have any effect unless otherwise agreed in writing by the contracting parties. Unless otherwise specified in the terms of the framework subscription agreement, each contracting party has no continuous responsibility and obligation for the performance of the framework subscription agreement, except for any previous breach of any obligation and liability under the framework subscription agreement.

4. lock up arrangement for subscription shares: the subscription shares shall be subject to a 180 day lock up period from the date of completion of the relevant registration procedures for the allotment of the proposed subscription shares to GFL investment, during which GFL investment shall not transfer the subscription shares;

5. All the proceeds from this share subscription are used to supplement the working capital or fixed asset investment of Ximei resources;

6. Ximei resources agrees that after the completion of this share subscription, the Company shall nominate a non-executive director candidate to the board of directors of Ximei resources, and Ximei resources shall complete the appointment of the non-executive director nominated by the Company in accordance with the provisions of the articles of association before October 31, 2022.

5、 Fairness on the consideration of this transaction

(1) Valuation Rationality:

In this transaction, the Company conducted due diligence on Ximei resources in business, legal, and finance dimensions. The Company selected Dongfang tantalum, a listed company in the same industry, as the valuation reference, and compared it with the current dynamic P / E ratio, P / B ratio, P / L ratio and other indicators of Ximei resources. The results are as follows:

	Dynamic price to earnings ratio	Price to net-asset ratio	Price to sales ratio
Ximei resources (HK09936)	12.38	2.03	1.81
Dongfang tantalum (SZ000962)	50.15	3.40	5.63

(2) Reference basis of share price:

The subscription price of HK \$4.0 per share is also determined by reference to the share price of Ximei resources on the signing date of the framework subscription agreement: (a) the closing market price of HK \$4.43 per share quoted by the stock exchange on May 19, 2022 (i.e. the date of the framework subscription agreement) is about 9.71%; And (b) the average closing price quoted on the stock exchange on the last five consecutive trading days immediately before May 19, 2022 (i.e. the date of the framework subscription agreement) is HK \$4.224, with a discount of about 5.3%.

To sum up, the Company's subscription valuation of Ximei resources is reasonable and the subscription consideration is fair.

6、 Purpose of this transaction, impact on the Company and existing risks

(1) Purpose of this transaction

Ximei resources has potential synergistic effect with the Company's existing resource projects, this transaction will contribute investment income to the Company, which will help to open up new profit space for the Company and improve the Company's core competitiveness.

(2) Impact of this transaction on the Company

This transaction will generate a certain net outflow of the Company's cash flow, but it will not have a significant impact on the Company's normal working capital. This transaction has a positive impact on the Company's future financial situation and operating results.

(3) Risks in this transaction

1. The future layout of Ximei resources will further be developed into an integration of upstream and downstream, and go deep into multiple levels from resources, smelting, processing to manufacturing, but there are also risks that the development of the industry and the Company is not as expected;

2. Affected by the international political, economic environment and industrial policies, the price fluctuation of tantalum and niobium products will affect the economic benefits of Ximei resources.

The board of directors of the Company will actively pay attention to the progress of this transaction and timely fulfill the obligation of information disclosure. Please pay attention to investment risks.

7、 Other relevant instructions

(1) Other framework agreements or intentional agreements disclosed by the Company in the last three years are as follows:

Serial number	Disclosure date	primary coverage	Implementation
1	2021 March 3	Signed the strategic cooperation agreement with Shenzhen Kexin Communication Technology Co., Ltd	In performance

2	2021 April 9	Signed the investment contract with the Management Committee of Yichun Economic Development Zone	In performance
3	2021 May 17	Signed the memorandum of cooperation with the government of Jujuy province and the Ministry of productive development of Argentina	In performance
4	2021 June 9	Signed the investment contract and supplementary investment contract with the people's Government of Fengcheng City, Jiangxi Province	In performance
5	2021 September 18	Signed the Investment Promotion Agreement and supplementary agreement with the people's Government of Xuanhan County, Dazhou City, Sichuan Province	In performance
6	2021 October 16	Sign the lithium product supply term sheet with Umicore s a	In performance
7	2022 January 19	Signed the strategic framework agreement with the people's Government of Haixi Prefecture, Qinghai Province	In performance
8	2022 May 13	Signed the memorandum of joint venture with China Yangtze Power Co., Ltd., Chongqing Three Gorges Hydropower (Group) Co., Ltd. and Changjiang green development private fund management Co., Ltd	In performance

(2) Changes in shareholders' shareholdings within three months before the signing of the agreement

The controlling shareholders, shareholders holding more than 5% shares, directors, supervisors and senior managers of the Company have not changed their shareholdings within three months before the signing of this memorandum.

(3) Plans for the Company's controlling shareholders, shareholders holding more than 5% of the shares, and directors, supervisors and senior executives to lift the restrictions on sales and reduce their shares in the next three months

1. In the next three months, the Company will not have the situation that the restricted shares held by the controlling shareholders, shareholders holding more than 5% of the shares, and directors, supervisors and senior executives are unlocked.

2. As of the disclosure date of this announcement, the Company has not received any share reduction plan from the controlling shareholders, other shareholders holding more than 5% of the shares and the directors, supervisors and senior executives in the next three months. If relevant personnel plan to implement the share reduction plan in the future, the Company will timely perform the obligation of information disclosure in accordance with relevant provisions.

The announcement is hereby given.

Ganfeng Lithium Co., Ltd

Board of directors

May 20, 2022