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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.

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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) PROPOSED SIGNING OF INVESTMENT AGREEMENT
BY GANFENG LIENERGY;
(2) PROPOSED INVESTMENT AND CONSTRUCTION OF A NEW-TYPE
LITHIUM BATTERY AND ENERGY STORAGE HEADQUARTERS PROJECT
WITH 10 GWH ANNUAL CAPACITY BY GANFENG LIENERGY;
(3) PROPOSED AMENDMENTS TO THE
EXTERNAL INVESTMENT MANAGEMENT SYSTEM;
(4) PROPOSED ENGAGEMENT IN FOREIGN EXCHANGE HEDGING
BUSINESS BY THE COMPANY AND ITS SUBSIDIARIES;
(5) THE APPLICATION FOR BANK FACILITIES AND PROVISION OF
GUARANTEES BY THE COMPANY AND ITS SUBSIDIARIES;
(6) PROPOSED INVESTMENT IN WEALTH MANAGEMENT PRODUCTS
WITH SELF-OWNED FUNDS;
(7) CONTINUING RELATED-PARTY TRANSACTIONS FOR 2023;
AND
(8) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 1 to 52 of this circular.

The notice of the EGM is set out on pages 58 to 60 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, February 28, 2023 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, February 27, 2023 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.

February 8, 2023

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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 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
“connected person(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Director(s)”	the director(s) of the Company
“Dongfang Shineray”	Dongfang Shineray Holding Co., Ltd. (東方鑫源集團有限公司)
“EGM”	the extraordinary general meeting of the Company to be held at 2:00 p.m. on Tuesday, February 28, 2023 at the Conference Room, 4th Floor, R&D Building at the Company’s Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, the PRC
“External Investment Management System”	the external investment management system (《對外投資管理制度》) adopted by the Company on August 12, 2011
“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
“Latest Practicable Date”	February 3, 2023, 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
“Relevant Subsidiary”	collectively, Ganfeng LiEnergy, Fengxin Ganfeng Lithium Co., Ltd., Jiangxi Ganfeng Recycling Technology Co., Ltd., Chongqing Ganfeng LiEnergy Technology Co., Ltd., Sichuan Ganfeng Lithium Co., Ltd., Ganfeng New Energy Technology Development (Suzhou) Co., Ltd, Huizhou Ganfeng LiEnergy Technology Co., Ltd., Xinyu Ganfeng Electronics Co., Ltd., Xinyu Ganfeng New Lithium Resource Battery Co., Ltd, Jiangsu Ganfeng Power Technology Co., Ltd., Guangdong Huichuang New Energy Co., Ltd., Chongqing Ganfeng Power Technology Co., Ltd., Dongguan Ganfeng Electronics Co., Ltd., Shangrao Ganfeng Lithium Co., Ltd, Fengcheng Ganfeng Lithium Co., Ltd
“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

DEFINITIONS

“Three Gorges Water Conservancy” Chongqing Three Gorges Water Conservancy and Electric Power (Group) Co., Ltd. (重慶三峽水利電力(集團)股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600116)

“%” 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

February 8, 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED SIGNING OF INVESTMENT AGREEMENT
BY GANFENG LIENERGY;**
- (2) PROPOSED INVESTMENT AND CONSTRUCTION OF A NEW-TYPE
LITHIUM BATTERY AND ENERGY STORAGE HEADQUARTERS PROJECT
WITH 10 GWH ANNUAL CAPACITY BY GANFENG LIENERGY;**
- (3) PROPOSED AMENDMENTS TO THE
EXTERNAL INVESTMENT MANAGEMENT SYSTEM;**
- (4) PROPOSED ENGAGEMENT IN FOREIGN EXCHANGE HEDGING
BUSINESS BY THE COMPANY AND ITS SUBSIDIARIES;**
- (5) THE APPLICATION FOR BANK FACILITIES AND PROVISION OF
GUARANTEES BY THE COMPANY AND ITS SUBSIDIARIES;**
- (6) PROPOSED INVESTMENT IN WEALTH MANAGEMENT PRODUCTS
WITH SELF-OWNED FUNDS;**
- (7) CONTINUING RELATED-PARTY TRANSACTIONS FOR 2023;
AND**
- (8) 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 resolutions at the EGM in respect of, among other things, (i) proposed signing of investment agreement by Ganfeng LiEnergy; (ii) proposed investment and construction of new-type lithium battery and energy storage headquarters project with 10 GWh annual capacity by Ganfeng LiEnergy; (iii) proposed amendments to the External Investment Management System; (iv) proposed engagement in foreign exchange hedging business by the Company and its subsidiaries; (v) the application for bank facilities and provision of guarantees by the Company and its subsidiaries; (vi) proposed investment in wealth management products with self-owned funds; and (vii) continuing related-party transactions for 2023.

I. PROPOSED SIGNING OF INVESTMENT AGREEMENT BY GANFENG LIENERGY

The Board is pleased to announce that on January 18, 2023, it has been agreed that Ganfeng LiEnergy shall sign an investment agreement with Chongqing Fuling District People's Government, Three Gorges Water Conservancy, and Dongfang Shineray to invest in the construction of a power battery project with 24GWh annual capacity in Fuling High Tech Development Zone, Chongqing. The management of the Company was authorized to handle relevant formalities and sign relevant legal documents.

1. Basic Information of the Investor

Company Name:	Ganfeng LiEnergy Technology Co., Ltd.
Unified social credit code:	91360500576129026E
Address:	2551 Yangguang Avenue, High Tech Development Zone, Xinyu City, Jiangxi Province
Registered capital:	RMB3,003.423 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)
Shareholders and shareholding proportion:	the Company is the largest shareholder, holding 65.48% of its equity interest.

LETTER FROM THE BOARD

2. Information of counterparties

1. *Chongqing Three Gorges Water Conservancy and Electric Power (Group) Co., Ltd.*

Unified social credit code: 91500101711607773T

Address: No. 85, Gaosuntang, Wanzhou District, Chongqing

Legal representative: Xie Jun (謝俊)

Registered capital: RMB1,912,142,904

Type: company limited by shares (listed company)

Date of establishment: April 28, 1994

Business scope: general project: power generation; power supply, sales and services; development, construction, design and operation management of power distribution system; engineering survey and design; undertake installation (repair and test) of power facilities; development, technology transfer, technical consultation and technical service of electric power technology; sales and leasing of electric power materials; power project development; distributed new energy comprehensive utilization service; comprehensive energy service integrating power supply, gas supply, water supply and heat supply; production, processing and sales of roasted manganese, manganese carbonate, silicomanganese alloy and ferromanganese alloy. (except for the items that need to be approved according to law, business activities shall be carried out independently according to law with the business license)

LETTER FROM THE BOARD

2. *Dongfang Shineray Holding Co., Ltd.*

Unified social credit code: 915001076689102237

Address: No. 8, Xinyuan Road, Hangu Town, Jiulongpo District, Chongqing

Legal representative: Gong Daxing

Registered capital: RMB100 million

Type: limited liability company (invested or controlled by natural person)

Date of establishment: November 9, 2007

Business scope: general projects: investment in industry, high-tech industry, real estate industry and sports and cultural industry (not allowed to engage in financial business), research, development, production and sales of minicars, automobile engines, motorcycles (the above three items are only limited to the production and sales of approved subsidiaries), automobile parts (excluding engines), motorcycle parts (excluding engines), gasoline engine parts (excluding engines) electric bicycles and accessories, gasoline mopeds and accessories, computers (excluding research and development), sales of sports products (limited to automobiles and motorcycles), import and export of goods (excluding goods prohibited by the state), economic information consulting services, information technology consulting services, legal consulting (excluding the business of law firms), information consulting services (excluding licensing information consulting services), tax services, human resources services (excluding professional intermediary activities), enterprise management, information system operation and maintenance services, market research, engineering management services (in addition to the projects that need to be approved according to law, carry out business activities independently according to law with the business license)

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, Each of Three Gorges Water Conservancy, Dongfang Shineray and their respective ultimate beneficial owners are independent third parties of the Company and its connected person.

LETTER FROM THE BOARD

3. Basic Information of the Project

Project name:	power battery project with 24 GWh annual capacity
Project location:	Fuling High Tech Development Zone, Chongqing
Project company:	Ganfeng LiEnergy, together with Three Gorges Water Conservancy and Dongfang Shineray, establish a project company, which shall be controlled by Ganfeng LiEnergy
Construction details of the project:	to construct power battery with 24GWh annual capacity (product planning includes lithium iron phosphate battery, ternary lithium battery and solid state battery, BMS power management system development, battery research and development and test center, etc.) and an battery PACK assembly line and related supporting facilities with 10GWh annual capacity
Investment amount:	the total investment of the project is planned to be RMB10 billion, and the specific investment amount is subject to the actual investment.

4. The purpose of the external investment and impact on the Company

The investment is conducive to increase the production scale, market share and research and development capacity of lithium battery products, promoting the optimization and upgrade of the structure of lithium industrial chain of the Company to enhance the core competitiveness of the Company, which is in line with the Company's integrated development strategy upstream and downstream. The project will have a positive impact on the financial position and operating result of Ganfeng LiEnergy.

As at the Latest Practicable Date, no binding agreement has been entered into among the parties and the transaction contemplated under the investment agreement and the establishment of the project company is subject to the entering into of further agreement(s) among the parties. The Company will comply with the relevant requirements under Chapter 14 of the Listing Rules as and when required.

Pursuant to the Articles of Association, the resolution in relation to the proposed signing of the investment agreement by Ganfeng LiEnergy is subject to the approval of the Shareholders by way of ordinary resolution at the EGM.

LETTER FROM THE BOARD

II. PROPOSED INVESTMENT AND CONSTRUCTION OF A NEW-TYPE LITHIUM BATTERY AND ENERGY STORAGE HEADQUARTERS PROJECT WITH 10 GWH ANNUAL CAPACITY BY GANFENG LIENERGY

The Board is pleased to announce that on January 18, 2023, the it was agreed that Ganfeng LiEnergy shall invest and construct a new-type lithium battery and energy storage headquarters project with 10GWh annual capacity in Dongguan, the PRC. The management of the Company was authorized to handle relevant formalities and sign relevant legal documents.

1. Basic Information of Investor

Company Name:	Ganfeng LiEnergy Technology Co., Ltd.
Unified social credit code:	91360500576129026E
Address:	2551 Yangguang Avenue, High Tech Development Zone, Xinyu City, Jiangxi Province
Registered capital:	RMB3,003.423 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)
Shareholders and shareholding proportion:	the Company is the largest shareholder, holding 65.48% of its equity interest.

LETTER FROM THE BOARD

2. Basic Information of the Project

Project name:	new-type lithium battery and energy storage headquarters project with 10GWh annual capacity
Project location:	Machong Town, Dongguan City, Guangdong Province
Construction details of the project:	research and development bases and production lines of lithium iron phosphate, semi-solid battery, light power battery, outdoor portable energy storage power supply, household energy storage system, industrial and commercial energy storage system, etc
Investment amount:	the total investment of the project is planned to be RMB5 billion, and the specific investment amount is subject to the actual investment

3. The Purpose of the External Investment and Impact on the Company

The investment is conducive to increase the production scale, market share and research and development capacity of lithium battery products, promoting the optimization and upgrading of the structure of lithium industrial chain of the Company to enhance the core competitiveness of the Company, which is in line with the integrated upstream and downstream development strategy of the Company. The project will have a positive impact on the financial position and operating result of Ganfeng LiEnergy.

Pursuant to the Articles of Association, the resolution in relation to the proposed investment and construction of a new-type lithium battery and energy storage headquarters project with 10 GWh annual capacity by Ganfeng LiEnergy is subject to the approval of the Shareholders by way of ordinary resolution at the EGM.

LETTER FROM THE BOARD

III. PROPOSED AMENDMENTS TO THE EXTERNAL INVESTMENT MANAGEMENT SYSTEM

The Board is pleased to announce that, on January 18, 2023, the Board has agreed to amend the External Investment Management System, in order to strengthen the management of the Company's external investment activities, regulate the Company's investment behavior, ensure the legality and effectiveness of external investment activities, improve the efficiency of the utilization of funds and enhance the ability of sustainable corporate development, thus to promote the long-term stable development of the Company.

Please refer to Appendix I to this circular for the details of the proposed amendments to the External Investment Management System.

Except for the proposed amendments as set out in Appendix I to this circular, the other provisions of the External Investment Management System shall remain unchanged and be in full force and valid. The External Investment Management System is prepared in Chinese with no official English version. Any English translation thereof is for reference only. In the event of inconsistency, the Chinese version shall prevail.

Pursuant to the Articles of Association, the resolution in relation to the proposed amendments to the External Investment Management System is subject to the approval of the Shareholders by way of special resolution at the EGM.

IV. PROPOSED ENGAGEMENT IN FOREIGN EXCHANGE HEDGING BUSINESS BY THE COMPANY AND ITS SUBSIDIARIES

With the growing presence of the Company in the international market, the international business became increasingly robust and promising and, accordingly, foreign currency settlement and overseas financing of the Company increased progressively. In order to avoid the adverse impact of fluctuation in interest rate and exchange rate on the production, operation and cost control of the Company, the Group proposes to carry out foreign exchange hedging business with self-owned funds.

Considering the Company's asset scale and business needs, the quota of the foreign exchange hedging business proposed to be carried out by the Company shall not exceed RMB15 billion (inclusive) or its foreign currency equivalent. The use of quota shall be based on the import and export businesses relating to foreign exchange, receipts and disbursements of international projects and fund demand of the Company. The business shall be effective and valid for 12 months from the date of consideration and approval at the EGM.

LETTER FROM THE BOARD

The Board only intends to set a cap for the scale of such foreign exchange hedging business and no concrete transaction is proposed to be made for the moment. The Company will comply with relevant requirements under the Listing Rules as and when required.

The foreign exchange hedging business of the Group only concerns major currencies used for settlement in the course of the Group's production and operation, including US dollars, Australian dollars, Hong Kong dollars and Euros. The business types pertain to those quoted in the stock exchanges, including forward exchange facilities, futures exchange, foreign exchange swap, interest rate swap and the relevant product portfolio.

The foreign exchange hedging business of the Group shall be conducted in accordance with the principle of prudent projection, hedging for the sake of locking in exchange rate and excluding any venture and arbitrage transactions. The chairman of the Board shall be authorized to approve routine foreign exchange hedging business plans and execute contracts in relation thereto. When entering into contracts, the projected amount for foreign exchange receipts and disbursements (including international investment) and debt repayments in the import and export business of the Company shall be heeded strictly. Furthermore, the Company plans to take the following risk analysis and control measures relating to the operation of foreign exchange hedging business:

1. To cope with the risks and losses concerning exchange rate fluctuations, the Company will enhance study and analysis of exchange rate to keep abreast of the changes in international markets, and adjust its operation strategy accordingly. The Company will liaise with the banks to keep track with and properly estimate the movement in exchange rate, implementing dynamic management accordingly. The proportion of the amount of foreign exchange hedging over the total business amount will be strictly controlled for strategic adjustments in response to any exchange rate fluctuations;
2. To control the liquidity risks, the Company's foreign exchange hedging business follows the budgetary foreign exchange receipts and disbursements of the Company. Therefore, adequate capital for settlement at delivery is ensured and the liquid assets of the Company are less likely to be impacted;

LETTER FROM THE BOARD

3. To deal with the operation risks, the Company has prepared the Foreign Exchange Hedging Management System (《外匯套期保值管理制度》), prescribing that transactions on financial derivatives shall not be conducted purely for profit and shall be carried out with the Group's self-owned funds only. Specialty personnel compatible with their responsibilities conduct the foreign exchange hedging business in strict compliance with the authorization. The timely reporting system for abnormalities is also established to circumvent operation risks to the utmost;
4. In order to prevent any delay on the delivery of foreign exchange hedging, the Company will strictly regulate the total amount of foreign exchange funds and the settlement and sale timing of foreign exchanges in adherence to the receivable collection scheme. The lock-up amount and period for foreign currency hedging shall be generally in line with the recovery amount and time of foreign currency in circulation. In addition, the Company will give special weight to the management of foreign currency receivables, avoiding any late payment of account receivables;
5. With regard to legal risks, the Company will keep abreast of relevant policies and regulations domestically and overseas to closely follow the requirements thereunder when dealing with the foreign currency hedging business to ensure the Group's lawful operations. Besides, the Company will enter into agreements with accurate and clearly defined terms to avoid any possible legal dispute; and
6. The audit department of the Company shall be responsible for supervising and inspecting the compliance of the decision-making, management and implementation of hedging transactions made by the Group, reviewing and providing opinions on the necessity of the hedging business based on the analysis of the operation status and fulfillment of plans of the Group, and providing information on profit and loss analysis and risk analysis in a timely manner in accordance with the management requirements.

Pursuant to the Articles of Association, the resolution in relation to the proposed engagement in foreign exchange hedging business by the Company and its subsidiaries is subject to the approval of the Shareholders by way of special resolution at the EGM.

LETTER FROM THE BOARD

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

1. Overview of the Guarantees

The 54th meeting of the fifth session of the Board was held on January 18, 2023, which considered and approved a 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, it was approved that the Company and its subsidiaries shall apply to the following banks in cooperation for a comprehensive credit line of RMB96,000 million in total, of which RMB16,000 million will be guaranteed by way of joint liability guarantees provided by the Company. The details of the proposed applications are as follows:

No.	Name of applicant	Name of bank	Type of credit facilities	Method of guarantee	Line of credit (0,000 RMB)	Term
1	The Company Jiangxi Ganfeng Recycling Technology Co., Ltd. Fengxin Ganfeng Lithium Co., Ltd. Ganfeng LiEnergy Chongqing Ganfeng LiEnergy Technology Co., Ltd.	The Export-Import 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 RMB3.5 billion of joint liability guarantees	1,500,000	2 years

LETTER FROM THE BOARD

No.	Name of applicant	Name of bank	Type of credit facilities	Method of guarantee	Line of credit (0,000 RMB)	Term
2	The Company Jiangxi Ganfeng Recycling Technology Co., Ltd. Sichuan Ganfeng Lithium Co., Ltd Ganfeng New Energy Technology Development (Suzhou) Co., Ltd Ganfeng LiEnergy Huizhou Ganfeng LiEnergy Technology Co., Ltd. Xinyu Ganfeng New Lithium Resource Battery Co., Ltd Jiangsu Ganfeng Power Technology Co., Ltd. Guangdong Huichuang New Energy Co., Ltd. Chongqing Ganfeng LiEnergy Technology Co., Ltd. Chongqing Ganfeng Power Technology Co., Ltd.	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 RMB1.5 billion of joint liability guarantees	1,500,000	2 years
3	The Company Jiangxi Ganfeng Recycling Technology Co., Ltd. Shangrao Ganfeng Lithium Co., Ltd Fengcheng Ganfeng Lithium Co., Ltd Ganfeng LiEnergy Xinyu Ganfeng Electronics Co., Ltd. Xinyu Ganfeng New Lithium Resource Battery Co., Ltd Chongqing Ganfeng LiEnergy Technology Co., Ltd. Chongqing Ganfeng Power Technology Co., Ltd.	Bank of Communications	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB500 million of joint liability guarantees The Company provides no more than RMB2 billion of joint liability guarantees	1,000,000	2 years

LETTER FROM THE BOARD

No.	Name of applicant	Name of bank	Type of credit facilities	Method of guarantee	Line of credit <i>(0,000 RMB)</i>	Term
4	The Company Ganfeng New Energy Technology Development (Suzhou) Co., Ltd Shangrao Ganfeng Lithium Co., Ltd Jiangxi Ganfeng Recycling Technology Co., Ltd. Xinyu Ganfeng Electronics Co., Ltd. Ganfeng LiEnergy Huizhou Ganfeng LiEnergy Technology Co., Ltd. Xinyu Ganfeng New Lithium Resource Battery Co., Ltd	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 RMB1.2 billion of joint liability guarantees	1,000,000	2 years
5	The Company Ganfeng LiEnergy Chongqing Ganfeng LiEnergy Technology Co., Ltd.	Agricultural Bank of China	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB500 million of joint liability guarantees	1,000,000	2 years
6	The Company Ganfeng LiEnergy Huizhou Ganfeng LiEnergy Technology Co., Ltd. Jiangsu Ganfeng Power Technology Co., Ltd. Guangdong Huichuang New Energy Co., Ltd. Xinyu Ganfeng New Lithium Resource Battery Co., Ltd Chongqing Ganfeng LiEnergy Technology Co., Ltd. Chongqing Ganfeng Power Technology Co., Ltd.	China Construction Bank	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB2 billion of joint liability guarantees	800,000	2 years

LETTER FROM THE BOARD

No.	Name of applicant	Name of bank	Type of credit facilities	Method of guarantee	Line of credit (0,000 RMB)	Term
7	The Company Jiangxi Ganfeng Recycling Technology Co., Ltd. Xinyu Ganfeng Electronics Co., Ltd. Ganfeng LiEnergy Huizhou Ganfeng LiEnergy Technology Co., Ltd.	Postal Savings Bank of China	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB1.5 billion of joint liability guarantees	500,000	2 years
8	The Company GFL INTERNATIONAL CO., LTD Ganfeng LiEnergy Chongqing Ganfeng LiEnergy Technology Co., Ltd. Dongguan Ganfeng Electronics Co., Ltd. Guangdong Huichuang New Energy Co., Ltd.	China Merchants Bank	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB300 million of joint liability guarantees	500,000	2 years
9	The Company Ganfeng LiEnergy Huizhou Ganfeng LiEnergy Technology Co., Ltd.	China Minsheng Bank	Comprehensive credit facilities	Credit guarantee The Company provides no more than RMB500 million of joint liability guarantees	500,000	2 years
10	Chongqing Ganfeng LiEnergy Technology Co., Ltd.	Chongqing Rural Commercial Bank	Comprehensive credit facilities	The Company provides no more than RMB1 billion of joint liability guarantees	300,000	2 years

LETTER FROM THE BOARD

No.	Name of applicant	Name of bank	Type of credit facilities	Method of guarantee	Line of credit <i>(0,000 RMB)</i>	Term
11	The Company GFL INTERNATIONAL CO., LTD LITIO MINERA ARGENTINA S.A. Ganfeng LiEnergy Huizhou Ganfeng LiEnergy Technology Co., Ltd. Jiangsu Ganfeng Power Technology Co., Ltd. Chongqing Ganfeng Power Technology Co., Ltd. Chongqing Ganfeng LiEnergy Technology Co., Ltd. Dongguan Ganfeng Electronics Co., Ltd. Guangdong Huichuang New Energy Co., Ltd.	Other Banks	Comprehensive credit facilities	Credit guarantee	1,000,000	2 years
Total					<hr style="width: 100px; margin-left: auto; margin-right: 0;"/> <u>9,600,000</u>	

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 signed in respect of the above guarantees.

LETTER FROM THE BOARD

2. Basic Information of the Guaranteed Parties

(1) *Basic information of 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:	RMB3,003.423 million
Legal representative:	Ge Zhimin (戈志敏)
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 65.48% of the equity interests in Ganfeng LiEnergy.

The Company has a good reputation and has established good relationships with the banks. With the loans guaranteed by the Company, Ganfeng LiEnergy can enjoy the same preferential interest rate policy as the Company. Due to the heavy asset-based feature of the lithium battery industry and the late start of Ganfeng LiEnergy's operation, the scale of the asset investment in the early stage is large and the loans will be used for constructing capacity expansion projects of Ganfeng LiEnergy. With the favorable changes in the macro environment, the growth of market demand and the continuous expansion of Ganfeng LiEnergy's capacity scale, the performance of Ganfeng LiEnergy showed a rapidly upward trend, the operating scale and profitability of which increased significantly compared with the same period last year.

LETTER FROM THE BOARD

The financial data of Ganfeng LiEnergy for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	733,682.92	1,092,237.84
Net assets	397,827.47	433,783.92

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	207,529.06	361,421.41
Net profit	4,044.73	33,589.26

As of September 30, 2022, the gearing ratio of Ganfeng LiEnergy was 60.28%.

LETTER FROM THE BOARD

(2) *Basic information of 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 (朱實貴)

Principal business: production and sales of lithium and sodium hypochlorite (the period of validity of the safety production license expires on December 22, 2023); production and sales of chemical products and chemical raw materials; production and sales of lithium battery materials, instruments and mechanical equipment.

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

LETTER FROM THE BOARD

The financial data of Fengxin Ganfeng Lithium Co., Ltd. for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	66,059.77	114,245.21
Net assets	61,796.57	104,648.14

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	45,359.54	101,265.56
Net profit	8,012.38	42,963.98

As of September 30, 2022, the gearing ratio of Fengxin Ganfeng Lithium Co., Ltd. was 8.40%.

LETTER FROM THE BOARD

(3) Basic information of Jiangxi Ganfeng Recycling Technology Co., Ltd.

Company name: Jiangxi Ganfeng Recycling Technology Co., Ltd.

Unified social credit code: 91360500MA35GCE49Y

Address: No. 608, Nanyuan Avenue, High-tech Development Zone, Xinyu City, Jiangxi Province

Registered capital: RMB100 million

Legal representative: Shen Haibo (沈海博)

Principal business: recycling, processing and sales of batteries and metal waste; production and sales of lithium salt, rubidium cesium salt, nickel cobalt manganese hydroxide; import and export of goods; environmental protection engineering.

As at the Latest Practicable Date, the Company holds 100% of the equity interests in Jiangxi Ganfeng Recycling Technology Co., Ltd.

LETTER FROM THE BOARD

The financial data of Jiangxi Ganfeng Recycling Technology Co., Ltd. for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	122,248.08	221,318.28
Net assets	74,285.66	142,722.12

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	151,975.69	225,387.40
Net profit	44,270.94	68,436.46

As of September 30, 2022, the gearing ratio of Jiangxi Ganfeng Recycling Technology Co., Ltd. was 35.51%.

LETTER FROM THE BOARD

(4) Basic information of Chongqing Ganfeng LiEnergy Technology Co., Ltd.

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

Unified social credit code: 91500000MA7LDQ8NX7

Address: 1-1, Building 8, No. 9, Shuguang Road, Longxing Town, Liangjiang New District, Chongqing

Registered capital: RMB100 million

Legal representative: Ge Zhimin (戈志敏)

Principal business: general projects: new material technology research and development; battery manufacturing; battery sales; engineering and technical research and test development; energy storage technical services; technical service, technical development, technical consultation, technical exchange, technology transfer and technology promotion; new material technology promotion service; import and export of goods (except for the items that need to be approved according to law, business activities shall be carried out independently according to law with the business license).

As at the Latest Practicable Date, Ganfeng LiEnergy holds 100% of the equity interests in Chongqing Ganfeng LiEnergy Technology Co., Ltd.

LETTER FROM THE BOARD

The financial data of Chongqing Ganfeng LiEnergy Technology Co., Ltd. for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	–	26,457.34
Net assets	–	9,878.70

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	–	–
Net profit	–	-121.30

As of September 30, 2022, the gearing ratio of Chongqing Ganfeng LiEnergy Technology Co., Ltd. was 62.66%.

LETTER FROM THE BOARD

(5) *Basic information of 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: Zeng Zuliang (曾祖亮)

Principal business: import and export of goods; manufacturing of basic chemical raw materials (excluding the manufacturing of hazardous chemicals and other licensed chemicals); Sales of chemical products (excluding licensed chemical products); smelting of common non-ferrous metals; non-ferrous metal alloy manufacturing; non-ferrous metal alloy sales; battery manufacturing; research and development of resource recycling technology; new material technology promotion service; engineering and technical research and test development; engage in investment activities with its own funds (except for projects that need to be approved according to law, carry out business activities independently according to law with the business license).

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

LETTER FROM THE BOARD

The financial data of Sichuan Ganfeng Lithium Co., Ltd. for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December	As of September
	31, 2021	30, 2022
	(Audited)	(Unaudited)
Total assets	199.00	1,253.66
Net assets	-1.24	-153.36

Item	For the year	For the
	ended December	nine months
	31, 2021	ended September
	(Audited)	(Unaudited)
Operating revenue	–	–
Net profit	-1.24	-152.12

As of September 30, 2022, the gearing ratio of Sichuan Ganfeng Lithium Co., Ltd. was 112.23%.

LETTER FROM THE BOARD

(6) Basic information of 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 of China (Jiangsu) Pilot Free Trade Zone

Registered capital: RMB100 million

Legal representative: Wang Xiaoshen (王曉申)

Principal business: electric vehicle charging infrastructure operation; battery sales; sales of charging piles; research and development of distribution switch control equipment; technical services for solar power generation; sales of solar thermal power generation equipment; technical service, technical development, technical consultation, technical exchange, technology transfer and technology promotion; research and development of new materials technology (except for projects that need to be approved according to law, business activities shall be carried out independently according to law with business license).

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

LETTER FROM THE BOARD

The financial data of Ganfeng New Energy Technology Development (Suzhou) Co., Ltd for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	32,878.24	73,606.44
Net assets	30,114.22	60,696.48

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	–	–
Net profit	8,221.41	15,732.26

As of September 30, 2022, the gearing ratio of Ganfeng New Energy Technology Development (Suzhou) Co., Ltd. was 17.54%.

LETTER FROM THE BOARD

(7) *Basic information of Huizhou Ganfeng LiEnergy Technology Co., Ltd.*

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

Unified social credit code: 91441300MA556NCC0P

Address: Room 1303, Chenjiang Venture Building, Yuanhui Road, Chenjiang Subdistrict, Zhongkai High-tech Zone, Huizhou

Registered capital: RMB100 million

Legal representative: Ge Zhimin (戈志敏)

Principal business: the development, production, sales and after-sales service of lithium cells, lithium ion batteries, lithium polymer batteries, metal lithium batteries, power batteries, energy storage batteries, rechargeable battery packs, battery management systems, solar energy storage systems, lithium ion battery packages and spare parts, lithium battery protection devices and related equipment and instruments, and the provision of technical consulting, technology transfer, product quality inspection and certification services for lithium batteries and related accessories, the production and sales of labor protection articles and industrial masks, the development, manufacture and sales of precision molds, and import and export of goods or technologies.

As at the Latest Practicable Date, Ganfeng LiEnergy holds 100% of the equity interests in Huizhou Ganfeng LiEnergy Technology Co., Ltd.

LETTER FROM THE BOARD

The financial data of Huizhou Ganfeng LiEnergy Technology Co., Ltd. for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	34,925.18	108,960.49
Net assets	9,698.62	8,533.77

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	–	703.31
Net profit	-301.20	-1,164.85

As of September 30, 2022, the gearing ratio of Huizhou Ganfeng LiEnergy Technology Co., Ltd. was 92.17%.

LETTER FROM THE BOARD

(8) Basic information of Xinyu Ganfeng Electronics Co., Ltd.

Company name: Xinyu Ganfeng Electronics Co., Ltd.

Unified social credit code: 91360500MA37TA6N0C

Address: No. 2668, Nanyuan Road, High-tech Development Zone,
Xinyu City, Jiangxi Province

Registered capital: RMB60 million

Legal representative: Xiao Haiyan (肖海燕)

Principal business: research and development, design, processing,
manufacturing and sales of digital 3C lithiumion
batteries, rechargeable batteries and electronic products;
production and sales of medical devices.

As at the Latest Practicable Date, Ganfeng LiEnergy holds 100% of the equity interests in Xinyu Ganfeng Electronics Co., Ltd.

LETTER FROM THE BOARD

The financial data of Xinyu Ganfeng Electronics Co., Ltd. for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	38,394.47	50,800.58
Net assets	9,223.71	11,963.16

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	36,406.97	39,144.83
Net profit	650.84	2,739.45

As of September 30, 2022, the gearing ratio of Xinyu Ganfeng Electronics Co., Ltd. was 76.45%.

LETTER FROM THE BOARD

(9) Basic information of Xinyu Ganfeng New Lithium Resource Battery Co., Ltd

Company name: Xinyu Ganfeng New Lithium Resource Battery Co., Ltd

Unified social credit code: 91360500MA7L3KRA3E

Address: No. 38, Photoelectric Industrial Park, Dayi Road, Yushui District, Xinyu City, Jiangxi Province

Registered capital: RMB30 million

Legal representative: Ming Yingshi (明應時)

Principal business: battery manufacturing, battery sales, research and development of special electronic materials, technical services, technical development, technical consultation, technical exchange, technology transfer, technology promotion, engineering and technical research and experimental development, mold sales, mold manufacturing, mechanical parts and components processing, information technology consulting services, plastic products manufacturing, plastic products sales, daily mask (non medical) production, sales of daily masks (non medical) (in addition to the licensed business, items not prohibited or restricted by laws and regulations can be operated independently according to law).

As at the Latest Practicable Date, Xinyu Ganfeng Electronics Co., Ltd. holds 100% of the equity interests in Xinyu Ganfeng New Lithium Resource Battery Co., Ltd..

LETTER FROM THE BOARD

The financial data of Xinyu Ganfeng New Lithium Resource Battery Co., Ltd for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	–	15,258.82
Net assets	–	36.14

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	–	3,460.68
Net profit	–	36.14

As of September 30, 2022, the gearing ratio of Xinyu Ganfeng New Lithium Resource Battery Co., Ltd. was 99.76%.

LETTER FROM THE BOARD

(10) Basic information of Jiangsu Ganfeng Power Technology Co., Ltd.

Company name: Jiangsu Ganfeng Power Technology Co., Ltd.

Unified social credit code: 91320594MA1MRF939E

Address: Room 208, Building 2, Nanohealth Industrial Park, Zone 2, Nanocity, No. 333, Xingpu Road, Suzhou Area of China (Jiangsu) Pilot Free Trade Zone

Registered capital: RMB48 million

Legal representative: Jiang Jinsong (蔣勁松)

Principal business: import and export of goods under state trade management (items subject to approval according to law can only be operated after being approved by relevant departments, and the specific business items shall be subject to the approval results); research and development of emerging energy technologies; new energy prime equipment manufacturing; technical service, technical development, technical consultation, technical exchange, technology transfer and technology promotion; software development; professional design services; information system integration services; battery manufacturing; general equipment manufacturing (excluding special equipment manufacturing); import and export of goods; technology import and export (except for projects that need to be approved according to law, business activities shall be carried out independently according to law with business license).

As at the Latest Practicable Date, Ganfeng LiEnergy holds 100% of the equity interests in Jiangsu Ganfeng Power Technology Co., Ltd..

LETTER FROM THE BOARD

The financial data of Jiangsu Ganfeng Power Technology Co., Ltd. for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	3,653.33	17,666.25
Net assets	2,791.58	3,748.77

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	8,455.42	17,248.14
Net profit	-135.12	957.18

As of September 30, 2022, the gearing ratio of Jiangsu Ganfeng Power Technology Co., Ltd. was 78.78%.

LETTER FROM THE BOARD

(11) Basic information of Guangdong Huichuang New Energy Co., Ltd.

Company name: Guangdong Huichuang New Energy Co., Ltd.

Unified social credit code: 91441900MA4WYFQ990

Address: No. 3, Xiaoxiangqi wuzhou Second Street, Wanjiang Subdistrict, Dongguan City, Guangdong Province

Registered capital: RMB10 million

Legal representative: Ge Qiaoyu (戈巧瑜)

Principal business: research and development of emerging energy technology; research and development of special electronic materials; technical service, technical development, technical consultation, technical exchange, technology transfer and technology promotion; battery manufacturing; manufacturing of pneumatic and electric tools; manufacturing of electronic components; integrated circuit manufacturing; lighting fixture manufacturing; non-residential real estate leasing; import and export of goods; technology import and export (except for projects that need to be approved according to law, business activities shall be carried out independently according to law with business license).

As at the Latest Practicable Date, Ganfeng LiEnergy holds 100% of the equity interests in Guangdong Huichuang New Energy Co., Ltd.

LETTER FROM THE BOARD

The financial data of Guangdong Huichuang New Energy Co., Ltd. for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	5,982.63	27,083.30
Net assets	2,264.09	3,788.98

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	5,306.22	31,625.03
Net profit	525.61	1,524.88

As of September 30, 2022, the gearing ratio of Guangdong Huichuang New Energy Co., Ltd. was 86.01%.

LETTER FROM THE BOARD

(12) Basic information of Chongqing Ganfeng Power Technology Co., Ltd.

Company name: Chongqing Ganfeng Power Technology Co., Ltd.

Unified social credit code: 91500000MABUHMXP1W

Address: 1-1, Building 8, No. 9, Shuguang Road, Longxing Town, Liangjiang New District, Chongqing

Registered capital: RMB100 million

Legal representative: Huang Xiaowei (黄晓伟)

Principal business: software development; battery manufacturing; battery sales; new material technology research and development; new material technology promotion service; energy storage technical services; production of battery parts; sales of battery parts; electric vehicle charging infrastructure operation; import and export of goods (except for the items that need to be approved according to law, business activities shall be carried out independently according to law with the business license).

As at the Latest Practicable Date, Ganfeng LiEnergy holds 100% of the equity interests in Chongqing Ganfeng Power Technology Co., Ltd.

LETTER FROM THE BOARD

The financial data of Chongqing Ganfeng Power Technology Co., Ltd. for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	–	349.74
Net assets	–	-184.97

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	–	–
Net profit	–	-184.97

As of September 30, 2022, the gearing ratio of Chongqing Ganfeng Power Technology Co., Ltd. was 152.89%.

LETTER FROM THE BOARD

(13) Basic information of Dongguan Ganfeng Electronics Co., Ltd.

Company name: Dongguan Ganfeng Electronics Co., Ltd.

Unified social credit code: 91441900MA4UL50Y82

Address: 1A, 2A, 1B, No. 1, Pushi First Road, Qiaotou Town, Dongguan City

Registered capital: RMB100 million

Legal representative: Ge Zhimin (戈志敏)

Principal business: research and development, production and sales, technical consultation and after-sales service of lithium battery protection device, digital product battery, mobile phone battery, tablet computer battery, laptop battery, lithium ion battery, power battery, lithium ion battery pack; import and export of goods and technologies (except for projects that need to be approved according to law, business activities shall be carried out independently according to law with business license).

As at the Latest Practicable Date, Ganfeng LiEnergy holds 100% of the equity interests in Dongguan Ganfeng Electronics Co., Ltd.

LETTER FROM THE BOARD

The financial data of Dongguan Ganfeng Electronics Co., Ltd. for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	56,196.93	88,227.18
Net assets	17,926.25	17,684.50

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	74,590.89	51,724.07
Net profit	6,006.61	-241.75

As of September 30, 2022, the gearing ratio of Dongguan Ganfeng Electronics Co., Ltd. was 79.96%.

LETTER FROM THE BOARD

(14) Basic information of Shangrao Ganfeng Lithium Co., Ltd

Company name:	Shangrao Ganfeng Lithium Co., Ltd
Unified social credit code:	91361125MABXHKCE5A
Address:	north of the new State Highway 320, Economic Development Zone, Hengfeng County, Shangrao City, Jiangxi Province
Registered capital:	RMB100 million
Legal representative:	Luo Guanghua (羅光華)
Principal business:	manufacture of basic chemical raw materials (excluding the manufacture of hazardous chemicals and other licensed chemicals), production of chemical products (excluding licensed chemical products), sales of chemical products (excluding licensed chemical products), smelting of common nonferrous metals, sales of nonferrous alloys, engineering and technical research and experimental development (except for projects that need to be approved according to law, business activities shall be carried out independently according to law with business license).

Shangrao Ganfeng Lithium Co., Ltd. was established on September 2, 2022, and there is no financial data currently. The Company directly holds 75% equity interests in Shangrao Ganfeng Lithium Co., Ltd. and indirectly, through its wholly-owned subsidiary GFL International Co., Limited, holds 25% equity interest in Shangrao Ganfeng Lithium Co., Ltd.

LETTER FROM THE BOARD

(15) Basic information of Fengcheng Ganfeng Lithium Co., Ltd

Company name:	Fengcheng Ganfeng Lithium Co., Ltd
Unified social credit code:	91360981MA3AF3XYX0
Address:	south of Fengkuang Avenue, east of Xingao Coking, Fengcheng, Yichun City, Jiangxi Province
Registered capital:	RMB280 million
Legal representative:	Gao Guiyan (高貴彥)
Principal business:	general projects: manufacturing of basic chemical raw materials (excluding the manufacturing of hazardous chemicals and other licensed chemicals), production of chemical products (excluding licensed chemical products), sales of chemical products (excluding licensed chemical products), smelting of common non-ferrous metals, sales of non-ferrous alloys, engineering and technical research and experimental development (except for projects that need to be approved according to law, business activities shall be carried out independently according to law with business license).

As at the Latest Practicable Date, the Company directly holds 51% equity interests in Fengcheng Ganfeng Lithium Co., Ltd. and indirectly, through its wholly-owned subsidiary GFL International Co., Limited, holds 49% equity interests in Fengcheng Ganfeng Lithium Co., Ltd.

LETTER FROM THE BOARD

The financial data of Fengcheng Ganfeng Lithium Co., Ltd. for the year ended December 31, 2021 and the nine months ended September 30, 2022 is indicated as follows:

Unit: RMB0'000

Item	As of December 31, 2021 (Audited)	As of September 30, 2022 (Unaudited)
Total assets	–	414.23
Net assets	–	-20.58

Item	For the year ended December 31, 2021 (Audited)	For the nine months ended September 30, 2022 (Unaudited)
Operating revenue	–	–
Net profit	–	-20.58

As of September 30, 2022, the gearing ratio of Fengcheng Ganfeng Lithium Co., Ltd. was 104.97%.

3. Opinions of the Board

The Board is of the opinion that in order to meet the capital needs 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 and the long-term development of the Company without prejudice to the interests of the Company and the minority Shareholders.

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 needs 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 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.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, the shareholders (other than any member of the Group) and their respective ultimate beneficial owners of the Relevant Subsidiaries are independent third parties of the Company and its connected person and each of the Relevant Subsidiaries is not a connected subsidiary (as defined under the Listing Rules) of the Group. Accordingly, the proposed provision of guarantee by the Company to each of the Relevant Subsidiaries, if materializes, would not constitute a connected transaction of the Company under Chapter 14A of the Listing Rules. In the event that any of the Relevant Subsidiaries becomes a connected person of the Company and the proposed provision of guarantee materializes, the Company will comply with the relevant requirements under the Listing Rules.

Pursuant to the Articles of Association, the resolution in relation to the the application for bank facilities and provision of guarantees by the Company and its subsidiaries is subject to the approval of the Shareholders by way of special resolution at the EGM.

LETTER FROM THE BOARD

VI. PROPOSED INVESTMENT IN WEALTH MANAGEMENT PRODUCTS WITH SELF-OWNED FUNDS

The Board considered and approved a resolution in relation to investment in wealth management products with self-owned funds (《關於使用自有資金投資理財產品的議案》) at the 54th meeting of the fifth session of the Board on January 18, 2023, pursuant to which the Company and its subsidiaries covered within the scope of the consolidated statements of the Company were approved to invest in wealth management products with high security, strong liquidity, low and medium risk level with self-owned funds of not more than RMB6 billion in order to improve the utilisation efficiency of self-owned funds provided that the normal operation, production and construction of the Company would not be affected. Such funds can be utilised on a rolling basis during the validity period of the resolution.

Particulars of the proposed investment are set out as follows:

1. Overview of the Investment

(1) *Purpose of the investment*

To improve the utilisation efficiency of self-owned funds of the Company and increase the Company's gain on investment provided that the normal operation, production and construction of the Company would not be affected.

(2) *Investment amount*

The amount of funds to be used shall not exceed RMB6 billion. Within such limit, the funds can be used on a rolling basis, and the balance of self-owned funds to be invested shall not exceed RMB6 billion at any time. The actual amount to be used for purchase of wealth management products shall be subject to adjustments based on the actual status of the Company's self-owned funds.

(3) *Investment categories*

The categories to be invested in shall be wealth management products with high security, strong liquidity and low risk level, including but not limited to financial products issued by financial institutions such as bank financial products, bond pledge repurchase, national debt, financial bonds, high-quality corporate bonds and income certificates of securities companies, excluding stock and its derivatives investment.

LETTER FROM THE BOARD

(4) *Investment term*

The investment shall be effective for twelve months commencing from the date of approval at the EGM.

(5) *Sources of funds*

The investment shall be financed by the self-owned funds of the Company.

(6) *Implementation method*

The chairman of the Board or his authorized person shall be authorised, within the amount limit, to exercise the decision-making rights and execute relevant contractual documents in relation to the investment, including but not limited to selecting suitable issuers of wealth management products, specifying the wealth management amount and duration time, choosing the categories of wealth management products, executing contracts and agreements, etc.

2. Impact on the Daily Operation of the Company

- (1) The purchase of short-term wealth management products by the Company with self-owned funds is made on the premise that the necessary funds for the production and operation of the Company are guaranteed and the self-owned funds are secured. Therefore, neither the turnover of daily working capital nor the normal development of the principal business of the Company will be affected.
- (2) Appropriate investment in short-term wealth management products enables the Company to reap certain investment benefits and further enhance its overall performance, thereby generating greater returns on investment for the Shareholders of the Company.

As at the Latest Practicable Date, no investment in wealth management products has been made. The Company will comply with the requirements under the Listing Rules as and when required.

Pursuant to the Articles of Association, the resolution in relation to the proposed investment in wealth management products with self-owned funds is subject to the approval of the Shareholders by way of special resolution at the EGM.

LETTER FROM THE BOARD

VII. CONTINUING RELATED-PARTY TRANSACTIONS FOR 2023

As (i) Mr. Li Liangbin and Mr. Wang Xiaoshen, both being Directors, also hold directorships in the Australia-based Reed Industrial Minerals Pty Ltd. (“**RIM**”), a stock-sharing subsidiary of the Company, (ii) Ms. Ouyang Ming, a vice president of the Company, holds directorships in Dalian Yike Energy Technology Co., Ltd. (大連伊科能源科技有限公司) (“**Dalian Yike**”), Zhejiang Shaxing Technology Co., Ltd. (浙江沙星科技股份有限公司) (“**Zhejiang Shaxing**”) and Ganzhou Tengyuan Cobalt New Material Co., Ltd. (贛州騰遠鈷業新材料股份有限公司) (“**Tengyuan Cobalt**”), all of which are stock-sharing subsidiaries of the Company, and Ximei Resources Holding Limited. (稀美資源控股有限公司) (“**Ximei Resources**”), the shares of which are listed in the Stock Exchange (stock code: 9936); (iii) Mr. Li Chenglin, a related person of Mr. Li Liangbin, and Ms. Yang Manying a vice president of the Company, hold directorships in Jiangxi Zhili Technology Co., Ltd (江西智鋰科技股份有限公司) (“**Zhili Technology**”), the shares of which are expected to be listed in the National Equities Exchange And Quotations (stock code: 873906); (iv) Mr. Xu Jianhua, a vice president of the Company, holds directorships in Jiangxi Fengyuan Thermal Energy Co., Ltd. (江西鋒源熱能有限公司) (“**Jiangxi Fengyuan**”), a stock-sharing subsidiary of the Company, and Shandong Xinhai Mining Technology and Equipment Inc. (山東鑫海礦業技術裝備股份有限公司) (“**Shandong Xinhai**”) and (v) Mr. Fu Lihua, a vice president of the Company, serves as director and general manager in Qinghai Jintai Potash Fertilizer Co., Ltd (青海錦泰鉀肥有限公司) (“**Qinghai Jintai**”), RIM, Dalian Yike, Zhejiang Shaxing, Tengyuan Cobalt, Zhili Technology, Jiangxi Fengyuan, Shandong Xinhai, Qinghai Jintai and Ximei Resources are related legal persons of the Company.

According to Chapter 14A of the Listing Rules, none of RIM, Dalian Yike, Zhejiang Shaxing, Zhili Technology, Jiangxi Fengyuan, Shandong Xinhai, Qinghai Jintai and Ximei Resources is a connected person of the Company. As such, transactions between the Company and RIM, Dalian Yike, Zhejiang Shaxing, Tengyuan Cobalt, Zhili Technology, Jiangxi Fengyuan, Shandong Xinhai, Qinghai Jintai and Ximei Resources do not constitute connected transactions under Chapter 14A of the Listing Rules. Considering the exclusive sales agreement and supplemental exclusive sales agreement entered into between the Company and RIM, and the business conducted between the Company and Dalian Yike, Zhejiang Shaxing, Tengyuan Cobalt, Zhili Technology, Jiangxi Fengyuan, Shandong Xinhai, Qinghai Jintai and Ximei Resources the estimated amount of the continuing related-party transactions of the Company for 2023 are as follows:

LETTER FROM THE BOARD

Type of related party contracts	Related party	Subdivision by products or raw materials	Contracted amount or estimated amount	Amount incurred on January 18, 2023 <i>(RMB0'000)</i>	Amount incurred in last year <i>(RMB0'000)</i>
Purchase of raw materials	RIM	Spodumene, etc	Not more than US\$2,500 million	–	421,320.83
	Dalian Yike	Battery separator, etc	Not more than RMB5 million	–	385.68
	Tengyuan Cobalt	Cobaltous sulfate, etc	Not more than RMB50 million	–	3,256.73
	Zhili Technology	Lithium iron phosphate, etc	Not more than RMB1,000 million	–	30,974.51
	Zhejiang Shaxing	Lithium chloride solution, etc	Not more than RMB10 million	–	385.54
	Jiangxi Fengyuan	Steam, etc	Not more than RMB500 million	3,131.06	5,552.42
	Qinghai Jintai	Lithium carbonate, etc	Not more than RMB500 million	–	1,359.36
	Shandong Xinhai	Beneficiation equipment, etc	Not more than RMB100 million	–	–
	Sales of products	Zhili Technology	Battery-grade lithium carbonate, etc	Not more than RMB100 million	–
Zhejiang Shaxing		Lithium metal	Not more than RMB10 million	73.33	892.14
Jiangxi Fengyuan		Sodium hydroxide, etc	Not more than RMB30 million	–	147.87
Ximei Resources		Tantalum niobium concentrate, etc	Not more than RMB20 million	–	–

Note: The above data in 2022 have not been audited, and the final data shall be subject to the audited data

LETTER FROM THE BOARD

Pricing Policy and Basis of the Related-Party Transactions

For purchase of raw materials from and sales of products to the above parties made by the Company and subsidiaries, the financial information of which are consolidated into that of the Company, the transaction amount shall be determined based on the fair market price and conditions in accordance with the principle of openness, fairness and equality. The pricing policy and basis of such transactions shall be determined with reference to the market prices upon negotiation. The Company will, based on the actual conditions of the daily production and operation of the Company, enter into relevant contracts with the related parties and implement the transactions concerned. The total transaction amount is expected to be RMB20,143,500,000.

Purpose of the Related-Party Transactions and Impact on the Company

All purchase of raw materials from and sales of products to the above related parties made by the Company and subsidiaries, the financial information of which are consolidated into that of the Company, fall within the ordinary business activities of the Company and are conducted following the general market operation rules. Each of the Company and the above related parties is an independent legal person and is independent from one another in respect of assets, finance and personnel. The transaction prices are determined based on the fair market price in a fair and reasonable manner, which is beneficial for each party to fully exert their respective industrial edges, and conducive to the reduction of production and operation costs and the improvement of the economic benefits and comprehensive competitiveness of the Company, will do no harm to the interests of the Company and its Shareholders, nor will prejudice the independence of the Company or result in reliance upon such related parties.

The aforesaid resolution was considered and approved at the 54th meeting of the fifth session of the Board. The related Directors, Mr. Li Liangbin and Mr. Wang Xiaoshen, abstained from voting and did not act on behalf of other Directors, and the remaining eight non-related Directors with voting rights reviewed and unanimously passed the resolution. Pursuant to the Articles of Association, the resolution in relation to the continuing related-party transactions for 2023 is subject to the approval of the Shareholders by way of special resolution at the EGM.

LETTER FROM THE BOARD

VIII. EGM

The EGM will be convened for the purpose of, among others, considering and, if thought fit, approving (i) proposed signing of investment agreement by Ganfeng LiEnergy; (ii) proposed investment and construction of a new-type lithium battery and energy storage headquarters project with 10 GWh annual capacity by Ganfeng LiEnergy; (iii) proposed amendments to the External Investment Management System; (iv) proposed engagement in foreign exchange hedging business by the Company and its subsidiaries; (v) the application for bank facilities and provision of guarantees by the Company and its subsidiaries; (vi) proposed investment in wealth management products with self-owned funds; and (vii) continuing related-party transactions for 2023.

The notice of the EGM is set out on pages 58 to 60 of this circular.

The resolutions 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 resolutions in relation to (i) proposed amendments to the External Investment Management System; (ii) proposed engagement in foreign exchange hedging business by the Company and its subsidiaries; (iii) the application for bank facilities and provision of guarantees by the Company and its subsidiaries; (iv) proposed investment in wealth management products with self-owned funds; and (v) continuing related-party transactions for 2023 are subject to the approval by the Shareholders by way of special resolutions 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 meeting.

The proposed resolutions regarding (i) proposed signing of investment agreement by Ganfeng LiEnergy; and (ii) proposed investment and construction of new-type lithium battery and energy storage headquarters project with 10 GWh annual capacity by Ganfeng LiEnergy are subject to the approval of the Shareholders by way of ordinary resolutions at the EGM pursuant to the Articles of Association, which must be passed by more than half of the total number of shares with valid voting rights held by Shareholders attending the meeting.

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.

LETTER FROM THE BOARD

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, February 23, 2023 to Tuesday, February 28, 2023 (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, February 22, 2023 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, February 22, 2023 for registration.

IX. RECOMMENDATION

The Directors are of the view that (i) proposed signing of investment agreement by Ganfeng LiEnergy; (ii) proposed investment and construction of new-type lithium battery and energy storage headquarters project with 10 GWh annual capacity by Ganfeng LiEnergy; (iii) proposed amendments to the External Investment System; (iv) proposed engagement in foreign exchange hedging business by the Company and its subsidiaries; (v) the application for bank facilities and provision of guarantees by the Company and its subsidiaries; (vi) proposed investment in wealth management products with self-owned funds; (vii) continuing related-party transactions for 2023 are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions 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

APPENDIX I PROPOSED AMENDMENTS TO THE EXTERNAL INVESTMENT MANAGEMENT SYSTEM

Details of the proposed amendments to the External Investment Management System are as follows (deleted texts are presented in strikethrough and additional texts are presented in bold):

No.	Amended Articles
Article 1	In order to regulate the external investment activities of Ganfeng Lithium Group Co., Ltd. (hereinafter referred to as the “Company”), strengthen the management of the external investment of the Company, take precaution against external investment risks, ensure the security of external investment, increase the returns on external investment and safeguard the image of the Company and the interests of investors, this system has been formulated in accordance with the relevant requirements of the Company Law of the People’s Republic of China, Securities Law of the People’s Republic of China, the Rules Governing the Listing of Shares on Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other laws, regulations and regulatory documents, combined with the Articles of Association and the actual situation of the Company.
Article 6	The Company implements a professional management and level-by-level approval system for its external investments. The General Meetings of the Company, the Board of Directors, the Investment Decision Committee and the operating management of the Company make approval decisions on the Company’s external investments within the scope of their respective authority.
Article 7	The examination and approval of the Company’s external investments shall be carried out in strict accordance with the authorities stipulated in the Company Law, the Rules Governing the Listing of Shares on Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and relevant laws and regulations of the China Securities Regulatory Commission and the Articles of Association and the Rules of Procedures for General Meetings and the Rules of Procedures for the Board, etc.

No.	Amended Articles
Article 8	<p>.....</p> <p>The preceding provisions shall apply to the like transactions of the Company in connection with the subject matter of transaction for the twelve months in the principle of the accumulative calculation. Any performance of the relevant obligations pursuant to the preceding paragraph will no longer be included in the relevant accumulative calculation scope.</p> <p>.....</p>
Article 9 (Addition)	<p>The following related transactions shall be submitted to the board of directors for consideration and approval, and timely disclosed:</p> <p>(I) any related transaction between the Company and the related person amounting to more than RMB300,000;</p> <p>(II) any related transaction between the Company and the related legal person amounting to more than RMB3 million, accounting for more than 0.5% of the absolute value of the latest audited net assets of the Company;</p> <p>The preceding provisions shall apply to the following related transactions of the Company for the twelve consecutive months in the principle of the accumulative calculation:</p> <p>(i) any transaction with the same related person;</p> <p>(ii) any transaction with the different related persons associated with the same subject matter of transaction.</p> <p>The above same related person includes any other related persons under common control or that has mutual share control relationship with such related person.</p> <p>Any performance of the relevant obligations pursuant to Paragraph 1 of this Article will no longer be included in the relevant accumulative calculation scope.</p>

No.	Amended Articles
<p>Article 10 (Addition)</p>	<p>The Company’s external investments shall be considered by the General Meeting of the Company and shall be disclosed in a timely manner when one of the following criteria is met:</p> <ul style="list-style-type: none"> (i) the total assets in connection with the transaction account for 50% or more of the latest audited total assets of the Company, to be calculated at the book value and the estimated value thereof, whichever is higher; (ii) the relevant operating income of the subject matter of transaction (such as equities) for the latest accounting year accounts for 50% or more of the audited operating income for the latest accounting year, with the absolute amount in excess of RMB50 million; (iii) the net profit of the subject matter of transaction (such as equities) for the latest accounting year accounts for 50% or more of the audited net profit of the Company for the latest accounting year, with the absolute amount in excess of RMB5 million; (iv) the transaction amount (including the assumed debt and cost) accounts for 50% or more of the audited net assets of the Company for the latest period, with the absolute amount in excess of RMB50 million; (v) the profit arising from the transaction accounts for 50% or more of the audited net profit of the Company for the latest accounting year, with the absolute amount in excess of RMB5 million. <p>The preceding provisions shall apply to the like transactions of the Company in connection with the subject matter of transaction for the twelve months in the principle of the accumulative calculation. Any performance of the relevant obligations pursuant to the preceding paragraph will no longer be included in the relevant accumulative calculation scope.</p> <p>If the data involved in the above indicator calculation is negative, calculation shall be made by the absolute value.</p> <p>In the event that the subject matter of transaction is “purchase or sale of assets”, the calculation shall be made based on the total assets and the transaction amount, whichever is higher, and accumulative calculation shall be made within twelve consecutive months by type of the transaction matters, and any matters which, after accumulative calculation, reach 30% of the latest audited total assets of the Company, shall be, in addition to disclosure, auditing or evaluation, and also submitted to the shareholders’ general meeting for examination, and adopted by votes representing more than two thirds of the voting rights of the present shareholders.</p>

No.	Amended Articles
<p>Article 11 (Addition)</p>	<p>If any related transaction between the Company and the related person (except for the cash assets gifted to the Company and provision of guarantees) amounts to more than RMB30 million, accounting for more than 5% of the absolute value of the latest audited net assets of the Company, the Company shall, in addition to timely disclosure, also invite the intermediary which qualify to engage in securities and futures related business, to evaluate or audit the subject matter of transaction, and submit the transaction to the shareholders' general meeting for examination.</p> <p>In accordance with Article 10.2.11 of the Trading Rules of Shenzhen Stock Exchange, the subject matter of transaction in connection with the related party transaction associated with the ordinary operation, may not be audited or evaluated.</p> <p>Any of the following related party transactions occurring during the twelve consecutive months shall be governed by the preceding provision according to the accumulative calculation principle:</p> <ul style="list-style-type: none"> (i) any transaction with the same related person; (ii) any transaction with the different related persons associated with the same subject matter of transaction. <p>The above same related person includes any other related persons under common control or that has mutual share control relationship with such related person.</p> <p>Any performance of the relevant obligations pursuant to Paragraph 1 of this Article will no longer be included in the relevant accumulative calculation scope.</p>
<p>Article 12</p>	<p>The President organizes the review of project proposals and the preparation of feasibility study reports for submission to the Board of Directors for consideration. The Company establishes an Investment Decision Committee, and the Investment Decision Committee shall consider some of the external investment matters within the authority of the Board of Directors in accordance with the decision rules considered and approved by the Board of Directors.</p>
<p>Article 13</p>	<p>The Board of Directors and the President's Office shall engage external organizations and experts to conduct consultation and evaluation of investment projects when deemed necessary. The Chairman and the President of the Company may determine some of the external investment matters based on the authorization from the Investment Decision Committee.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE EXTERNAL INVESTMENT MANAGEMENT SYSTEM

No.	Amended Articles
Article 14	The Company's external investment centralized management department is the investment development strategic investment department
Article 16	In the phase of project research, the Company's investment development strategic investment department and other relevant centralized management departments shall carry out due diligence investigation.....
Article 17	The Audit Committee of the Company's Board of Directors shall conduct a pre-approval review and express an opinion when the Company makes risk investments. If the investment amount of the risk investment is more than RMB50 million, it shall be submitted to the General Meeting of Shareholders for consideration after the approval of the Board of Directors. The amount of risk investments shall be calculated based on the amount incurred and shall be calculated based on the cumulative amount incurred for twelve consecutive months. Investments that require the approval of the Board of Directors and the General Meeting of Shareholders shall be submitted to the Board of Directors and the General Meeting of Shareholders for consideration after the approval of Board of Directors the Investment Decision Committee.
Article 18 (Addition)	The Board of Directors and the Investment Decision Committee may, if deemed necessary, engage external organizations and experts to conduct consultation and evaluation of investment projects.
Article 24	The President shall be responsible for the implementation of the investment project after the approval of the Investment Decision Committee , the Board of Directors or the General Meeting of Shareholders.
Article 25	During the implementation of the investment project, if the President finds that there are significant omissions in the investment plan, significant changes in the external environment for the implementation of the project or force majeure, which may lead to the failure of the investment, he/she shall report to the Investment Decision Committee and the Board of Directors; the Investment Decision Committee and the Board of Directors shall determine to modify, change or terminate the investment plan as the case may be.....
Article 26	Upon completion of the investment project, the President shall organize relevant departments and personnel to conduct an acceptance assessment of the investment project and report to the Investment Decision Committee , the Board of Directors and the General Meeting of Shareholders.
Article 32	The Company's external investments shall be strictly in accordance with the Company Law, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant laws and regulations and the provisions of the Articles of Association and the Information Disclosure Management System.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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)

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, February 28, 2023 at 2:00 p.m. for the purpose of considering, and if thought fit, approving the following resolutions. Unless otherwise stated, the capitalized used herein shall have the same meanings as defined in the circular of the Company dated February 8, 2023 (the “**Circular**”), for which the notice convening the EGM shall form part of.

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the External Investment Management System
2. To consider and approve the proposed engagement in foreign exchange hedging business by the Company and its subsidiaries
3. To consider and approve the application for bank facilities and provision of guarantees by the Company and its subsidiaries
4. To consider and approve the proposed investment in wealth management products with self-owned funds
5. To consider and approve the continuing related-party transactions for 2023

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTIONS

1. To consider and approve the proposed signing of investment agreement by Ganfeng LiEnergy
2. To consider and approve the proposed investment and construction of a new-type lithium battery and energy storage headquarters project with 10 GWh annual capacity by Ganfeng LiEnergy

By order of the Board
GANFENG LITHIUM GROUP CO., LTD.

LI Liangbin

Chairman

Jiangxi, PRC
February 8, 2023

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, February 23, 2023 to Tuesday, February 28, 2023 (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, February 22, 2023 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, February 22, 2023 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, February 18, 2023).

(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, February 27, 2023, 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 authorized 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.