

---

**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 Group 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**赣锋锂业**  
**GanfengLithium**  
**Ganfeng Lithium Group Co., Ltd.**  
**江西赣锋锂业集团股份有限公司**

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

**(Stock Code: 1772)**

**(1) THE CAPITAL INCREASE AND SHARE EXPANSION BY  
GANFENG LIENERGY, A CONTROLLED SUBSIDIARY AND  
RELATED PARTY TRANSACTION;  
AND  
(2) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

---

A letter from the Board is set out on pages 1 to 16 of this circular.

The notice of the EGM is set out on pages 17 to 18 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 Tuesday, December 20, 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 Monday, December 19, 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.

November 29, 2022

---

## CONTENTS

---

	<i>Pages</i>
<b>DEFINITIONS</b> .....	ii
<b>LETTER FROM THE BOARD</b> .....	1
<b>INTRODUCTION</b> .....	2
<b>I. THE CAPITAL INCREASE AND SHARE EXPANSION BY GANFENG LIENERGY, A CONTROLLED SUBSIDIARY AND RELATED PARTY TRANSACTION</b> .....	2
<b>II. EGM</b> .....	15
<b>III. RECOMMENDATION</b> .....	16
<b>NOTICE OF THE EXTRAORDINARY GENERAL MEETING</b> .....	17

---

## 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
“Capital Increase Agreement”	the capital increase agreement to be entered into by and among the Investors’ shareholders, the Company, the actual controller and existing shareholders of Ganfeng LiEnergy and Ganfeng LiEnergy
“Capital Increase and Share Expansion”	the capital increase and share expansion by Ganfeng LiEnergy contributed by the Company, Xinyu Hongxiang Service Management Center (Limited Partnership) and the Investors pursuant to the Capital Increase Agreement and the Shareholders’ Agreement
“Company”	Ganfeng Lithium Group Co., Ltd. (江西贛鋒鋰業集團股份有限公司), 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 Tuesday, December 20, 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 LiEnergy”	Jiangxi Ganfeng LiEnergy Technology Co., Ltd. (江西贛鋒鋰電科技股份有限公司), a controlled subsidiary of the Company
“Group”	the Company and its subsidiaries

---

## DEFINITIONS

---

“H Share(s)”	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 Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Investors’ shareholders”	the eleven industrial investors introduced by Ganfeng LiEnergy for the Capital Increase and Share Expansion
“Latest Practicable Date”	November 23, 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
“Shareholders’ Agreement”	the shareholders’ agreement to be entered into by and among the Investors’ shareholders, the actual controller and existing shareholders of Ganfeng LiEnergy, Xinyu Hongxiang Service Management Center (Limited Partnership) and Ganfeng LiEnergy
“Shenzhen Listing Rules”	the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, as amended from time to time
“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.

---

LETTER FROM THE BOARD

---



**Ganfeng Lithium Group Co., Ltd.**  
**江西赣锋锂业集团股份有限公司**

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

**(Stock Code: 1772)**

*Executive Directors:*

Mr. LI Liangbin (*Chairman*)  
Mr. WANG Xiaoshen  
Ms. DENG Zhaonan  
Mr. SHEN Haibo

*Registered Office:*

Longteng Road  
Economic Development Zone  
Xinyu  
Jiangxi Province, PRC

*Non-executive Directors:*

Mr. YU Jianguo  
Ms. YANG Juan

*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. WANG Jinben  
Ms. WONG Sze Wing  
Ms. XU Yixin  
Mr. XU Guanghua

November 29, 2022

*To the Shareholders*

Dear Sir or Madam,

**(1) THE CAPITAL INCREASE AND SHARE EXPANSION BY  
GANFENG LIENERGY, A CONTROLLED SUBSIDIARY AND  
RELATED PARTY TRANSACTION;  
AND  
(2) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

---

## 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 resolution at the EGM in respect of the Capital Increase and Share Expansion and related party transaction.

#### **I. THE CAPITAL INCREASE AND SHARE EXPANSION BY GANFENG LIENERGY, A CONTROLLED SUBSIDIARY AND RELATED PARTY TRANSACTION**

At the 52th meeting of the fifth session of the Board held on November 21, 2022, a resolution in relation to the capital increase and share expansion by Ganfeng LiEnergy, a controlled subsidiary and related party transaction (《關於控股子公司贛鋒鋰電增資擴股暨關聯交易的議案》) was considered and passed. In accordance with the Company's development strategy of building Ganfeng ecological recycle chain, in order to enhance the capital strength of Ganfeng LiEnergy, and support its attempt to expand and strengthen its lithium battery business, it was agreed that (i) the Company shall make capital contribution in the aggregate amount of no more than RMB2,090.01 million (including direct investment of RMB2,000.01 million by the Company and investment of RMB90 million by Xinyu Hongxiang Service Management Center (Limited Partnership) (新余鴻翔服務管理中心(有限合夥)), an Employee Stock Ownership Platform of Ganfeng LiEnergy), (ii) the Investors' shareholders shall be introduced to make capital contribution in the aggregate amount of no more than RMB390 million and (iii) Xinyu Hongxiang Service Management Center (Limited Partnership) shall make capital contribution in the aggregate amount of no more than RMB213,159,000 to increase the registered capital of Ganfeng LiEnergy from RMB2,135.7 million to RMB3,003.423 million. The management of the Company and Ganfeng LiEnergy are authorized to handle the relevant formalities of the Capital Increase and Share Expansion and sign the relevant legal documents.

Upon the completion of the Capital Increase and Share Expansion, the aggregate equity interest in Ganfeng LiEnergy held by the Group is expected to increase to approximately 65.48% from approximately 60.87%, and Ganfeng LiEnergy will remain as a controlled subsidiary of the Company and its financial information will continue to be consolidated into the consolidated financial statements of the Company.

## LETTER FROM THE BOARD

The shareholding structure of Ganfeng LiEnergy, following the completion of the Capital Increase and Share Expansion, is expected to be as follows, subject to the as recorded in the business registration:

No.	Name of shareholder	Subscribed registered capital (RMB0'000)	Shareholding percentage (%)
1.	The Company	196,667	65.48%
2.	Hainan Jimu Venture Capital Co., Ltd (海南極目創業投資有限公司)	7,500	2.50%
3.	Hubei Xiaomi Changjiang Industry Fund Partnership (Limited Partnership) (湖北小米長江產業基金合夥企業(有限合夥))	7,500	2.50%
4.	Li Chenglin (李承霖)	5,700	1.90%
5.	Ge Zhimin (戈志敏)	5,000	1.66%
6.	Shenzhen Zhanxiang Information Technology Co., Ltd (深圳市展想信息技術有限公司)	4,500	1.50%
7.	Xinzhifeng (Wuhan) Equity Investment Fund Partnership (Limited Partnership) (信之風(武漢)股權投資基金合夥企業(有限合夥))	4,000	1.33%
8.	Xinyu Lixin Service Management Centre (Limited Partnership) (新余理信服務管理中心(有限合夥))	3,726	1.24%
9.	Xinyu Zhongfu Technology Consulting Center(Limited Partnership) (新余眾福技術諮詢中心(有限合夥))	3,190	1.06%
10.	Xunxing Investment (Chongqing) Co., Ltd (巡星投資(重慶)有限公司)	3,000	1.00%
11.	Xinyu Hongtu Service Management Centre (Limited Partnership) (新余鴻途服務管理中心(有限合夥))	2,958	0.98%
12.	Xinyu Zhongxinzhonglian Service Management Centre (Limited Partnership) (新余眾信眾聯服務管理中心(有限合夥))	2,579	0.86%
13.	Xinyu Zhongsheng Service Management Centre (Limited Partnership) (新余眾昇服務管理中心(有限合夥))	2,221	0.74%
14.	Wang Xiaoshen (王曉申)	2,200	0.73%

## LETTER FROM THE BOARD

No.	Name of shareholder	Subscribed registered capital (RMB0'000)	Shareholding percentage (%)
15.	Demao Hairun Equity Investment Fund (Tianjin) Partnership (Limited Partnership) (德茂海潤股權投資基金(天津)合夥企業(有限合夥))	2,000	0.67%
16.	Chongqing Lixiang Huiteng Energy Technology Partnership (Limited Partnership) (重慶理想匯騰能源技術合夥企業(有限合夥))	2,000	0.67%
17.	Xinyu Zhixin Service Management Centre (Limited Partnership) (新余智信服務管理中心(有限合夥))	1,907	0.63%
18.	Xinyu Hongxin Service Management Centre (Limited Partnership) (新余鴻新服務管理中心(有限合夥))	1,790	0.60%
19.	Xinyu Zhongcai Service Management Centre (Limited Partnership) (新余眾財服務管理中心(有限合夥))	1,572	0.52%
20.	Xinyu Zhonghe Service Management Centre (Limited Partnership) (新余眾禾服務管理中心(有限合夥))	1,466	0.49%
21.	Liu Ming (劉明)	1,400	0.47%
22.	Xinyu Zhonghong Service Management Centre (Limited Partnership) (新余眾弘服務管理中心(有限合夥))	1,374	0.46%
23.	Xinyu Zhongli Technology Consulting Center (Limited Partnership) (新余眾勵技術諮詢中心(有限合夥))	1,265	0.42%
24.	Xinyu Hongsheng Technology Consulting Factory (Limited Partnership) (新余鴻盛技術諮詢廠(有限合夥))	1,072	0.36%
25.	Xinyu High Tech Investment Co., Ltd (新余高新投資有限公司)	1,000	0.33%
26.	Shenzhen Yishengdian Technology Partnership (Limited Partnership) (深圳市益聲電科技合夥企業(有限合夥))	1,000	0.33%
27.	Anke Innovation Technology Co., Ltd (安克創新科技股份有限公司)	1,000	0.33%



## LETTER FROM THE BOARD

No.	Name of shareholder	Subscribed registered capital (RMB0'000)	Shareholding percentage (%)
28.	Xinyu Guoxin Holding Co., Ltd (新余市國信控股有限公司)	1,000	0.33%
29.	Xinyu Urban and Rural Construction Investment (Group) Co., Ltd (新余市城鄉建設投資(集團)有限公司)	1,000	0.33%
30.	Jiangxi Jiahe Electroacoustic Technology Co., Ltd (江西佳禾電聲科技有限公司)	1,000	0.33%
31.	Xinyu Lulin Investment Co., Ltd (新余市露林投資有限責任公司)	1,000	0.33%
32.	Xiao Haiyan (肖海燕)	950	0.32%
33.	Ge Qiaoyu (戈巧瑜)	825	0.27%
34.	Zhou Hainan (周海楠)	800	0.27%
35.	Xu Xiaoxiong (許曉雄)	800	0.27%
36.	Jiang Rongjin (蔣榮金)	675	0.22%
37.	Chongqing Liangjiang New Area Science and Technology Innovation Equity Investment Fund Partnership (Limited Partnership) (重慶兩江新區科技創新股權投資基金合夥企業(有限合夥))	600	0.20%
38.	Lin Kui (林奎)	500	0.17%
39.	Shanghai Zhuque Renyin Private Investment Fund Partnership (Limited Partnership) (上海朱雀壬寅私募投資基金合夥企業(有限合夥))	500	0.17%
40.	Chongqing Liangjiang Xizheng Equity Investment Fund Partnership (Limited Partnership) (重慶兩江西證股權投資基金合夥企業(有限合夥))	400	0.13%
41.	Yang Manying (楊滿英)	300	0.10%
42.	Ouyang Ming (歐陽明)	300	0.10%
43.	Shen Haibo (沈海博)	300	0.10%
44.	Xiong Xunman (熊訓滿)	300	0.10%
45.	Xu Jianhua (徐建華)	300	0.10%
46.	Deng Zhaonan (鄧招男)	300	0.10%
47.	Fu Lihua (傅利華)	300	0.10%

## LETTER FROM THE BOARD

No.	Name of shareholder	Subscribed registered capital (RMB0'000)	Shareholding percentage (%)
48.	Lishui lisen Youwei Venture Capital Partnership (Limited Partnership) (麗水立森西為創業投資合夥企業(有限合夥))	200	0.07%
49.	Shanghai Pengte Enterprise Management Center (上海芃特企業管理中心)	200	0.07%
50.	Gui Juan (桂娟)	100	0.03%
51.	Advanced Manufacturing Industry Investment Fund Phase II (Limited Partnership) (先進製造產業投資基金二期(有限合夥))	3,500	1.17%
52.	Xinyu Xingang Investment Management Co., Ltd (新余新鋼投資管理有限公司)	1,000	0.33%
53.	Xinyu Degao Information Consulting Center (limited partnership) (新余德高信息諮詢中心(有限合夥))	1,200	0.40%
54.	Chongqing Fuling New City Development Co., Ltd (重慶市涪陵區新城區開發(集團)有限公司)	1,000	0.33%
55.	Chongqing Fuling Industrial Development Group Co., Ltd (重慶市涪陵實業發展集團有限公司)	1,000	0.33%
56.	Brilliance Shineray Chongqing Automobile Co., Ltd (華晨鑫源重慶汽車有限公司)	500	0.17%
57.	Shenzhen Kailewei Industry Co., Ltd (深圳市凱樂威實業有限公司)	1,000	0.33%
58.	Shenzhen Xianghua Zhifu Service Partnership (Limited Partnership) (深圳市祥華置富服務合夥企業(有限合夥))	500	0.17%
59.	GoodWe Technology Co., Ltd (固德威技術股份有限公司)	1,000	0.33%
60.	Zeng Yangyi (曾洋溢)	300	0.10%
61.	Xinyu Hongxiang Service Management Center (Limited Partnership)(新余鴻翔服務管理中心(有限合夥))	7,105.3	2.37%
<b>Total</b>		<b>300,342.3</b>	<b>100%</b>

---

## LETTER FROM THE BOARD

---

### Basic information of the target of the Capital Increase and Share Expansion

Company name: Ganfeng LiEnergy Technology Co., Ltd.

Unified social credit Code: 91360500576129026E

Registered address: 2551 Yangguang Avenue, High Tech Development Zone, Xinyu City, Jiangxi Province

Registered capital: RMB2,135.7 million

Legal representative: Ge Zhimin (戈志敏)

Business scope: research and development, production and sales of lithiumion 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 and instruments; lithium battery industrial design services; lithium battery technology consulting, promotion and transfer services; self-operated and commissioned import and export business for commodities (operated with license). (For the items subject to approval according to laws and regulations, the business activities shall be carried out upon the approval by the relevant authorities.)

Set out below is the financial information of Ganfeng LiEnergy for the year and period indicated:

*Unit: RMB0'000*

<b>Indicators</b>	<b>As of December 31,</b>	<b>As of June 30,</b>
	<b>2021</b>	<b>2022</b>
	<i>(Audited)</i>	<i>(Audited)</i>
Total assets	733,682.92	966,168.50
Total liabilities	335,855.45	549,672.00
Net assets	397,827.47	416,496.50

  

<b>Indicators</b>	<b>For the</b>	<b>For the</b>
	<b>year ended</b>	<b>six months ended</b>
	<b>December 31, 2021</b>	<b>June 30,</b>
	<i>(Audited)</i>	<i>(Audited)</i>
Operating revenue	207,529.06	193,335.67
Net profit	4,044.73	16,859.70

As of June 30, 2022, the gearing ratio of Ganfeng LiEnergy was 56.89%.

---

## LETTER FROM THE BOARD

---

### **Pricing policy and pricing basis for the transaction**

According to the audit report issued by BDO China Shu Lun Pan Certified Public Accountants LLP for the six-month period from January 1, 2022 to June 30, 2022 of Ganfeng LiEnergy (Xin Kuai Shi Bao Zi[2022] No. ZA16137), as of June 30, 2022, the total book assets of Ganfeng LiEnergy is RMB9,661,685,000 and the net assets is RMB4,164,965,000, and the net assets per share is RMB1.95. After arm's length negotiation, all parties unanimously decided that the price of the Capital Increase and Share Expansion shall be RMB3/share. This related party transaction follows the objective, equitable and fair pricing principle, and will not prejudice the interests of the Company and the Shareholders as a whole, especially small and medium shareholders of the Company.

### **Major terms of the Capital Increase Agreement and the Shareholders' Agreement**

#### ***(1) Main contents of the Capital Increase Agreement***

Investors' shareholders:	including leading Investor and Co-Investors
Leading Investor:	Advanced Manufacturing Industry Investment Fund Phase II (Limited Partnership)
Co-Investors:	Shenzhen Zhanxiang Information Technology Co., Ltd, Brilliance Shineray Chongqing Automobile Co., Ltd, Chongqing Fuling New City Development Co., Ltd, Chongqing Fuling Industrial Development Group Co., Ltd, Xinyu Xingang Investment Management Co., Ltd, Xinyu Degao Information Consulting Center (limited partnership), Shenzhen Kailewei Industry Co., Ltd, Shenzhen Xianghua Zhifu Service Partnership (Limited Partnership), GoodWe Technology Co., Ltd, Zeng Yangyi
Other capital increase parties:	the Company, Xinyu Hongxiang Service Management Center (Limited Partnership)
Investors:	including Investors' shareholders and other investors
Actual controller of Ganfeng LiEnergy:	Li Liangbin's family

---

## LETTER FROM THE BOARD

---

1. *Transaction Plan*

The registered capital of the Ganfeng LiEnergy increased from RMB2,135.7 million to RMB3,003.423 million, with an additional registered capital of RMB867.723 million, of which the leading Investor agrees in accordance with the terms and conditions to contribute RMB105,000,000 (the “**Leading Investor’s Subscription Amount for Capital Increase**”) to subscribe to the increased registered capital of Ganfeng LiEnergy of RMB35,000,000, and the remaining RMB70,000,000 shall be included in the capital reserve of Ganfeng LiEnergy. The co-Investors agree in accordance with the terms and conditions to contribute RMB285,000,000 (the “**Co-Investor’s Subscription Amount for Capital Increase**” to subscribe to Ganfeng LiEnergy’s increased registered capital of RMB95,000,000, the remaining RMB190 million shall be included in the capital reserve of Ganfeng LiEnergy. Other capital increase parties agrees in accordance with the terms and conditions to contribute RMB2,213.169 million to subscribe to the increased registered capital of Ganfeng LiEnergy of RMB737.723 million, and the remaining RMB1,475,446,000 is included in Ganfeng LiEnergy’s capital reserve.

2. *The time limit for the completion of closing conditions*

Ganfeng LiEnergy, the actual controller and existing shareholders of Ganfeng LiEnergy and existing shareholders shall try their best to ensure that all completion conditions are met within 30 days from the date of the Capital Increase Agreement. If any completion conditions are not met or exempted by the Investor in writing within the 30-day period, any Investors shall have the right to terminate the Capital Increase Agreement by sending a written notice to Ganfeng LiEnergy, and the Capital Increase Agreement shall cease and determine as from the date of serving the written notice of termination.

3. *Payment arrangement*

The Investors shall pay the Subscription Amount for Capital Increase to the bank account designated by Ganfeng LiEnergy within 15 working days after all the closing conditions of the Capital Increase agreed in the Capital Increase Agreement having been fulfilled (or waived by the Investors in writing) and all the closing documents listed in the Capital Increase Agreement have been received.

---

## LETTER FROM THE BOARD

---

### 4. *Liability for breach of contract*

If any party of the Capital Increase Agreement (the “**Defaulting Party**”) is in breach of the Capital Increase Agreement or the other investment transaction agreements of this capital increase of which it is a signatory (including the statements and guarantees made in these documents (including the due diligence report and other relevant attachments of investment transaction documents of the Capital Increase and Share Expansion) which are untrue, inaccurate and/or incomplete, and/or fail to perform, fail to fully perform and/or timely perform any of its commitments and/or obligations under such documents), and the party not in breach of the Capital Increase Agreement or other investment transaction documents of the Capital Increase and Share Expansion (the “**Injured Party**”) suffers any loss, then the Defaulting Party shall compensate the Injured Party for such loss, and take corresponding measures to protect the Injured Party from any further damages. The Defaulting Party who is in breach of any provision of the Capital Increase Agreement shall, within 10 working days after receiving the written notice from the Injured Party, pay in full all losses incurred or suffered by the Injured Party as a result of its breach.

### (2) *Main contents of the Shareholders’ Agreement*

#### 1. *Repurchase rights of Investors’ shareholders*

##### (1) Repurchase situation

Within 6 months after the occurrence of any of the following circumstances and the Investors’ shareholders becoming aware of it, any Investors have the right without restriction to demand the actual controller of Ganfeng LiEnergy (the “**Repurchase Obligor**”) to repurchase all or part of Ganfeng LiEnergy’s equity held by the Investors’ shareholders at the repurchasing price of this round (as defined below). In the case of consensus with the Investors’ shareholders who claim the right of repurchase, the Repurchase Obligor or other legal entities under its control can be the subject of repurchase itself;

- (a) Under any circumstances, Ganfeng LiEnergy fails to achieve qualified initial public offering before December 31, 2025;
- (b) According to the laws, regulations, listing rules and other regulatory policies, Ganfeng LiEnergy does not meet the conditions for spin off listing and is expected to be unable to achieve qualified initial public offering before December 31, 2025;

---

## LETTER FROM THE BOARD

---

- (c) The Group loses or is unable to renew the business qualification or approval or intellectual property rights indispensable to their main business; and/or the Group is unable to continue, prohibited or subject to major restrictions;
- (d) Ganfeng LiEnergy fails to provide relevant financial reports in accordance with the requirements of the Shareholder's Agreement;
- (e) The accounting firm engaged by Ganfeng LiEnergy audited Ganfeng LiEnergy and issued an audit report with non-unqualified opinion (for the avoidance of doubt, "non unqualified opinion" includes qualified opinion, adverse opinion and disclaimer of opinion);
- (f) A change in actual controller and/or actual control right of Ganfeng LiEnergy or other deemed liquidation event;
- (g) Ganfeng LiEnergy, the controlling shareholder or the actual controller of Ganfeng LiEnergy is suspected of material irregularities or crimes that prevent Ganfeng LiEnergy from operating normally; the actual controller of Ganfeng LiEnergy has committed intentional criminal acts unrelated to the business and operations of the Group company; Ganfeng LiEnergy, the controlling shareholder or the actual controller of Ganfeng LiEnergy is determined or subject to securities market debarment measures such as not accepting applications for listing of the issue or not being allowed to act as a director, supervisor or senior manager of a listed company or a domestic representative of an overseas issuer in disclosing information by the relevant domestic or overseas regulatory authorities or exchanges; and/or the actual controller of Ganfeng LiEnergy is subject to criminal investigation or held criminally liable in accordance with the law;
- (h) Ganfeng LiEnergy, the controlling shareholder and/or the actual controller of Ganfeng LiEnergy seriously violate the Shareholders' Agreement, signed the Capital Increase Agreement and other transaction documents with the Investors' shareholders;

---

## LETTER FROM THE BOARD

---

- (i) An event triggering the exercise of repurchase rights by other shareholders of Ganfeng LiEnergy or a request by other shareholders of Ganfeng LiEnergy to exercise their entitlement to repurchase or redemption rights (whether or not disclosed, whether through such shareholders or their related parties requesting Ganfeng LiEnergy, controlling shareholders and/or the actual controller of Ganfeng LiEnergy to exercise their repurchase or redemption rights);
- (j) The key employee, Xu Xiaoxiong resign from the Group;
- (k) Other repurchase situations stipulated in the Shareholder's Agreement and the Capital Increase Agreement.

(2) Repurchase price

Repurchase price = purchase price per share of the relevant Investors' shareholders  $\times$  the amount of equity required to be repurchased by the relevant Investors' shareholders  $\times (1 + 6\% \times N)$  – the paid income corresponding to the equity required to be repurchased by the relevant Investors' shareholders (including but not limited to dividends and bonuses)

Among them,  $N$  = the number of days from the actual payment of the investment amount corresponding to the equity required to be repurchased by the relevant Investors' shareholders to the date when the relevant Investors' shareholders issues a written repurchase notice  $\div 365$ .

(3) Payment of repurchase price

The Repurchase Obligor shall pay the full repurchase price in one lump sum within 90 days from the date when the Investors' shareholders issue a written notice demanding the repurchase; Within the aforementioned 90 days, the interest shall be calculated at the interest rate of 6% of the annual simple interest according to the actual number of days elapsed, and the interest base shall be the actual investment amount corresponding to the equity required to be repurchased by the Investors' shareholders.



---

## LETTER FROM THE BOARD

---

2. *Restrictions on share transference*

- (1) Transfer of the equity of Ganfeng LiEnergy by the actual controller and/or controlling shareholder and/or the management shareholder and/or Employee Stock Ownership Platform

Before Ganfeng LiEnergy completes the qualified initial public offering, without the prior written consent of the Investors' shareholders, the actual controller and/ or the controlling shareholder and/or the management shareholder and/or Employee Stock Ownership Platform of Ganfeng LiEnergy shall not directly or indirectly sell, lease, transfer, gift, entrust, grant, license, mortgage, pledge, lien, transfer guarantee, entrust operation and/ or any other way to dispose of the equity interest or shares of the Group company held by them. However, for the purpose of the qualified employee share incentive plan and in order to meet the listing regulatory requirements, the equity transfer implemented by the Employee Stock Ownership Platform of Ganfeng LiEnergy to clean up its unqualified partners by transferring equity to the actual controller and/or controlling shareholder is not limited by this clause.

- (2) Transfer of the equity of Ganfeng LiEnergy by Investors' shareholders

The Investors' shareholders have the right to transfer and dispose of any equity interest of Ganfeng LiEnergy held by them directly or indirectly to their related parties without any restriction, and other shareholders have no pre-emptive right and co-sale right for such transfer and disposal. If, in accordance with the provisions of the law, the articles of association of Ganfeng LiEnergy or the requirements of the government departments, the Investors' shareholders intend to transfer or dispose of the equity interest of Ganfeng LiEnergy, which requires the consent of other shareholders of Ganfeng LiEnergy or other shareholders of Ganfeng LiEnergy have pre-emptive rights, the other shareholders of Ganfeng LiEnergy agree to give the consent required by the law, the articles of association or the government departments in advance and waive the pre-emptive rights, and shall sign all necessary documents and take all necessary actions (including but not limited to signing shareholders' resolution(s) and board resolution(s) and registering and/or filing with relevant government departments) to assist the selling Investors' shareholders to complete equity transfer as soon as possible.

During the period when Ganfeng LiEnergy submits a qualified application for initial public offering and is reviewed by the China Securities Regulatory Commission and/or the relevant stock exchange in the PRC, the Investors' shareholders shall not transfer the shares of Ganfeng LiEnergy held by them without the prior consent of Ganfeng LiEnergy. After Ganfeng LiEnergy completes the qualified initial public offering, the Investors' shareholders shall be bound by the relevant lock-up provisions in accordance with the relevant laws and regulations applicable at that time and the rules of the relevant stock exchange in the PRC.

---

## LETTER FROM THE BOARD

---

### **Transaction purpose and effects on the Company**

The Capital Increase and Share Expansion is for the purpose of expanding the capital strength of the controlled subsidiary and ensuring the fund demand for the project investment of the controlled subsidiary, giving full play to the respective advantages of investors in the lithium battery industry, stabilizing and attracting talents, fully mobilize the enthusiasm, initiative and creativity of employees, promoting the rapid development of Ganfeng LiEnergy, and helping Ganfeng LiEnergy seize the market opportunities to expand and strengthen its lithium battery business. It is conducive to improving the industrial chain layout of upstream and downstream integration of the Company. The Capital Increase and Share Expansion would not change the Company's equity control over the controlled subsidiary, will have a positive impact on the company's financial and operating conditions, and will be in the interests of the Company and all the Shareholders as a whole.

### **Implications under the Listing Rules**

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Investors and their respective ultimate beneficial owners are independent third parties of the Company and its connected person (as defined under the Listing Rules) and Ganfeng LiEnergy is not a connected subsidiary (as defined under the Listing Rules) of the Group. Accordingly, the Capital Increase and Share Expansion is not a connected transaction under Chapter 14A of the Listing Rules. Furthermore, as all the applicable percentage ratios (as defined under the Listing Rules) in respect of the proposed Capital Increase and Share Expansion pursuant to the relevant Capital Increase Agreement and Shareholders' Agreement in aggregate are less than 5%, the Capital Increase and Share Expansion is not subject to any notification and announcement requirement as set out in Chapter 14 of the Listing Rules.

### **Shareholders' approval**

As (i) Mr. Li Chenglin, one of the shareholders of the Ganfeng LiEnergy, is a person acting in concert with Mr. Li Liangbin, an executive Director; (ii) Ms. Zhong Xiaoqing, Mr. Li Liangxue, Mr. Xiong Jianlang, Mr. Chen Liangguo, Mr. Chen Qingbo, Mr. Li Liangyao (the limited partner of Xinyu Hongxin Service Management Centre (Limited Partnership)), Ms. Li Zhiqin (the limited partner of Xinyu Hongtu Service Management Centre (Limited Partnership)), Ms. Li Zhixia and Mr. Li Zhijian (the limited partner of Xinyu Zhonghe Service Management Centre (Limited Partnership)) are related persons of Mr. Li Liangbin as defined under the Shenzhen Listing Rules; (iii) Mr. Wang Xiaoshen, Ms. Deng Zhaonan and Mr. Shen Haibo are the Directors; and (iv) Ms. Yang Manying, Ms. Ouyang Ming, Mr. Xu Jianhua, Mr. Xiong Xunman and Mr. Fu Lihua are the senior management of the Company, the transactions contemplated under the Capital Increase and Share Expansion are related party transactions as defined under the Shenzhen Listing Rules and are subject to the approval of the Shareholders in the general meeting by way of a special resolution, which must be passed by more than two-thirds of the total number of shares with valid voting rights held by Shareholders attending the general meeting. The above related persons and Mr. Li Liangbin will all abstain from voting at the EGM according to the Shenzhen Listing Rules.

---

## LETTER FROM THE BOARD

---

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM under the Listing Rules.

### II. EGM

The EGM will be convened for the purpose of considering and, if thought fit, approving the Capital Increase and Share Expansion and related party transaction.

The notice of the EGM is set out on pages 17 to 18 of this circular.

The resolution put to vote at the EGM will be decided by way of poll as required by the Listing Rules (except where the chairman of the EGM, 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).

The proposed resolution in relation to the Capital Increase and Share Expansion and related party transaction is subject to the approval by the Shareholders by way of a special resolution at the EGM pursuant to the Articles of Association, which must be passed by more than two-thirds of the total number of shares with valid voting rights held by Shareholders attending 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.

#### **Closure of register of members**

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 Thursday, December 15, 2022 to Tuesday, December 20, 2022 (both days inclusive) during which no transfer of 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 Wednesday, December 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 Wednesday, December 14, 2022 for registration.

---

## LETTER FROM THE BOARD

---

### III. RECOMMENDATION

The Directors are of the view that the Capital Increase and Share Expansion is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM as set out in the notice of the EGM.

On behalf of the Board  
**GANFENG LITHIUM GROUP CO., LTD.**  
**LI Liangbin**  
*Chairman*

---

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

---



### Ganfeng Lithium Group Co., Ltd. 江西赣锋锂业集团股份有限公司

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

**(Stock Code: 1772)**

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the "EGM") of Ganfeng Lithium Group 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 Tuesday, December 20, 2022 at 2:00 p.m. for the purpose of considering, and if thought fit, approving the following resolution. Unless otherwise stated, the capitalized used herein shall have the same meanings as defined in the circular of the Company dated November 29, 2022 (the "Circular"), for which the notice convening the EGM shall form part of.

### SPECIAL RESOLUTION

1. To consider and approve the capital increase and share expansion by Ganfeng LiEnergy, a controlled subsidiary of the Company, and related party transaction.

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

Jiangxi, PRC  
November 29, 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. WANG Jinben, Ms. WONG Sze Wing, Mr. XU Guanghua and Ms. XU Yixin as independent non-executive directors of the Company.*

---

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

---

*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 Thursday, December 15, 2022 to Tuesday, December 20, 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 Wednesday, December 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 Wednesday, December 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 Saturday, December 10, 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 Monday, December 19, 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](mailto: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).

(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.