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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other independent professional adviser.

If you have sold or transferred all your shares in **Tianqi Lithium Corporation**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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TIANQI LITHIUM

Tianqi Lithium Corporation

天齊鋰業股份有限公司

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

(Stock Code: 9696)

**PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSAL FOR AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE SHAREHOLDERS' GENERAL MEETING
PROPOSAL FOR AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS
PROPOSAL FOR AMENDMENTS TO THE WORKING RULES FOR
INDEPENDENT DIRECTORS
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

Capitalized terms used in this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the EGM to be held by the Company in 608 conference room at the headquarters of Tianqi Lithium at No.166, Hongliang West 1st Street, Tianfu New Area, Chengdu, Sichuan, the PRC at 2:45 p.m. on Friday, 12 January 2024 is set out on pages 64 to 65 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon and return it to the Company's H Share Registrar, Computershare Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form of the EGM will not preclude you from attending the EGM and voting in person if you so wish.

CONTENTS

DEFINITIONS	1
LETTER FROM THE BOARD	
(1) Introduction	3
(2) Proposal for Amendments to the Articles of Association	4
(3) Proposal for Amendments to the Rules of Procedures for the Shareholders' General Meeting	4
(4) Proposal for Amendments to the Rules of Procedures for the Board of Directors	5
(5) Proposal for Amendments to the Working Rules for Independent Directors	5
(6) EGM Arrangements	5
(7) Recommendation	6
(8) Responsibility Statement	6
Appendix I Proposed Amendments to the Articles of Association	7
Appendix II Proposed Amendments to the Rules of Procedures for the Shareholders' General Meeting	30
Appendix III Proposed Amendments to the Rules of Procedures for the Board of Directors	38
Appendix IV Working Rules for Independent Directors	46
NOTICE OF THE EGM	64

DEFINITIONS

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

“A Share(s)”	the domestic share(s) of the Company with a par value of RMB1.00 each, listed on the SZSE (stock code: 002466), and traded in RMB
“A Shareholder(s)”	the holder(s) of A Share(s)
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, China
“Company”	Tianqi Lithium Corporation (天齊鋰業股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the SEHK and the A Shares of which are listed on the SZSE
“Company Law” or “PRC Company Law”	Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 2:45 p.m. on Friday, 12 January 2024 in 608 conference room at the headquarters of Tianqi Lithium at No. 166, Hongliang West 1st Street, Tianfu New Area, Chengdu, Sichuan, the PRC and any adjournment thereof
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) in the ordinary share capital of the Company with a par value of RMB1.00 each, which are listed on the Main Board of SEHK (stock code: 9696)

DEFINITIONS

“H Shareholder(s)”	the holder(s) of H Share(s)
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》)
“SEHK” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s), including A Shareholder(s) and H Shareholder(s)
“Supervisors”	the supervisors of the Company
“SZSE”	Shenzhen Stock Exchange
“SZSE Listing Rules”	the Rules Governing the Listing of Securities on The Shenzhen Stock Exchange
“%”	percent

LETTER FROM THE BOARD

TIANQI LITHIUM

Tianqi Lithium Corporation

天齊鋰業股份有限公司

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

(Stock Code: 9696)

Executive Directors:

Mr. Jiang Weiping
Ms. Jiang Anqi
Mr. Ha, Frank Chun Shing
Mr. Zou Jun

Registered office:

North Taihe Town
Shehong County
Sichuan Province
PRC

Independent non-executive Directors:

Mr. Xiang Chuan
Ms. Tang Guoqiong
Ms. Huang Wei
Ms. Wu Changhua

*Principal place of business
in the PRC:*

No. 166, Hongliang West
1st Street, Tianfu New Area
Chengdu, Sichuan
the PRC

*Principal place of business
in Hong Kong:*

31/F Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

20 December 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSAL FOR AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE SHAREHOLDERS' GENERAL MEETING
PROPOSAL FOR AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS
PROPOSAL FOR AMENDMENTS TO THE WORKING RULES FOR
INDEPENDENT DIRECTORS
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with, among other things, the notice of the EGM, and to provide relevant details for you to make informed decisions on certain special resolutions and an ordinary resolution proposed for voting at the EGM.

LETTER FROM THE BOARD

2. PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the existing Articles of Association by adopting a new set of articles of association of the Company in substitution for the existing Articles of Association (the “**Proposed Amendments**”), in view of the below and to make some other slight amendments.

On 4 August 2023, the China Securities Regulatory Commission (the “**CSRC**”) issued the Management Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) (the “**Measures**”) to further regulate the conduct of independent directors, fully leverage their roles to enhance the governance of listed companies, and improve the quality of the listed companies. Therefore, the Board proposes to amend the existing Articles of Association to comply with the latest provisions of the Measures. In the meanwhile, slight adjustments will be made to certain articles in the Articles of Association in accordance with the operation and management needs of the Company.

The Board is of the view that the Proposed Amendments will help the independent non-executive Directors to play their due roles and better protect the interests of Shareholders, especially minority Shareholders.

After the Proposed Amendments take effect, the Company will continue to comply with the Listing Rules to meet the core shareholder protection level required by Appendix 3 to the Listing Rules through compliance with PRC laws in combination with its Articles of Association and will further monitor its ongoing compliance with these rules.

Details of the Proposed Amendments are contained in Appendix I in this circular.

The Proposed Amendments shall be subject to the passing of a special resolution by the Shareholders at the EGM, and will become effective upon the approval by the Shareholders at the EGM.

3. PROPOSAL FOR AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS’ GENERAL MEETING

The Company intends to put forward to the Shareholders a proposal to amend the Rules of Procedures for the Shareholders’ General Meeting.

Details of the proposed amendments to the Rules of Procedures for the Shareholders’ General Meeting are contained in Appendix II in this circular.

The proposed amendments to the Rules of Procedure for the Shareholders’ General Meeting shall be subject to the passing of a special resolution by the Shareholders at the EGM, and will become effective upon the approval by the Shareholders at the EGM.

LETTER FROM THE BOARD

4. PROPOSAL FOR AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

The Company intends to put forward to the Shareholders a proposal to amend the Rules of Procedures for the Board of Directors.

Details of the proposed amendments to the Rules of Procedures for the Board of Directors are contained in Appendix III in this circular.

The proposed amendments to the Rules of Procedures for the Board of Directors shall be subject to the passing of a special resolution by the Shareholders at the EGM, and will become effective upon the approval by the Shareholders at the EGM.

5. PROPOSAL FOR AMENDMENTS TO THE WORKING RULES FOR INDEPENDENT DIRECTORS

The Company intends to put forward to the Shareholders a proposal to amend the Working Rules for Independent Directors.

Details of the proposed amendments to the Working Rules for Independent Directors are contained in Appendix IV in this circular.

The proposed amendments to the Working Rules for Independent Directors shall be subject to the passing of an ordinary resolution by the Shareholders at the EGM, and will become effective upon the approval by the Shareholders at the EGM.

6. EGM ARRANGEMENTS

The Company will convene the EGM for the Shareholders to consider and, if thought fit, to approve above relevant resolutions. Details of the EGM and resolutions to be considered in the meeting are set out in the notice of EGM dated 20 December 2023.

Holders of H Shares whose names appear on the register of members of the Company at the close of business on Tuesday, 9 January 2024 will be entitled to attend the EGM upon completion of the necessary registration procedures. The H Shares register of members will be closed from Tuesday, 9 January 2024 to Friday, 12 January 2024, both days inclusive, during which period no transfer of H Shares will be effected.

Where applicable, holders of the H Shares intending to attend the EGM are therefore required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to 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, by 4:30 p.m. on Monday, 8 January 2024.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Board believes that the abovementioned resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favor of the relevant resolutions to be proposed at the EGM.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board
Tianqi Lithium Corporation
Jiang Weiping

Chairman of the Board and Executive Director

COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF TIANQI LITHIUM CORPORATION

Before amendment	After amendment
Chapter 3 Shares	Chapter 3 Shares
<p>Article 26</p> <p>.....</p> <p>For any buy-back of the Company's shares pursuant to Article 25 of the Articles of Association, shares bought back pursuant to item (I) shall be cancelled within ten days from the date of acquisition; for those circumstances described in items (II) and (IV), the shares shall be transferred or cancelled within six months; for circumstances described in items (III), (V) and (VI), the total number of the Company's shares held by the Company shall not exceed 10% of the Company's total issued shares and shall be transferred or cancelled within three years.</p> <p>.....</p>	<p>Article 26</p> <p>.....</p> <p>For any buy-back of the Company's shares pursuant to Article 25<u>24</u> of the Articles of Association, shares bought back pursuant to item (I) shall be cancelled within ten days from the date of acquisition; for those circumstances described in items (II) and (IV), the shares shall be transferred or cancelled within six months; for circumstances described in items (III), (V) and (VI), the total number of the Company's shares held by the Company shall not exceed 10% of the Company's total issued shares and shall be transferred or cancelled within three years.</p> <p>.....</p>
<p>Article 27</p> <p>.....</p> <p>The relevant laws and regulations of the place where the Company's shares are listed shall provide for a period of suspension of the registration of shares until the benchmark date of the general meeting or the benchmark date on which the company decides to distribute dividends, the regulations shall apply.</p>	<p>Article 27</p> <p>.....</p> <p>The relevant laws and regulations, <u>listing rules and securities regulatory authorities</u> of the place where the Company's shares are listed shall provide for a period of suspension of the registration of shares until<u>prior to the benchmark</u> date of the general meeting or the benchmark date on which the company decides to distribute dividends, the regulations shall apply.</p>
CHAPTER 4 Shareholders and Shareholders' General Meeting	CHAPTER 4 Shareholders and Shareholders' General Meeting
<p>Article 39</p> <p>.....</p> <p>If the listed company is unable to contact the de facto controllers, or is aware of the existence of the circumstances described in the first paragraph of this article by the relevant shareholders and de facto controllers, it shall report to the stock exchange and make disclosure in a timely manner.</p>	<p>Article 39</p> <p>.....</p> <p>If the listed<u>e</u>Company is unable to contact the de facto controllers, or is aware of the existence of the circumstances described in the first paragraph of this article by the relevant shareholders and de facto controllers, it shall report to the stock exchange and make disclosure in a timely manner.</p>

Before amendment	After amendment
<p>Article 41</p> <p>The shareholders' general meeting is the organ of authority of the Company and shall exercise the following powers in accordance with the law:</p> <p>.....</p> <p>(XII) to consider and approve the proposed related party transactions between the Company and its related parties with an amount of more than RMB30,000,000 and accounting for more than 5% of the absolute value of the latest audited net assets of the Company (excluding the provision of external guarantees and the receipt of cash assets by the Company);</p> <p>.....</p> <p>(XV) to consider and approve major transactions with an aggregate amount within one year reaching the following standards (excluding cash assets received as gifts):</p> <ol style="list-style-type: none"> 1. 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; 2. 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; 3. 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; 4. 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; 	<p>Article 41</p> <p>The shareholders' general meeting is the organ of authority of the Company and shall exercise the following powers in accordance with the law:</p> <p>.....</p> <p>(XII) to consider and approve the proposed related party transactions between the Company and its related parties with an amount of more than RMB30,000,000 and accounting for more than 5% of the absolute value of the latest audited net assets of the Company (excluding the provision of external guarantees and the receipt of cash assets by the Company);</p> <p>.....</p> <p>(XV) to consider and approve major transactions with an aggregate amount within one year reaching the following standards (excluding cash assets received as gifts):</p> <ol style="list-style-type: none"> 1. 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; 2. 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; 3. 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; 4. 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;

Before amendment	After amendment
<p>5. 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> <p>.....</p> <p>(XVI) to consider and approve securities investment and derivatives trading in the following circumstances:</p> <ol style="list-style-type: none"> 1. Securities investments (including new share placing or subscription, securities repurchase, investments in stocks and depositary receipts, bond investment, entrusted wealth management and other investment behaviors recognized by SZSE. Entrusted wealth management refers to the listed company's engagement of banks, trusts, securities, funds, futures, insurance asset management institutions, financial asset investment companies, private fund managers and other professional financial institutions to invest with and manage its assets or purchase the relevant wealth management products) with total amount more than 50% of the Company's audited net assets of the latest period and the absolute amount more than RMB50 million; 2. The Company's derivative transactions beyond the scope of authority of the Board and not for hedging purposes; 3. Related party derivative transactions between the listed company and its related parties. <p>(XVII) to consider and approve the provision of guarantees under Article 42;</p> <p>(XVIII) to consider and approve matters relating to changes in the use of funds raised;</p>	<p>5. 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> <p>6. <u>Where the net assets involved in the subject of transaction (such as equities) account for more than 50% of the latest audited net assets of the Company with the absolute amount in excess of RMB50 million, and where the net assets involved in the transaction have both book value and appraised value, whichever is higher shall be applicable.</u></p> <p>.....</p> <p>(XVI) to consider and approve securities investment and derivatives trading in the following circumstances:</p> <ol style="list-style-type: none"> 1. Securities investments (including new share placing or subscription, securities repurchase, investments in stocks and depositary receipts, bond investment, entrusted wealth management and other investment behaviors recognized by SZSE. Entrusted wealth management refers to the listed company's <u>Company's</u> engagement of banks, trusts, securities, funds, futures, insurance asset management institutions, financial asset investment companies, private fund managers and other professional financial institutions to invest with and manage its assets or purchase the relevant wealth management products) with total amount more than 50% of the Company's audited net assets of the latest period and the absolute amount more than RMB50 million; 2. The Company's derivative transactions beyond the scope of authority of the Board and not for hedging purposes; 3. Related party derivative transactions between the listed e <u>Company</u> and its related parties. <p>(XVII) to consider and approve the provision of guarantees under Article 42;</p> <p>(XVIII) to consider and approve matters relating to changes in the use of funds raised;</p>

Before amendment	After amendment
<p>(XIX) to examine the Company's share incentive schemes and employee stock ownership plan;</p> <p>(XX) Review and approve the transactions and investments of financial derivatives of the Company and its holding subsidiaries that exceed 15% (including 15%) of the latest audited total assets and with the amount of more than RMB1 billion (including RMB1 billion) (excluding foreign exchange hedging operations) and foreign exchange hedging operations whose amount account for more than 30% (including 30%) of the latest audited total assets of the Company;</p> <p>.....</p> <p>(XXII) Pass resolutions on the Company's acquisition of its own shares under the circumstances specified in items (I) and (II) of Article 25 of the Articles of Association;</p> <p>.....</p>	<p>(XIX) to examine the Company's share incentive schemes and employee stock ownership plan;</p> <p>(XX) to consider and approve <u>the futures and derivative transactions under the following circumstances:</u></p> <ol style="list-style-type: none"> <li data-bbox="810 497 1359 761">1. <u>The upper limit of the transaction margin and royalties expected to be used (including the value of the collateral provided for the transaction, the expected credit limit of the financial institution, the margin reserved for emergency measures, etc., the same below) accounts for more than 50% of the latest audited net profits of the Company, and the absolute amount exceeds RMB5 million;</u> <li data-bbox="810 793 1359 938">2. <u>The highest contract value held on any trading day is projected to account for more than 50% of the latest audited net assets of the Company, and the absolute amount shall exceed RMB50 million;</u> <li data-bbox="810 970 1359 1059">3. <u>The Company engages in futures and derivatives transactions that are not conducted for hedging purposes.</u> <p><u>If it is difficult for the Company to fulfill the review procedures and disclosure obligations for each futures and derivative transactions due to the transaction frequency and the time limit requirements, the Company may reasonably estimate and review the scope, amount and term of futures and derivatives transactions in the next twelve months. The duration of the relevant quota shall not exceed twelve months, and the amount at any time during the period (including the relevant amount for the re-transaction with the proceeds of the foregoing transactions) shall not exceed the considered quota. Review and approve the transactions and investments of financial derivatives of the Company and its holding subsidiaries that exceed 15% (including 15%) of the latest audited total assets and with the amount of more than RMB1 billion (including RMB1 billion) (excluding foreign exchange hedging operations) and foreign exchange hedging operations whose amount account for more than 30% (including 30%) of the latest audited total assets of the Company;</u></p> <p>.....</p> <p>(XXII) Pass resolutions on the Company's acquisition of its own shares under the circumstances specified in items (I) and (II) of Article 25<u>4</u> of the Articles of Association;</p> <p>.....</p>

Before amendment	After amendment
<p>Article 47 Independent directors shall have the right to propose to the board of directors on convening of an extraordinary general meeting. Where an independent director calls an extraordinary general meeting, the board of directors shall issue written feedback on consent or non- consent to convening of the extraordinary general meeting within 10 days from receipt of the proposal, pursuant to the provisions of laws, administrative regulations and the Articles of Association. Where the board of directors gives consent to convening of an extraordinary general meeting, a notice on convening of the extraordinary general meeting shall be issued within 5 days from passing of a board resolution; where the board of directors does not give consent to convening of an extraordinary general meeting, it shall state the reason and make an announcement.</p> <p>.....</p>	<p>Article 47 Independent directors <u>when there is a number of more than half</u> shall have the right to propose to the board of directors on convening of an extraordinary general meeting. Where an independent director calls an extraordinary general meeting, the board of directors shall issue written feedback on consent or non- consent to convening of the extraordinary general meeting within 10 days from receipt of the proposal, pursuant to the provisions of laws, administrative regulations and the Articles of Association. Where the board of directors gives consent to convening of an extraordinary general meeting, a notice on convening of the extraordinary general meeting shall be issued within 5 days from passing of a board resolution; where the board of directors does not give consent to convening of an extraordinary general meeting, it shall state the reason and make an announcement.</p> <p>.....</p>
<p>Article 54 The convener shall inform each shareholder of the annual general meeting by way of announcement 20 days before the meeting, and shall inform each shareholder of the extraordinary general meeting by way of announcement 15 days before the meeting. In determining the commencement date and the period, the Company shall not include the date on which the meeting is held.</p>	<p>Article 54 The convener shall inform each shareholder of the annual general meeting by way of announcement 20 days before the meeting, and shall inform each shareholder of the extraordinary general meeting by way of announcement 15 days before the meeting. In determining the commencement date and the period, the Company shall not include the date on which the meeting is held. <u>Where the laws and regulations, the listing rules of the place where the Company’s shares are listed and the securities regulatory authorities have any other provisions, such provisions shall prevail.</u></p>

Before amendment	After amendment
<p>Article 55 The notice of the shareholders’ general meeting includes the following information:</p> <p>.....</p> <p>For holders of overseas-listed securities, the Company shall notify them according to the relevant provisions of the overseas securities regulatory authority and the stock exchange in places where the shares of the Company are listed. Subject to compliance with relevant provisions, for holders of overseas- listed securities, the Company may also, within the meeting notice period stipulated in the Articles of Association, issue notice of the shareholders’ general meeting by means of posting on the Company’s website and/or the website of the stock exchange where the overseas-listed shares of the Company are listed or by other means permitted by the rules of the overseas securities regulatory authority and the stock exchange in places where the shares of the Company are listed.</p>	<p>Article 55 The notice of the shareholders’ general meeting includes the following information:</p> <p>.....</p> <p>For holders of overseas-listed securities, the Company shall notify them according to the <u>listing rules and</u> relevant provisions of the securities regulatory authority and the stock exchange in places where the shares of the Company are listed overseas. Subject to compliance with relevant provisions, for holders of overseas- listed securities, the Company may also, within the meeting notice period stipulated in the Articles of Association, issue notice of the shareholders’ general meeting by means of posting on the Company’s website and/or the website of the stock exchange where the overseas-listed shares of the Company are listed or by other means permitted by the rules of the overseas securities regulatory authority and the stock exchange in places where the shares of the Company are listed.</p>

Before amendment	After amendment
<p>Article 56 In the event that matters involving the election of directors and supervisors are to be considered at the shareholders’ general meeting, the notice of such general meeting shall fully disclose the detailed information of the candidates for such directors and supervisors, which shall at least include the following:</p> <p>.....</p> <p>(V) whether they have been punished by the CSRC or other relevant authority or been reprimanded by a stock exchange; whether they have been investigated by judiciary authorities for the case of suspected crime or inspected by the CSRC for suspected violation of laws or regulations and there has been no conclusion thereon; if yes, the convener shall disclose the details of the aforementioned circumstances with the candidates, reasons for recommending the candidates, whether there are any effects on the standard operation and corporate governance of the listed company and the countermeasures therefor;</p> <p>.....</p>	<p>Article 56 In the event that matters involving the election of directors and supervisors are to be considered at the shareholders’ general meeting, the notice of such general meeting shall fully disclose the detailed information of the candidates for such directors and supervisors, which shall at least include the following:</p> <p>.....</p> <p>(V) whether they have been punished by the CSRC or other relevant authority or been reprimanded by a stock exchange; whether they have been investigated by judiciary authorities for the case of suspected crime or inspected by the CSRC for suspected violation of laws or regulations and there has been no conclusion thereon; if yes, the convener shall disclose the details of the aforementioned circumstances with the candidates, reasons for recommending the candidates, whether there are any effects on the standard operation and corporate governance of the listed eCompany and the countermeasures therefor;</p> <p>.....</p>

Before amendment	After amendment
<p>Article 75 Resolutions of a shareholders' general meeting shall comprise ordinary resolutions and special resolutions.</p> <p>An ordinary resolution of a shareholders' general meeting shall be passed by votes representing more than half of voting rights of shareholders who are present at the shareholders' general meeting (including their proxy).</p> <p>A special resolution of a shareholders' general meeting shall be passed by votes representing more than 2/3 of voting rights of shareholders who are present at the shareholders' general meeting (including their proxy).</p>	<p>Article 75 Resolutions of a shareholders' general meeting shall comprise ordinary resolutions and special resolutions.</p> <p>An ordinary resolution of a shareholders' general meeting shall be passed by votes representing more than half of voting rights of shareholders who are present at the shareholders' general meeting (including their proxy).</p> <p>A special resolution of a shareholders' general meeting shall be passed by votes representing more than 2/3 of voting rights of shareholders who are present at the shareholders' general meeting (including their proxy).</p> <p><u>In accordance with the laws and regulations, the listing rules of the place where the Company's shares are listed and the relevant regulations of the securities regulatory authorities, the holders of the H shares or the domestic listed shares shall go through the approval procedures in respect of the matters which are subject to their consideration in accordance with the applicable laws, regulations and regulatory requirements.</u></p>

Before amendment	After amendment
<p>Article 82 The list of candidates for directors or supervisors shall be proposed to the shareholders' general meeting for votes.</p> <p>If any single shareholder of the Company and his parties acting in concert have interest in more than 30% of shares, the cumulative voting system should be adopted.</p> <p>The cumulative voting system as referred to in the preceding paragraph means that in the election of directors or supervisors at the shareholders' general meeting, the voting right each share has equals the number of candidates for directors or supervisors. Shareholders may use their voting right collectively. The board of directors shall announce to shareholders the resumes and basic information of these candidates for directors or supervisors.</p> <p>Methods and procedures for nomination of directors and supervisors: shareholders holding or jointly holding more than 3% of the shares shall propose to the board of directors and the board of supervisors, respectively. Upon consideration and approval by the board of directors and the board of supervisors, the board of directors and the board of supervisors shall propose to the general meeting for consideration and approval, respectively.</p> <p>The board of directors and the board of supervisors may propose candidates for directors and supervisors.</p>	<p>Article 82 The list of candidates for directors or supervisors shall be proposed to the shareholders' general meeting for votes.</p> <p>If any single shareholder of the Company and his parties acting in concert have interest in more than 30% of shares, the cumulative voting system should be adopted. <u>Where more than two independent directors are elected at a shareholders' general meeting of the Company, the cumulative voting system shall be adopted.</u></p> <p>The cumulative voting system as referred to in the preceding paragraph means that in the election of directors or supervisors at the shareholders' general meeting, the voting right each share has equals the number of candidates for directors or supervisors. Shareholders may use their voting right collectively. The board of directors shall announce to shareholders the resumes and basic information of these candidates for directors or supervisors.</p> <p>Methods and procedures for nomination of directors and supervisors: <u>the board of directors, the board of supervisors and the shareholders individually holding</u> or jointly holding more than 3% of the shares <u>of the Company</u> shall propose to the board of directors and the board of supervisors, respectively. Upon consideration and approval by the board of directors and the board of supervisors, the board of directors and the board of supervisors shall propose to the general meeting for consideration and approval, respectively.</p> <p><u>The shareholders separately or jointly holding more than 1% of the Company's issued shares may propose the candidates for independent directors, and subject to the election of the shareholders' general meeting, the nominator shall not nominate any person with whom he/she has interests or any other person with close relationship who may affect his/her independent performance as an independent director candidate. A legally established investor protection institution may publicly request shareholders to entrust it to exercise the right to nominate independent directors on its behalf.</u> The board of directors and the board of supervisors may propose candidates for directors and supervisors.</p>

Before amendment	After amendment
Chapter 5 Board of Directors	Chapter 5 Board of Directors
<p>Article 100 A director may resign before expiry of his/her term of office, subject to submission of a written resignation report to the board of directors. The board of directors shall make disclosure of relevant information within 2 days.</p> <p>Where the number of members of the board of directors falls below the quorum due to the resignation of any director, or the number of independent directors falls below one-third of the number of members of the board of directors or absence of accounting professionals in the independent directors due to the resignation of independent directors, the resignation report of such director shall not take effect until the successor fills the vacancy arising from his/her resignation. In the above circumstances, the original director shall, before the newly-elected director assumes his post, carry out duties as a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Except for the circumstances specified in the preceding paragraph, the resignation of a director shall become effective when the resignation report is delivered to the board of directors.</p>	<p>Article 100 A director may resign before expiry of his/her term of office, subject to submission of a written resignation report to the board of directors. The board of directors shall make disclosure of relevant information within 2 days. <u>The independent director should resign by submitting a written resignation report to the board of directors which contains explanation on any matter relevant to his/her resignation or matter that is necessary to be brought to the attention of shareholders and creditors of the Company. The Company shall disclose the reasons for the resignation of independent directors and the matters of concern.</u></p> <p>Where the number of members of the board of directors falls below the quorum due to the resignation of any director, or the number of independent directors <u>in the board of directors or special committees</u> falls below <u>the statutory percentage due to the resignation of one-third of the number of members of the board of directors</u> independent directors or absence of accounting professionals in the independent directors due to the resignation of independent directors, or <u>where the composition of the board of directors or a special committee fails to meet the requirements of laws and regulations or the listing rules of the place where the Company's shares are listed due to the resignation of any directors</u>, the resignation report of such director shall not take effect until the successor fills the vacancy arising from his/her resignation. In the above circumstances, the original director shall, before the newly-elected director assumes his post, carry out duties as a director in accordance with the laws, administrative regulations, departmental rules, <u>the listing rules of the place where the Company's shares are listed and the Articles of Association. The Company shall complete its by-election within 60 days from the date of occurrence of the above facts relating to the independent directors.</u></p> <p>Except for the circumstances specified in the preceding paragraph, the resignation of a director shall become effective when the resignation report is delivered to the board of directors.</p>

Before amendment	After amendment
<p>Article 104 Independent directors shall be executed in accordance with the relevant provisions of laws, administrative regulations, the CSRC and the stock exchanges.</p> <p>If there is a conflict between shareholders or directors of the listed company that has a material impact on the operation and management of the company, the independent directors shall actively perform their duties to safeguard the overall interests of the listed company.</p>	<p>Article 104 Independent directors shall be executed in accordance with the relevant provisions of laws, administrative regulations, the CSRC and the stock exchanges.</p> <p>If there is a conflict between shareholders or directors of the listed-eCompany that has a material impact on the operation and management of the company, the independent directors shall actively perform their duties to safeguard the overall interests of the listed eCompany.</p>
<p>Article 106 The board of directors shall comprise 8 directors, and the number of independent non-executive directors shall account for more than 1/3 of the total and shall not be less than three.</p>	<p>Article 106 The board of directors shall comprise 8 directors, and the number of independent non-executive directors shall account for more than 1/3 of the total and shall not be less than three₂ and shall include at least one accounting <u>professional</u>.</p>

Before amendment	After amendment
<p>Article 107 The board of directors shall exercise the following powers:</p> <p>.....</p> <p>(VIII) Review and approve related party transactions with transaction amount accounting for over 0.5% and below 5% of the absolute value of the Company's audited net assets of the latest period;</p> <p>.....</p> <p>(X) Review and approve major transaction matters of investment of the Company to other entities (including setting the holding subsidiary of the Company, joint-stock Company, and additional investment towards the holding subsidiary, joint-stock Company, cooperative enterprise and associated enterprise), rent or lease of assets, signing management contract (including entrusting business operation, entrusted business operation, etc.), entrusted wealth management, financial subsidy, the amount of which reaches the following standards:</p> <ol style="list-style-type: none"> 1. The total assets involved in the transaction account for over 2% and below 50% of the Company's most recent audited total assets. Where the total assets involved in the transaction have both book value and valuation value, it shall be calculated on the basis of whichever is higher; 2. The related operating income of the subject matter of transaction (such as equity) in the most recent fiscal year accounts for over 2% and below 50% of the Company's audited operating income in the most recent fiscal year with the absolute amount of more than RMB30 million; 3. The related net profit of the subject matter of transaction (such as equity) in the most recent fiscal year accounts for over 2% and below 50% of the Company's audited net profit in the most recent fiscal year with the absolute amount of more than RMB1 million; 4. The transaction amount (including commitment debts and expenses) accounts for over 2% and below 50% of audited net assets of the Company of the latest period with the absolute amount of more than RMB30 million; 	<p>Article 107 The board of directors shall exercise the following powers:</p> <p>.....</p> <p>(VIII) Review and approve related party transactions with transaction amount accounting for over 0.5% and below 5% of the absolute value of the Company's audited net assets of the latest period;</p> <p>.....</p> <p>(X) Review and approve major transaction matters of investment of the Company to other entities (including setting the holding subsidiary of the Company, joint-stock Company, and additional investment towards the holding subsidiary, joint-stock Company, cooperative enterprise and associated enterprise), rent or lease of assets, signing management contract (including entrusting business operation, entrusted business operation, etc.), entrusted wealth management, financial subsidy, the amount of which reaches the following standards:</p> <ol style="list-style-type: none"> 1. The total assets involved in the transaction account for over 2% and below 50% of the Company's most recent audited total assets. Where the total assets involved in the transaction have both book value and valuation value, it shall be calculated on the basis of whichever is higher; 2. The related operating income of the subject matter of transaction (such as equity) in the most recent fiscal year accounts for over 2% and below 50% of the Company's audited operating income in the most recent fiscal year with the absolute amount of more than RMB30 million; 3. The related net profit of the subject matter of transaction (such as equity) in the most recent fiscal year accounts for over 2% and below 50% of the Company's audited net profit in the most recent fiscal year with the absolute amount of more than RMB1 million; 4. The transaction amount (including commitment debts and expenses) accounts for over 2% and below 50% of audited net assets of the Company of the latest period with the absolute amount of more than RMB30 million;

Before amendment	After amendment
<p>5. The profit generated by the transaction accounts for over 2% and below 50% of the audited net profit of the Company in the most recent fiscal year with the absolute amount of more than RMB1 million;</p> <p>.....</p> <p>(XX) Pass resolutions on the Company's acquisition of its own shares under the circumstances specified in items (III), (V) and (VI) of Article 25 of the Articles of Association;</p> <p>(XXI) In charge of constructing the company strategy and enterprise culture and other powers authorized by provisions of laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>Matters that exceed the scope authorized by the shareholders' general meeting shall be submitted to the shareholders' general meeting for deliberation.</p> <p>Material matters of the Company shall be subject to the group decision-making of the board of directors. Where the chairman of the Board is authorized by the board of directors to exercise part of its powers during the intersessional period, the principles and specific contents of the authority shall be clearly stated. Any statutory power that is required to be exercised by the board of directors shall not be exercised by the chairman of the Board or president (general manager) on its behalf through authorization.</p>	<p>5. The profit generated by the transaction accounts for over 2% and below 50% of the audited net profit of the Company in the most recent fiscal year with the absolute amount of more than RMB1 million;</p> <p>6. <u>Where the net assets involved in the subject of transaction (such as equity) account for over 2% and below 50% of the latest audited net assets of the Company with the absolute amount of more than RMB30 million, and where the net assets involved in the transaction have both book value and appraised value, whichever is higher shall be applicable.</u></p> <p>.....</p> <p>(XX) Pass resolutions on the Company's acquisition of its own shares under the circumstances specified in items (III), (V) and (VI) of Article 245 of the Articles of Association;</p> <p>(XXI) In charge of constructing the company strategy and enterprise culture and other powers authorized by provisions of laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>Matters that exceed the scope authorized by the shareholders' general meeting shall be submitted to the shareholders' general meeting for deliberation.</p> <p>Material matters of the Company shall be subject to the group decision-making of the board of directors. Where the chairman of the Board is authorized by the board of directors to exercise part of its powers during the intersessional period, the principles and specific contents of the authority shall be clearly stated. Any statutory power that is required to be exercised by the board of directors shall not be exercised by the chairman of the Board or president (general manager) on its behalf through authorization.</p>

Before amendment	After amendment
	<p><u>The following matters shall be submitted to the board of directors for consideration after being approved by more than half of all independent directors of the Company:</u></p> <p>(I) <u>Related party transactions that shall be disclosed;</u></p> <p>(II) <u>Plans for the Company and related parties to change or waive commitments;</u></p> <p>(III) <u>Decisions made and measures taken by the board of directors of the company to be acquired in relation to acquisition;</u></p> <p>(IV) <u>Other matters as stipulated by the laws, administrative regulations, regulations of the CSRC, the listing rules of the place where the Company’s shares are listed and the Articles of Association.</u></p>
<p>Article 112 The chairman of the board of directors shall exercise the following powers and implement the following major obligations:</p> <p>.....</p> <p>(V) Chairman of the board of directors shall immediately urge the board secretary to fulfill his obligations for information disclosure in time after receiving report of significant matters of the listed Company;</p> <p>.....</p> <p>(VIII) Review and approve on related party transactions with the affiliated person of which transaction amount is lower than 0.5% of the absolute value of audited net assets of the Company of the latest period;</p> <p>.....</p>	<p>Article 112 The chairman of the board of directors shall exercise the following powers and implement the following major obligations:</p> <p>.....</p> <p>(V) Chairman of the board of directors shall immediately urge the board secretary to fulfill his obligations for information disclosure in time after receiving report of significant matters of the listed Company;</p> <p>.....</p> <p>(VIII) Review and approve on related party transactions with the affiliated person of which transaction amount is lower <u>no more</u> than 0.5% of the absolute value of audited net assets of the Company of the latest period;</p> <p>.....</p>

Before amendment	After amendment
<p>(X) Review and approve transaction matters of investment of the Company to other entities (including setting a subsidiary of the Company, joint-stock Company, and making additional investment towards the subsidiary, joint-stock Company, cooperative enterprise and associated enterprise), purchase or sales of assets, rent or lease of assets, signing management contract (including entrusting business operation, entrusted business operation, etc.), the amount of which reaches the following standards:</p> <ol style="list-style-type: none"> 1. The total assets involved in the transaction account for less than 2% of the Company's most recent audited total assets. Where the total assets involved in the transaction have both book value and valuation value, it shall be calculated on the basis of whichever is higher; 2. The related operating income of the subject matter of transaction (such as equity) in the most recent fiscal year accounts, the amount of which is less than 2% of the Company's audited operating income in the most recent fiscal year, or the absolute amount of which is less than RMB30 million; 3. The related net profit of the subject matter of transaction (such as equity) in the most recent fiscal year accounts, the amount of which is less than 2% of the Company's audited net profit in the most recent fiscal year, or the absolute amount of which is less than RMB1 million; 4. The transaction amount (including the incurred debts and expenses) accounts for less than 2% of audited net assets of the Company of the latest period, or the absolute amount of which is less than RMB30 million; 5. The profit generated by the transaction accounts for less than 2% of the audited net profit of the Company in the most recent fiscal year, or the absolute amount of which is less than RMB1 million. <p>.....</p>	<p>(X) Review and approve transaction matters of investment of the Company to other entities (including setting a subsidiary of the Company, joint-stock Company, and making additional investment towards the subsidiary, joint-stock Company, cooperative enterprise and associated enterprise), purchase or sales of assets, rent or lease of assets, signing management contract (including entrusting business operation, entrusted business operation, etc.), the amount of which reaches the following standards:</p> <ol style="list-style-type: none"> 1. The total assets involved in the transaction account for less than 2% of the Company's most recent audited total assets. Where the total assets involved in the transaction have both book value and valuation value, it shall be calculated on the basis of whichever is higher; 2. The related operating income of the subject matter of transaction (such as equity) in the most recent fiscal year accounts, the amount of which is less than 2% of the Company's audited operating income in the most recent fiscal year, or the absolute amount of which is less than RMB30 million; 3. The related net profit of the subject matter of transaction (such as equity) in the most recent fiscal year accounts, the amount of which is less than 2% of the Company's audited net profit in the most recent fiscal year, or the absolute amount of which is less than RMB1 million; 4. The transaction amount (including the incurred debts and expenses) accounts for less than 2% of audited net assets of the Company of the latest period, or the absolute amount of which is less than RMB30 million; 5. The profit generated by the transaction accounts for less than 2% of the audited net profit of the Company in the most recent fiscal year, or the absolute amount of which is less than RMB1 million;- 6. <u>Where the net assets involved in the subject of transaction (such as equity) account for less than 2% of the latest audited net assets of the Company or the absolute amount of which is less than RMB30 million, and where the net assets involved in the transaction have both book value and appraised value, whichever is higher shall be applicable.</u> <p>.....</p>

Before amendment	After amendment
<p>Article 113 The board of directors shall set up special committees including audit and risk management committee, strategy and investment committee, salary and assessment committee, nomination and governance committee, ESG and sustainable development committee and formulate implementation rules for major responsibilities, resolution procedure and rules of procedure of each specialized committee, etc. Working rules of each specialized committee shall be revised and explained by the board of directors. The special committees shall be accountable to the board of directors and fulfill duties as specified in the Articles of Association and as authorized by the Board, and proposals of the committees shall be submitted to the board of directors for examination and decision. The board of directors shall be responsible for formulating the procedures governing the work of the special committees and regulate their operations.</p>	<p>Article 113 The board of directors shall set up special committees including audit and risk management committee, strategy and investment committee, salary and assessment committee, nomination and governance committee, ESG and sustainable development committee and formulate implementation rules for major responsibilities, resolution procedure and rules of procedure of each specialized committee, etc. Working rules of each specialized committee shall be revised and explained by the board of directors. The special committees shall be accountable to the board of directors and fulfill duties as specified in the Articles of Association and as authorized by the Board, and proposals of the committees shall be submitted to the board of directors for examination and decision. The board of directors shall be responsible for formulating the procedures governing the work of the special committees and regulate their operations.</p> <p><u>The Company shall convene a meeting, i.e., the special meeting of independent directors, which shall be attended by all independent directors on a regular or irregular basis. The special meeting of independent directors operates in accordance with the working rules for independent directors established by the Company.</u></p>
<p>Article 120 Chairman of board of directors, shareholders who hold 1/10 or more of the voting rights, one-third or more of the directors or the board of supervisors may requisition for an interim board meeting. The chairman of board of directors shall convene and chair a board meeting within 10 days from receipt of the requisition.</p>	<p>Article 120 Chairman of board of directors, shareholders who hold 1/10 or more of the voting rights, one-third or more of the directors, <u>more than half of the independent directors</u> or the board of supervisors may requisition for an interim board meeting. The chairman of board of directors shall convene and chair a board meeting within 10 days from receipt of the requisition.</p>
<p>Article 122 If two or more independent directors consider that the meeting materials are incomplete or the argumentation is insufficient, they may jointly propose to the board of directors to postpone the convening of the meeting or the consideration of the matter, and the board of directors shall adopt the proposal, and the Company shall disclose the relevant information in a timely manner.</p>	<p>Article 122 If two or more independent directors consider that the meeting materials are incomplete or, the argumentation is insufficient <u>or not provided in a timely manner</u>, they may jointly propose <u>in writing</u> to the board of directors to postpone the convening of the meeting or the consideration of the matter, and the board of directors shall adopt the proposal, and the Company shall disclose the relevant information in a timely manner.</p>

Before amendment	After amendment
Chapter 7 Board of Supervisors	Chapter 7 Board of Supervisors
<p>Article 151 The board of supervisors shall exercise the following powers:</p> <p>.....</p> <p>(V) The independent directors shall be supervised on their duty performance, with full attention paid to whether they have sustained independence that is due, whether they have sufficient time and energy to effectively perform their duty, and whether in duty performance they are under improper influence of principal shareholders, real controllers, or non-independent directors, supervisors, or senior management of the listed Company;</p> <p>.....</p>	<p>Article 151 The board of supervisors shall exercise the following powers:</p> <p>.....</p> <p>(V) The independent directors shall be supervised on their duty performance, with full attention paid to whether they have sustained independence that is due, whether they have sufficient time and energy to effectively perform their duty, and whether in duty performance they are under improper influence of principal shareholders, real controllers, or non-independent directors, supervisors, or senior management of the listed Company;</p> <p>.....</p>

Before amendment	After amendment
<p>Chapter 8 Financial and Accounting System, Profit Distribution and Audit</p>	<p>Chapter 8 Financial and Accounting System, Profit Distribution and Audit</p>
<p>Article 162 Procedures for decision making on profit distribution by the Company:</p> <p>(I) The Company shall fully listen to the opinions of the independent directors and minority shareholders with respect to the profit distribution proposal through multiple channels. The management of the Company shall make reasonable proposals on profit distribution based on, among other things, the size of share capital, profitability, investment arrangement, cash flows and returns to shareholders of Company. The board of directors shall formulate scientific and reasonable annual or interim profit distribution proposals after studying and discussing, among others, the timing, conditions as well as the minimum ratio, conditions for adjustments and the requirements of the procedures for decision making in respect of the cash dividend distribution of the Company.</p> <p>Independent directors shall express their specific opinions thereon. The independent directors may collect opinions from minority shareholders and put forward a profit distribution proposal, which will be directly submitted to the board of directors for consideration. The Company shall communicate and exchange views with shareholders (especially minority shareholders) through investor information telephone and Internet and other methods, and promptly answer the questions which concern minority shareholders, besides sufficiently listening to the comments from shareholders on the shareholders’ general meetings of the Company.</p> <p>.....</p> <p>(III) The Company shall practically secure the right of public shareholders to attend the shareholders’ general meeting; and the board of directors, independent directors and shareholders meeting certain conditions may solicit the right to vote at the shareholders’ general meeting from shareholders of the listed companies. If the board of directors does not make a cash dividend proposal if there records a profit for the reporting period, the Company shall provide an internet voting platform to the shareholders when convening the shareholders’ general meeting in addition to a physical meeting.</p>	<p>Article 162 Procedures for decision making on profit distribution by the Company:</p> <p>(I) The Company shall fully listen to the opinions of the independent directors and minority shareholders with respect to the profit distribution proposal through multiple channels. The management of the Company shall make reasonable proposals on profit distribution based on, among other things, the size of share capital, profitability, investment arrangement, cash flows and returns to shareholders of Company. The board of directors shall formulate scientific and reasonable annual or interim profit distribution proposals after studying and discussing, among others, the timing, conditions as well as the minimum ratio, conditions for adjustments and the requirements of the procedures for decision making in respect of the cash dividend distribution of the Company.</p> <p>Independent directors shall express their specific opinions thereon. The independent directors may collect opinions from minority shareholders and put forward a profit distribution proposal, which will be directly submitted to the board of directors for consideration. The Company shall communicate and exchange views with shareholders (especially minority shareholders) through investor information telephone and Internet and other methods, and promptly answer the questions which concern minority shareholders, besides sufficiently listening to the comments from shareholders on the shareholders’ general meetings of the Company.</p> <p>.....</p> <p>(III) The Company shall practically secure the right of public shareholders to attend the shareholders’ general meeting; and the board of directors, independent directors and shareholders meeting certain conditions may solicit the right to vote at the shareholders’ general meeting from shareholders of the listed <u>e</u>Companiesy. If the board of directors does not make a cash dividend proposal if there records a profit for the reporting period, the Company shall provide an internet voting platform to the shareholders when convening the shareholders’ general meeting in addition to a physical meeting.</p>

Before amendment	After amendment
<p>(IV) Adjustment procedures for profit distribution policy of the Company</p> <p>The profit distribution policy of the Company shall be proposed by the board of directors to the shareholders' general meeting of the Company. During the formulation of the profit distribution policy, the board of directors shall fully discuss with the independent directors and form the profit distribution policy after considering the continuous, stable and scientific returns to the Shareholders. If it is necessary to adjust the Company's profit distribution policy, relevant procedures shall be performed in accordance with the laws and the Articles of Association.</p> <p>The Company shall strictly implement the profit distribution policy stipulated in the Articles of Association, including cash dividend policy and the cash dividend proposal considered and approved at the shareholders' general meeting. Based on the macroeconomic changes, the Company's internal production and operation, investment plan and long-term development needs, if it is really necessary to adjust or change the cash dividend policy determined by the Articles of Association when implementing the profit distribution proposal, the board of directors should make detailed discussion, fully consider the opinions of minority shareholders, attach importance to the protection of investors' interests, seek opinions of independent directors, put forward the proposal on the adjustment of cash dividend distribution to the shareholders' general meeting, and explain in detail the reasons for revising and adjusting the cash dividend policy.</p> <p>The adjustment of the cash dividend policy by the board of directors shall be approved by more than half of the board of directors, and the independent directors shall express independent opinions on the adjustment of the cash dividend policy, which shall be submitted to the shareholders' general meeting for consideration and shall be approved by more than 2/3 of the valid voting rights held by the shareholders present at the shareholders' general meeting.</p>	<p>(IV) Adjustment procedures for profit distribution policy of the Company</p> <p>The profit distribution policy of the Company shall be proposed by the board of directors to the shareholders' general meeting of the Company. During the formulation of the profit distribution policy, the board of directors shall fully discuss with the independent directors and form the profit distribution policy after considering the continuous, stable and scientific returns to the Shareholders. If it is necessary to adjust the Company's profit distribution policy, relevant procedures shall be performed in accordance with the laws and the Articles of Association.</p> <p>The Company shall strictly implement the profit distribution policy stipulated in the Articles of Association, including cash dividend policy and the cash dividend proposal considered and approved at the shareholders' general meeting. Based on the macroeconomic changes, the Company's internal production and operation, investment plan and long-term development needs, if it is really necessary to adjust or change the cash dividend policy determined by the Articles of Association when implementing the profit distribution proposal, the board of directors should make detailed discussion, fully consider the opinions of minority shareholders, attach importance to the protection of investors' interests, seek opinions of independent directors, put forward the proposal on the adjustment of cash dividend distribution to the shareholders' general meeting, and explain in detail the reasons for revising and adjusting the cash dividend policy.</p> <p>The adjustment of the cash dividend policy by the board of directors shall be approved by more than half of the board of directors,—and the independent directors shall express independent opinions on the adjustment of the cash dividend policy, which shall be submitted to the shareholders' general meeting for consideration and shall be approved by more than 2/3 of the valid voting rights held by the shareholders present at the shareholders' general meeting.</p>

Before amendment	After amendment
<p>Meanwhile, the adjusted cash dividend policy shall not violate the relevant regulations of the CSRC and the place where the Company's shares are listed.</p> <p>.....</p> <p>(VI) In deciding upon and forming profit distribution plan, the board of directors shall in details record the suggestion of the management, the speech key points of the attending directors, the opinions of independent directors, and voting of the board of directors, and make them into written records to be preserved as the documents of the Company.</p> <p>.....</p>	<p>Meanwhile, the adjusted cash dividend policy shall not violate the relevant regulations of the CSRC and the place where the Company's shares are listed.</p> <p>.....</p> <p>(VI) In deciding upon and forming profit distribution plan, the board of directors shall in details record the suggestion of the management, the speech key points of the attending directors, the opinions of independent directors, and voting of the board of directors, and make them into written records to be preserved as the documents of the Company.</p> <p>.....</p>
Chapter 9 Notice and Announcement	Chapter 9 Notice and Announcement
<p>Article 172 Subject to compliance with laws, administrative regulations and the listing rules of the stock exchange on which the shares of the Company are listed, a notice of the Company shall be made in the following forms:</p> <p>.....</p>	<p>Article 172 Subject to compliance with laws, administrative regulations and the listing rules of the stock exchange on which the shares of the Company are listed, a notice of the Company shall be made in the following forms:</p> <p>.....</p> <p><u>For the purpose of sending or making available of corporate communications (having the meaning ascribed to it under the Hong Kong Listing Rules, the same below) by the Company to the holders of H shares, and subject to compliance with the listing rules of the place where the Company's shares are listed as well as the relevant provisions of the securities regulatory authorities, the Company may select to issue its corporate communications in the form prescribed in item (III) above or in such other form as may be prescribed by the listing rules of the place where the Company's shares are listed and securities regulatory authorities in lieu of delivering such corporate communications to each holder of H shares by hand or by mail.</u></p>

Before amendment	After amendment
<p>Article 174 Notice of shareholders' general meeting of the Company shall be served by announcement.</p>	<p>Article 174 Notice of shareholders' general meeting of the Company shall be served by announcement. <u>Where it is otherwise provided by laws and regulations, the listing rules of the place where the Company's shares are listed and the securities regulatory authorities, such provisions shall prevail.</u></p>
<p>Article 179 The information disclosed by the Company according to law shall be published on the website of the SZSE, the website of CNINFO (http://www.cninfo.com.cn) and the media meeting the requirements specified by the securities regulatory authorities of the State Council, and shall make available the same for public inspection at the Company's domicile and the stock exchange.</p> <p>.....</p>	<p>Article 179 The information disclosed by the Company according to law shall be published on the website of the SZSE, the website of CNINFO (http://www.cninfo.com.cn), <u>the website of The Stock Exchange of Hong Kong Limited (https://www.hkexnews.hk)</u> and the media meeting the requirements specified by the securities regulatory authorities of the State Council, and shall make available the same for public inspection at the Company's domicile and the stock exchange.</p> <p>.....</p>
<p>Article 180 Any announcement to be published to shareholders of overseas-listed foreign shares as required by these Articles of Association shall be published by the methods prescribed by the Hong Kong Stock Exchange.</p>	<p>Article 180 Any announcement to be published to shareholders of overseas-listed foreign<u>the H</u> shares as required by these Articles of Association shall be published by the methods prescribed by the Hong Kong Stock Exchange.</p>
<p style="text-align: center;">Chapter 10 Merger, Division, Capital Increase, Capital Reduction, Dissolution and Liquidation</p>	<p style="text-align: center;">Chapter 10 Merger, Division, Capital Increase, Capital Reduction, Dissolution and Liquidation</p>
<p>Article 182 In the event of merger, the merger parties shall enter into a merger agreement, and formulate a balance sheet and an inventory list for assets. The Company shall notify its creditors within 10 days from passing of the resolution on merger, and make an announcement on the website of the SZSE, the website of CNINFO (http://www.cninfo.com.cn), the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the media meeting the requirements specified by the securities regulatory authorities of the State Council within 30 days. Creditors may require the Company to repay the debts or to provide corresponding guarantee within 30 days from receipt of notification or within 45 days from the day of announcement if they do not receive notification.</p>	<p>Article 182 In the event of merger, the merger parties shall enter into a merger agreement, and formulate a balance sheet and an inventory list for assets. The Company shall notify its creditors within 10 days from passing of the resolution on merger, and make an announcement on the website of the SZSE, the website of CNINFO (http://www.cninfo.com.cn), the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the media meeting the requirements specified by the securities regulatory authorities of the State Council within 30 days. Creditors may require the Company to repay the debts or to provide corresponding guarantee within 30 days from receipt of notification or within 45 days from the day of announcement if they do not receive notification.</p>

Before amendment	After amendment
<p>Article 184 In the event of division, assets of the Company shall be divided correspondingly.</p> <p>In the event of a division, a balance sheet and an inventory list for assets shall be prepared. The Company shall notify its creditors within 10 days from passing of the resolution on division, and make an announcement on the website of the SZSE, the website of CNINFO (http://www.cninfo.com.cn) and the media meeting the requirements specified by the securities regulatory authorities of the State Council within 30 days.</p>	<p>Article 184 In the event of division, assets of the Company shall be divided correspondingly.</p> <p>In the event of a division, a balance sheet and an inventory list for assets shall be prepared. The Company shall notify its creditors within 10 days from passing of the resolution on division, and make an announcement on the website of the SZSE, the website of <u>The Stock Exchange of Hong Kong Limited</u> (https://www.hkexnews.hk), the website of CNINFO (http://www.cninfo.com.cn) and the media meeting the requirements specified by the securities regulatory authorities of the State Council within 30 days.</p>
<p>Article 186 A company which intends to reduce its registered capital shall formulate a balance sheet and an inventory list for assets.</p> <p>The Company shall notify its creditors within 10 days from passing of the resolution on reduction of registered capital, and make an announcement on the website of the SZSE, the website of CNINFO (http://www.cninfo.com.cn), the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the media meeting the requirements specified by the securities regulatory authorities of the State Council within 30 days. Creditors have the right to require the Company to repay the debts or to provide corresponding guarantee within 30 days from receipt of notification or within 45 days from the day of announcement if they do not receive notification.</p> <p>.....</p>	<p>Article 186 A company which intends to reduce its registered capital shall formulate a balance sheet and an inventory list for assets.</p> <p>The Company shall notify its creditors within 10 days from passing of the resolution on reduction of registered capital, and make an announcement on the website of the SZSE, the website of CNINFO (http://www.cninfo.com.cn), the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the media meeting the requirements specified by the securities regulatory authorities of the State Council within 30 days. Creditors have the right to require the Company to repay the debts or to provide corresponding guarantee within 30 days from receipt of notification or within 45 days from the day of announcement if they do not receive notification.</p> <p>.....</p>

Before amendment	After amendment
<p>Article 192 The liquidation team shall, within 10 days from its establishment, notify the creditors, and make an announcement on the website of the SZSE, the website of CNINFO (http://www.cninfo.com.cn), the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the media meeting the requirements specified by the securities regulatory authorities of the State Council within 60 days. The creditors shall declare their creditor's rights to the liquidation team within 30 days from receipt of notification or within 45 days from the day of announcement if they do not receive notification.</p> <p>.....</p>	<p>Article 192 The liquidation team shall, within 10 days from its establishment, notify the creditors, and make an announcement on the website of the SZSE, the website of CNINFO (http://www.cninfo.com.cn), the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the media meeting the requirements specified by the securities regulatory authorities of the State Council within 60 days. The creditors shall declare their creditor's rights to the liquidation team within 30 days from receipt of notification or within 45 days from the day of announcement if they do not receive notification.</p> <p>.....</p>

Notes:

- (1) If the serial numbering of the chapters and articles of the Articles of Association, the Rules of Procedures for Shareholders' General Meetings, the Rules of Procedures for the Board of Directors, and the Working Rules for Independent Directors is changed due to the addition, deletion or re-arrangement of certain articles made in these amendments, the serial numbering of the Articles of Association, the Rules of Procedures for Shareholders' General Meetings, the Rules of Procedures for the Board of Directors and the Working Rules for Independent Directors as so amended shall be changed accordingly, including crossreferences.
- (2) The Proposed Amendments to the Articles of Association, the Rules of Procedures for Shareholders' General Meetings, the Rules of Procedures for the Board of Directors, and the Working Rules for Independent Directors are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

**COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING
OF TIANQI LITHIUM CORPORATION**

Before Amendment	After Amendment
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 Purposes</p> <p>The Rules of Procedure for the Shareholders' General Meeting of Tianqi Lithium Corporation (hereinafter referred to as the "Rules") are formulated in accordance with the Company Law of the People's Republic of China (中華人民共和國公司法) (hereinafter referred to as the "Company Law"), Securities Law of the People's Republic of China (中華人民共和國證券法), the Rules for the General Meeting of Shareholders of Listed Companies (上市公司股東大會規則), the Listing Rules of Shenzhen Stock Exchange (深圳證券交易所股票上市規則), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Guidelines on the Articles of Association of Listed Companies and other laws, regulations and the Articles of Association, to safeguard the rights and interests of Tianqi Lithium Corporation (hereinafter referred to as the "Company"), and its shareholders, to regulate the convening, holding and voting mechanisms of shareholders' general meeting of the Company, and to protect all shareholders of the Company to exercise their rights as shareholders and perform their obligations as shareholders fairly and lawfully.</p>	<p>Article 1 Purposes</p> <p>The Rules of Procedure for the Shareholders' General Meeting of Tianqi Lithium Corporation (hereinafter referred to as the "Rules") are formulated in accordance with the Company Law of the People's Republic of China (中華人民共和國公司法) (hereinafter referred to as the "Company Law"), Securities Law of the People's Republic of China (中華人民共和國證券法), the Rules for the General Meeting of Shareholders of Listed Companies (上市公司股東大會規則), the Listing Rules of Shenzhen Stock Exchange (深圳證券交易所股票上市規則), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (<u>hereinafter referred to as the "Hong Kong Listing Rules"</u>), Guidelines on the Articles of Association of Listed Companies and other laws, regulations and the Articles of Association, to safeguard the rights and interests of Tianqi Lithium Corporation (hereinafter referred to as the "Company"), and its shareholders, to regulate the convening, holding and voting mechanisms of shareholders' general meeting of the Company, and to protect all shareholders of the Company to exercise their rights as shareholders and perform their obligations as shareholders fairly and lawfully.</p>

Before Amendment	After Amendment
Chapter 3 The Rights and Obligations of Shareholders	Chapter 3 The Rights and Obligations of Shareholders
<p>Article 8 Rights of Nominating Directors and Supervisors</p> <p>(I) Shareholders holding or jointly holding more than 3% of the total shares shall have the right to nominate directors and supervisors and have the right to nominate candidates for directors and supervisors; however, for candidates for independent directors, the nomination shall be implemented in accordance with the relevant requirements of laws, administrative regulations and departmental rules.</p> <p>(II) Except where there is only one candidate for director or supervisor, if a single shareholder and its persons acting in concert have an interest of 30% or more of the shares, the Company shall adopt the cumulative voting system. Except for the election of directors and supervisors by means of the cumulative voting system, the nomination of each candidate for directors and supervisors should be proposed with a single resolution, and the procedure for submitting resolutions shall be in accordance with the relevant requirements of Article 7 of the Rules.</p> <p>.....</p>	<p>Article 8 Rights of Nominating Directors and Supervisors</p> <p>(I) <u>The Board of Directors, the Board of Supervisors of the Company, and Sshareholders individually</u>holding or jointly holding more than 3% of the total shares shall have the right to nominate directors and supervisors and have the right to nominate candidates for directors and supervisors; however, for candidates for independent directors, the nomination shall be implemented in accordance with the relevant requirements of laws, administrative regulations and departmental rules.</p> <p><u>The shareholders individually or jointly holding 1% or more of the Company's issued shares may nominate an independent director candidate, and upon election and decision at the shareholders' general meeting, the nominator shall not nominate any person with whom he/she has interests or any other person with close relationship who may affect his/her independent performance as an independent director candidate. A legally established investor protection institution may publicly request shareholders to entrust it to exercise the right to nominate independent directors on their behalf.</u></p>

**PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR
THE SHAREHOLDERS' GENERAL MEETING**

Before Amendment	After Amendment
	<p>(II) Except where there is only one candidate for director or supervisor, if a single shareholder and its persons acting in concert have an interest of 30% or more of the shares, the Company shall adopt the cumulative voting system. <u>Where more than two independent directors are elected at a shareholders' general meeting of the Company, the cumulative voting system shall be adopted.</u> Except for the election of directors and supervisors by means of the cumulative voting system, the nomination of each candidate for directors and supervisors should be proposed with a single resolution, and the procedure for submitting resolutions shall be in accordance with the relevant requirements of Article 7 of the Rules.</p> <p>.....</p>

Before Amendment	After Amendment
<p>(IV) Shareholders shall submit the resumes of such candidates to the Board of Directors at the same time when they submit the list of candidates for directors and supervisors. Where the shareholders' general meeting intends to discuss the election of directors and supervisors, the notice of the shareholders' general meeting shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following contents:</p> <p>.....</p> <p>5. There is no clear conclusion yet on whether he/she has been punished by the CSRC and other relevant authorities and the stock exchange; whether he/she has been investigated by the judicial authorities for suspected crimes or has been investigated by the CSRC for suspected violations of laws and regulations. If so, the convener shall disclose the specific circumstances of the candidate, the reasons for recommending the candidate, whether it has any impact on the standardized operation and corporate governance of the listed company, and the Company's countermeasures;</p> <p>.....</p>	<p>(IV) Shareholders shall submit the resumes of such candidates to the Board of Directors at the same time when they submit the list of candidates for directors and supervisors. Where the shareholders' general meeting intends to discuss the election of directors and supervisors, the notice of the shareholders' general meeting shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following contents:</p> <p>.....</p> <p>5. There is no clear conclusion yet on whether he/she has been punished by the CSRC and other relevant authorities and the stock exchange; whether he/she has been investigated by the judicial authorities for suspected crimes or has been investigated by the CSRC for suspected violations of laws and regulations. If so, the convener shall disclose the specific circumstances of the candidate, the reasons for recommending the candidate, whether it has any impact on the standardized operation and corporate governance of the listed Company, and the Company's countermeasures;</p> <p>.....</p>

Before Amendment	After Amendment
<p>Article 9 Rights to propose the convening of the extraordinary general meeting</p> <p>Independent directors, shareholders individually or jointly holding 10% or more of the total voting rights of the Company, the Board of Supervisors, or the Board of Directors shall have the right to propose convening an extraordinary general meeting and shall have the right to convene an extraordinary general meeting under special circumstances. The convening conditions and procedures shall be implemented in accordance with the Article 16 and Article 20 of the Rules.</p>	<p>Article 9 Rights to propose the convening of the extraordinary general meeting</p> <p><u>More than half of the</u> independent directors, shareholders individually or jointly holding 10% or more of the total voting rights of the Company, the Board of Supervisors, or the Board of Directors shall have the right to propose convening an extraordinary general meeting and shall have the right to convene an extraordinary general meeting under special circumstances. The convening conditions and procedures shall be implemented in accordance with the Article 16 and Article 20 of the Rules.</p>
<p>Article 11 Obligation to notify</p> <p>.....</p> <p>(VI) Other circumstances as determined by the SZSE.</p> <p>In the event of material changes or developments in the above circumstances, the relevant shareholders or de facto controllers shall promptly notify the Company, report to the SZSE and disclose such information.</p> <p>Where the de facto controller and other enterprises under his/her/its control have any horizontal competition or significant changes in the horizontal competition, the Company shall explain the impact on the Company and the countermeasures to be taken.</p> <p>If a listed company is unable to contact the de facto controller, or if it knows the relevant shareholders and de facto controller are involved in the circumstances described in the first paragraph of this Article, the listed company shall report to the stock exchange in a timely manner and disclose such information.</p>	<p>Article 11 Obligation to notify</p> <p>.....</p> <p>(VI) Other circumstances as determined by the SZSE.</p> <p>In the event of material changes or developments in the above circumstances, the relevant shareholders or de facto controllers shall promptly notify the Company, report to the SZSE and disclose such information.</p> <p>Where the de facto controller and other enterprises under his/her/its control have any horizontal competition or significant changes in the horizontal competition, the Company shall explain the impact on the Company and the countermeasures to be taken.</p> <p>If <u>the</u> a listed eCompany is unable to contact the de facto controller, or if it knows the relevant shareholders and de facto controller are involved in the circumstances described in the first paragraph of this Article, the listed eCompany shall report to the stock exchange in a timely manner and disclose such information.</p>

Before Amendment	After Amendment
Chapter 5 Convening and Procedures of the General Meetings	Chapter 5 Convening and Procedures of the General Meetings
<p>Article 16 Convening of the extraordinary general meeting</p> <p>In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the occurrence date of the fact:</p> <ol style="list-style-type: none"> 1. When the number of Directors falls short of the statutory minimum number required by the Company Law or is less than 2/3 of the number as stipulated in the Articles of Association; 2. When the Company's unrecovered losses reach 1/3 of the total share capital; 3. When the shareholders who hold 10% or more of the shares with voting rights issued by the Company, individually or in aggregate, request in writing; 4. When the board of directors deems it necessary; 5. When the board of supervisors proposes to convene; 6. When the independent director proposes to convene; <p>.....</p>	<p>Article 16 Convening of the extraordinary general meeting</p> <p>In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the occurrence date of the fact:</p> <ol style="list-style-type: none"> 1. When the number of Directors falls short of the statutory minimum number required by the Company Law or is less than 2/3 of the number as stipulated in the Articles of Association; 2. When the Company's unrecovered losses reach 1/3 of the total share capital; 3. When the shareholders who hold 10% or more of the shares with voting rights issued by the Company, individually or in aggregate, request in writing; 4. When the board of directors deems it necessary; 5. When the board of supervisors proposes to convene; 6. When <u>more than half of the</u> independent director proposes to convene; <p>.....</p>
<p>Article 20 Convening and Chairing of Meetings</p> <p>(I) Independent directors have the right to propose to the board of directors to convene extraordinary general meetings. For the proposal of the independent directors to convene an extraordinary general meeting, the Board of Directors shall make a timely announcement in accordance with the provisions of the laws, administrative regulations and the Articles of Association and provide written feedback on whether or not it agrees to convene such extraordinary general meeting within 10 days after receiving the proposal.</p> <p>.....</p>	<p>Article 20 Convening and Chairing of Meetings</p> <p>(I) <u>More than half of the</u> independent directors have the right to propose to the board of directors to convene extraordinary general meetings. For the proposal of the independent directors to convene an extraordinary general meeting, the board of directors shall make a timely announcement in accordance with the provisions of the laws, administrative regulations and the Articles of Association and provide written feedback on whether or not it agrees to convene such extraordinary general meeting within 10 days after receiving the proposal.</p> <p>.....</p>

Before Amendment	After Amendment
<p>Article 21 Notice</p> <p>Notice of the annual general meeting shall be announced in designated newspapers and on the website 20 days prior to the meeting, and notice of the extraordinary general meeting shall be announced in designated newspapers and on the website 15 days prior to the meeting. If there is any provisional proposal, a supplementary notice shall also be published in accordance with the provisions of the Rules. The notice of the meeting and the supplementary notice shall include:</p> <p>.....</p> <p>12. other appendices (such as form of proxy).</p> <p>For holders of overseas-listed securities, the Company shall notify them according to the relevant provisions of the securities regulatory authorities and stock exchanges in the overseas listing place. Subject to compliance with relevant provisions, for holders of overseas-listed securities, the Company may also, within the meeting notice period stipulated in the Articles of Association, issue notice of the general meeting by means of posting on the Company's website and/or the website of the stock exchange in the overseas listing place or by other means permitted by the rules of the securities regulatory authorities and stock exchanges in the overseas listing place.</p>	<p>Article 21 Notice</p> <p>Notice of the annual general meeting shall be announced in designated newspapers and on the website 20 days prior to the meeting, and notice of the extraordinary general meeting shall be announced in designated newspapers and on the website 15 days prior to the meeting. <u>Where the laws and regulations, the listing rules of the place where the Company's shares are listed and the securities regulatory agencies contain other provisions, such provisions shall prevail.</u> If there is any provisional proposal, a supplementary notice shall also be published in accordance with the provisions of the Rules. The notice of the meeting and the supplementary notice shall include:</p> <p>.....</p> <p>12. other appendices (such as form of proxy).</p> <p><u>For the purpose of sending or making available of notices of general meetings or other corporate communications (having the meaning ascribed to it under the Hong Kong Listing Rules, the same hereinafter) by the Company to the</u>For holders of overseas-listed securities, the Company shall <u>do so</u>notify them according to the relevant provisions of the securities regulatory authorities and stock exchanges in the overseas listing place. Subject to compliance with relevant provisions, for holders of overseas-listed securities, the Company may also, within the meeting notice period stipulated in the Articles of Association, issue notice of the general meeting <u>and other corporate communications</u> by means of posting on the Company's website and/or the website of the stock exchange in the overseas listing place or by other means permitted by the rules of the securities regulatory authorities and stock exchanges in the overseas listing place, <u>in lieu of delivering such notices of general meetings and other corporate communications to each holder of overseas-listed securities by hand or by mail.</u></p>

Before Amendment	After Amendment
<p>Article 30 Cumulative voting system</p> <p>Where more than two directors, supervisors are elected at a shareholders' general meeting, the cumulative voting system shall be adopted.</p> <p>In addition to the provisions of the preceding paragraph, when voting on the election of directors and supervisors at a general meeting of the Company, an ordinary resolution of the general meeting shall be applied, which shall be approved by more than half of the voting rights held by the shareholders (including proxies) present at the general meeting.</p> <p>.....</p>	<p>Article 30 Cumulative voting system</p> <p>Where more than two directors, supervisors are elected at a shareholders' general meeting, the cumulative voting system shall be adopted.</p> <p>In addition to the provisions <u>of Article 8 of the Rules of the preceding paragraph</u>, when voting on the election of directors and supervisors at a general meeting of the Company, an ordinary resolution of the general meeting shall be applied, which shall be approved by more than half of the voting rights held by the shareholders (including proxies) present at the general meeting.</p> <p>.....</p>

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS OF TIANQI LITHIUM CORPORATION

Before Amendment	After Amendment
<p>Article 1 Purpose</p> <p>To protect the rights and interests of the Company and its shareholders, regulate the conduct of directors, rationalize the corporate governance system, clarify the duties and permissions of the board of directors, establish a standardized organizational structure and operational procedures for the board of directors and ensure that the Company’s business decisions are made in an efficient and orderly manner, these Rules are formulated pursuant to relevant provisions of the Company Law of the People’s Republic of China, Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Listing Rules of Shenzhen Stock Exchange and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”, collectively referred to as the “Listing Rules” together with the Listing Rules of Shenzhen Stock Exchange), Guidelines on the Articles of Association of Listed Companies and the Articles of Association.</p>	<p>Article 1 Purpose</p> <p>To protect the rights and interests of <u>Tianqi Lithium Corporation</u> (hereinafter referred to as <u>the “Company”</u>) and its shareholders, regulate the conduct of directors, rationalize the corporate governance system, clarify the duties and permissions of the board of directors, establish a standardized organizational structure and operational procedures for the board of directors and ensure that the Company’s business decisions are made in an efficient and orderly manner, these Rules are formulated pursuant to relevant provisions of the Company Law of the People’s Republic of China, Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Listing Rules of Shenzhen Stock Exchange and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”, collectively referred to as the “Listing Rules” together with the Listing Rules of Shenzhen Stock Exchange), Guidelines on the Articles of Association of Listed Companies and the Articles of Association.</p>

Before Amendment	After Amendment
<p>Article 5 Election</p> <p>The directors shall be elected and replaced at a shareholders’ general meeting. The list of candidates for directors shall be proposed to the shareholders’ general meeting for votes.</p> <p>When voting for the election of one director at a shareholders’ general meeting of the Company, an ordinary resolution of the shareholders’ general meeting shall apply by votes representing more than 1/2 of voting rights of shareholders who are present at the shareholders’ general meeting (including their proxy).</p> <p>When voting for the election of more than two (inclusive, same below) directors at a shareholders’ general meeting, and if any single shareholder and his parties acting in concert have interest in more than 30% of shares, the cumulative voting system should be adopted in accordance with the provisions in the Articles of Association and these rules.</p> <p>.....</p>	<p>Article 5 Election</p> <p>The directors shall be elected and replaced at a shareholders’ general meeting. The list of candidates for directors shall be proposed to the shareholders’ general meeting for votes.</p> <p>When voting for the election of one director at a shareholders’ general meeting of the Company, an ordinary resolution of the shareholders’ general meeting shall apply by votes representing more than <u>half</u>1/2 of voting rights of shareholders who are present at the shareholders’ general meeting (including their proxy).</p> <p>When voting for the election of more than two (inclusive, same below) directors at a shareholders’ general meeting, and if any single shareholder and his parties acting in concert have interest in more than 30% of shares, the cumulative voting system should be adopted in accordance with the provisions in the Articles of Association and these rules. <u>When making a vote in the election of more than two independent directors at a shareholders’ general meeting of the Company, a cumulative voting system shall be implemented.</u></p> <p>.....</p>

Before Amendment	After Amendment
<p data-bbox="240 293 624 321">Article 7 Powers of directors</p> <p data-bbox="240 374 783 442">The directors of the Company have the powers to:</p> <p data-bbox="240 463 277 485">.....</p> <p data-bbox="240 495 783 602">12. Other powers as required by the laws, regulations, the Article of Association or the Rules.</p> <p data-bbox="240 655 783 1044">The directors may request the president (general manager) or, through the president (general manager), other senior management or relevant departments of the Company to provide information and explanations required for their decision-making. The president (general manager) shall provide the directors with necessary information and data to facilitate the decision-making of the Board of Directors.</p> <p data-bbox="240 1098 783 1289">Independent institutions may be engaged by independent directors at the cost of the Company to furnish independent opinions as bases for their decision if considered necessary by the independent directors.</p>	<p data-bbox="809 293 1192 321">Article 7 Powers of directors</p> <p data-bbox="809 374 1351 442">The directors of the Company have the powers to:</p> <p data-bbox="809 463 845 485">.....</p> <p data-bbox="809 495 1351 602">12. Other powers as required by the laws, regulations, the Article of Association or the Rules.</p> <p data-bbox="809 655 1351 1044">The directors may request the president (general manager) or, through the president (general manager), other senior management or relevant departments of the Company to provide information and explanations required for their decision-making. The president (general manager) shall provide the directors with necessary information and data to facilitate the decision-making of the board of directors.</p> <p data-bbox="809 1098 1351 1321">Independent institutions may be engaged by independent directors at the cost of the Company to furnish independent opinions as bases for their decision if considered necessary by <u>more than half of the</u> independent directors.</p>

Before Amendment	After Amendment
<p>Article 15 Resignation</p> <p>Directors may tender their resignations before the expiration of their term of office. A director shall describe the time of his/her resignation, the reasons for his/her resignation, the position he/she resigned, and whether he/she will continue to hold office in the Company after his/her resignation (if he/she continues to hold office, the circumstances of his/her continuation of office) in a resignation report. In case the reasons for the resignation are involved in illegal or non-standard operation of the Company or other directors, supervisors and senior management, the director who resigns shall report to the Securities Exchange where the Company's stock is listed in a timely manner.</p> <p>Where the number of members of the board of directors falls below the quorum due to the resignation of any director, or the number of independent directors falls below one third of the total number of members of the board of directors due to the resignation of any independent director, or absence of accounting professionals in the independent directors, the resignation report of the director shall not take effect until the successor fills the vacancy arising from his/her resignation. In the above circumstances, the original director shall, before the newly-elected director assumes his/her post, carry out duties as a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>.....</p>	<p>Article 15 Resignation</p> <p>Directors may tender their resignations before the expiration of their term of office. A director shall describe the time of his/her resignation, the reasons for his/her resignation, the position he/she resigned, and whether he/she will continue to hold office in the Company after his/her resignation (if he/she continues to hold office, the circumstances of his/her continuation of office) in a resignation report. In case the reasons for the resignation are involved in illegal or non-standard operation of the Company or other directors, supervisors and senior management, the director who resigns shall report to the Securities Exchange where the Company's stock is listed in a timely manner. <u>A independent director should resign by submitting a written resignation report to the board of directors which contains explanation on any matter relevant to his/her resignation or matter he/she deems necessary to be brought to the attention of shareholders and creditors of the Company. The Company shall disclose the reasons for the resignation of independent directors and the matters of concern.</u></p> <p>Where the number of members of the board of directors falls below the quorum due to the resignation of any director, or the number of independent directors in the board of directors or special committees falls below <u>the statutory percentage one third of the total number of members of the board of directors</u> due to the resignation of any independent director, or absence of accounting professionals in the independent directors, or if the composition of the board of directors or a special committee does not meet the requirements of the relevant regulations due to the resignation of a director, the resignation report of the director shall not take effect until the successor fills the vacancy arising from his/her resignation. In the above circumstances, the original director shall, before the newly-elected director assumes his/her post, carry out duties as a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association. <u>The Company shall complete its by-election within 60 days from the date of occurrence of the above facts relating to the independent directors.</u></p> <p>.....</p>

Before Amendment	After Amendment
<p>Article 17 Restrictions on concurrent appointment of senior management</p> <p>According to the provisions of the Articles of Association, the number of directors concurrently holding the office of senior management of the Company and directors held by employee representatives shall not exceed 1/2 of the total number of directors.</p>	<p>Article 17 Restrictions on concurrent appointment of senior management</p> <p>According to the provisions of the Articles of Association, the number of directors concurrently holding the office of senior management of the Company and directors held by employee representatives shall not exceed 1/2 of the total number of directors. <u>The members of the audit and risk committee shall be directors who are not senior management of the Company.</u></p>
<p>Article 18 Independent Directors</p> <p>The Company implements an independent director system and an independent director meeting system. An independent director refers to a director who does not hold other positions other than directorship in the Company, and who has no relationship with the Company and its major shareholder(s) that could hinder such directors from making independent and objective judgments.</p> <p>.....</p>	<p>Article 18 Independent Directors</p> <p>The Company implements <u>working rules of an independent directors system and an independent director meeting system.</u> An independent director refers to a director who does not hold other positions other than directorship in the Company, and who has no <u>direct or indirect interest relationship or other relationship that could affect such directors from making independent and objective judgments</u> with the Company and its major shareholder(s) <u>and de facto controllers that could hinder such shareholder(s) from making independent and objective judgments.</u></p> <p>.....</p>
<p>Article 20 Composition</p> <p>The Board of Directors shall consist of eight directors, among which, independent non-executive directors shall account for more than 1/3 and not less than three, with one chairman and one deputy chairman.</p>	<p>Article 20 Composition</p> <p>The Board of Directors shall consist of eight directors, among which, independent non-executive directors shall account for more than 1/3 and not less than three, <u>and shall include at least one accounting professional,</u> with one chairman and one deputy chairman.</p>

Before Amendment	After Amendment
<p data-bbox="240 293 738 321">Article 25 Provisional board meetings</p> <p data-bbox="240 374 783 442">Provisional board meetings may be convened at any time.</p> <p data-bbox="240 495 783 602">The following individuals or entities have the right to propose to convene a provisional board meeting:</p> <ol data-bbox="240 655 783 1123" style="list-style-type: none"> <li data-bbox="240 655 647 683">1. The chairman of the board; <li data-bbox="240 736 783 804">2. One-third or more of the directors through joint proposal; <li data-bbox="240 857 627 885">3. The board of supervisors; <li data-bbox="240 938 783 1006">4. Shareholders who hold 1/10 or more of the voting rights; <li data-bbox="240 1059 783 1123">5. When required by securities regulatory authorities. 	<p data-bbox="809 293 1307 321">Article 25 Provisional board meetings</p> <p data-bbox="809 374 1351 442">Provisional board meetings may be convened at any time.</p> <p data-bbox="809 495 1351 602">The following individuals or entities have the right to propose to convene a provisional board meeting:</p> <ol data-bbox="809 655 1351 1240" style="list-style-type: none"> <li data-bbox="809 655 1216 683">1. The chairman of the board; <li data-bbox="809 736 1351 804">2. One-third or more of the directors through joint proposal; <li data-bbox="809 857 1351 925">3. <u>More than half of the independent directors;</u> <li data-bbox="809 978 1193 1006">4.3. The board of supervisors; <li data-bbox="809 1059 1351 1127">5.4. Shareholders who hold 1/10 or more of the voting rights; <li data-bbox="809 1181 1351 1240">6.5. When required by securities regulatory authorities.

Before Amendment	After Amendment
<p>Article 30 Attendance</p> <p>The directors, in principal, shall attend a meeting of the board of directors in person, any director who cannot attend the meeting due to some reasons shall review the meeting materials and form his/her definite opinions in advance and may authorize any other director to attend and vote by a letter of authorization, but he/she shall notice the board secretary one day in advance. A director shall not authorize other persons other than directors to attend the meeting of the board of directors.</p> <p>A director who fails to attend meetings of the board of directors on two consecutive occasions and has not appointed another director to attend on his behalf shall be deemed to be incapable of performing his/her duties, the board of directors shall propose for his/her removal in the shareholders’ general meeting. An independent director who fails to attend meetings of the board of directors on three consecutive occasions shall propose by the board of directors for his/her removal in the shareholders’ general meeting.</p> <p>.....</p>	<p>Article 30 Attendance</p> <p>The directors, in principal, shall attend a meeting of the board of directors in person, any director who cannot attend the meeting due to some reasons shall review the meeting materials and form his/her definite opinions in advance and may authorize any other director to attend and vote by a letter of authorization, but he/she shall notice the board secretary one day in advance. A director shall not authorize other persons other than directors to attend the meeting of the board of directors.</p> <p>A director who fails to attend meetings of the board of directors on two consecutive occasions and has not appointed another director to attend on his behalf shall be deemed to be incapable of performing his/her duties, the board of directors shall propose for his/her removal in the shareholders’ general meeting.—An independent director who fails to attend meetings of the board of directors on three consecutive occasions shall propose by the board of directors for his/her removal in the shareholders’ general meeting.</p> <p>.....</p>

Before Amendment	After Amendment
<p data-bbox="240 293 785 363">Article 33 Preparation and distribution of meeting documents</p> <p data-bbox="240 427 272 442">.....</p> <p data-bbox="240 495 785 842">Two or more than two independent directors who consider the documents of the meeting of the board of directors to be incomplete, the basis of support to be inadequate may jointly propose to the board of directors in writing to postpone the meeting or the review of the matter. The board of directors should accept the proposal and the Company shall disclose relevant information promptly.</p>	<p data-bbox="809 293 1353 363">Article 33 Preparation and distribution of meeting documents</p> <p data-bbox="809 427 841 442">.....</p> <p data-bbox="809 495 1353 878">Two or more than two independent directors who consider the documents of the meeting of the board of directors to be incomplete, the basis of support to be inadequate <u>or the provision to be untimely</u> may jointly propose to the board of directors in writing to postpone the meeting or the review of the matter. The board of directors should accept the proposal and the Company shall disclose relevant information promptly.</p>

TIANQI LITHIUM CORPORATION

WORKING RULES FOR INDEPENDENT DIRECTORS

Chapter I General Provisions

Article 1 In accordance with the Company Law of the People’s Republic of China (“**Company Law**”), the Management Measures for Independent Directors of Listed Companies (the “**Measures**”), the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange, the Guidelines No. 1 of the Shenzhen Stock Exchange for the Self-regulation of Listed Companies – Standard Operation of Companies Listed on the Main Board, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“**Hong Kong Listing Rules**”), the Articles of Association of Tianqi Lithium Corporation (“**Articles of Association**”), and other relevant requirements, in order to further improve the legal governance structure of Tianqi Lithium Corporation (“**Company**”), strengthen the constraints and supervision mechanisms on internal directors and management team, better safeguard the legitimate rights and interests of the Company’s shareholders and creditors, and promote the standardized operation of the Company, the working rules for independent directors (the “**Rules**”) are hereby formulated.

Article 2 An independent director is a director who does not hold any position in the Company other than that of a director, and who does not have a direct or indirect interest in the Company or with its major shareholders or de facto controllers, or any other relationship that may affect his/her ability to make independent and objective judgments. Independent directors must meet the independence requirement as stipulated by the Hong Kong Listing Rules.

Article 3 Independent directors are obliged to the duty of loyalty and diligence to the Company and all shareholders, and shall conscientiously fulfill their duties in accordance with relevant laws and administrative regulations, the regulations of the China Securities Regulatory Commission (“**CSRC**”), the rules of stock exchanges and the Articles of Association. Independent directors shall play a role in participating in decision-making, providing oversight and balanced views, and offering professional advice within the board of directors of the Company (“**Board of Directors**”), so as to safeguard the overall interests of the Company and protect the legitimate rights and interests of minority shareholders.

Independent directors shall perform their duties independently and without being influenced by the Company, its major shareholders, de facto controllers and other entities or individuals.

Article 4 More than one-third of the members of the Board of Directors of the Company shall be independent directors. There shall be at least three independent non-executive directors in the Board of Directors, of whom at least one shall be an accounting professional (who shall possess extensive professional knowledge and experience in accounting and

professional qualifications such as a certified public accountant or senior accountant or the title of associate professor or above in accounting) and meet the relevant professional qualification requirements as specified in the Hong Kong Listing Rules.

The Company has established an Audit and Risk Committee under the Board of Directors. The member of the Audit and Risk Committee shall be a director who does not hold a position as a senior management of the listed company. More than half of the members of the Audit and Risk Committee shall be independent directors, and meetings of the Audit and Risk Committee shall be convened by an independent director who is an accounting professional.

The Company has established the Nomination and Governance Committee, the Remuneration and Assessment Committee, the Strategy and Investment Committee, and the ESG and Sustainability Committee (“**Board Committees**”) under the Board of Directors. In the Nomination and Governance Committee as well as the Remuneration and Assessment Committee, more than half of the members shall be independent directors, and the meetings of these committees shall be convened by an independent director.

If an independent director fails to meet the independence criteria or encounters situations that render him/her unsuitable to fulfill the duties and responsibilities as an independent director, resulting in the number of independent directors falling below the quorum, the Company shall, according to relevant regulations, appoint additional independent directors to meet the prescribed quorum thereof.

Chapter II Qualifications and Appointment/Removal of Independent Directors

Article 5 Independent directors of the Company shall:

- (I) be qualified to act as a director of the Company as stipulated by relevant laws, administrative regulations and other relevant rules;
- (II) meet the independence criteria as required by Article 6 of the Rules;
- (III) possess basic knowledge required for the operation of the Company and be familiar with relevant laws, administrative regulations, rules and provisions;
- (IV) have at least five years of work experience in the legal, accounting or economic fields necessary to fulfill the duties of an independent director;
- (V) have a strong personal integrity and an absence of major instances of dishonesty or other records of bad behavior; and
- (VI) meet other requirements as stipulated by laws, administrative regulations, CSRC regulations, rules of stock exchanges and the Articles of Association.

Article 6 Independent directors shall maintain their independence. The following persons shall not serve as independent directors of the Company:

- (I) Persons who work for the Company or its subsidiaries and their spouses, parents, children, or other persons who have major social relations with them (including siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, and parents of children's spouses), and core connected persons defined under the Hong Kong Listing Rules;
- (II) Natural person shareholders who directly or indirectly hold more than 1% of the Company's issued shares or who are among the Company's top ten shareholders, as well as their spouses, parents and children;
- (III) Shareholders who directly or indirectly hold more than 5% of the Company's issued shares or persons who work for the Company's top five shareholders as well as their spouses, parents and children;
- (IV) Persons serving in the subsidiaries of the listed company's controlling shareholders or de facto controllers, and their spouses, parents and children;
- (V) Persons who have significant business transactions with the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, or who serve in entities having significant business transactions with the Company as well as such entities' controlling shareholders or de facto controllers;
- (VI) Persons providing financial, legal, consulting and sponsorship services to the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, including, but not limited to, all members of the project team of the intermediary agencies providing such services, reviewers at all levels, persons signing on the reports, partners, directors, senior management and key persons in charge;
- (VII) Persons who, within the last twelve months, have been in one of the situations listed in the preceding six paragraphs; and
- (VIII) Individuals who do not meet the independence criteria as stipulated by laws, administrative regulations, CSRC regulations, rules of stock exchanges, or who are identified as non-independent by the securities regulatory authorities or stock exchanges in the place where the Company's shares are listed, or as specified in the Articles of Association.

The independent directors shall conduct an annual self-review of their independence and submit a report to the Board of Directors. The Board of Directors shall assess the independence of independent directors currently in office annually and provide specialized opinions which shall be disclosed concurrently with the annual report.

Article 7 In principle, an independent director shall serve as an independent director in no more than three domestic listed companies and ensure that he/she can devote sufficient time and energy to effectively perform his/her duties as an independent director of the Company.

Article 8 The Board of Directors, the board of supervisors of the Company, and shareholders who individually or collectively hold more than 1% of the Company's issued shares may nominate candidates for independent directors, who shall be elected by the shareholders' general meeting.

A legally established investor protection institution is authorized to publicly solicit the rights of shareholders for nominating independent directors by delegation.

The nominators specified in the first paragraph of this article shall not nominate their interested persons or other closely related individuals who may affect their independent performance of duties as candidates for independent directors of the Company.

Article 9 The nominator of an independent director shall seek the consent of the nominee before making the nomination. The nominator shall thoroughly investigate on the nominee's professional background, education, professional titles, detailed work experience, all part-time jobs, major instances of dishonesty or other records of bad behavior (if any), and other relevant information. In addition, the nominator shall express opinions on the nominee's independence and other conditions as required as an independent director. The nominee shall make a public statement declaring his/her compliance with the independence requirements and other conditions for serving as an independent director of the Company.

Article 10 The Nomination and Governance Committee shall conduct a review of the qualifications of the nominees and form explicit opinions.

The Company shall disclose the relevant contents in accordance with Article 9 and the preceding paragraph of the Rules before the shareholders' general meeting for the election of independent directors and submit the materials of all independent director candidates to the Shenzhen Stock Exchange (the "SZSE") which shall be true, accurate and complete.

The stock exchange will, in accordance with relevant regulations, conduct a thorough review of the information of independent director candidates, carefully assess whether they meet the qualifications for the position, and have the authority to issue an opinion of objection. If the stock exchange issues an opinion of objection on a candidate, the Company shall not submit to the shareholders' general meeting for election.

A candidate for independent director shall attend in person the shareholders' general meeting or the meeting of other competent authorities where the proposal for his/her appointment as an independent director is to be deliberated to explain his/her qualifications, professional competence, working experience, violation of laws and regulations, whether he/she has any conflict of interest with the Company, as well as his/her relationship with the Company's controlling shareholders, de facto controllers, and other directors, supervisors and senior management.

Article 11 When convening the shareholders' general meeting for the election of independent directors, the Board of Directors of the Company shall explain whether the candidates have been objected by CSRC, SZSE or relevant securities regulatory authorities.

Article 12 If the Company proposes to elect two or more independent directors at the shareholders' general meeting, a cumulative voting system shall be applied. Votes of minority shareholders shall be counted and disclosed separately. Independent directors shall be elected separately from other directors. If a more-candidates-than-position election mechanism is applied, the independent director shall be elected by the shareholders present at the shareholders' general meeting by way of cumulative voting as follows:

- (I) Each share of the Company held by a shareholder attending the shareholders' general meeting shall be entitled to the same number of votes equal to the number of seats for independent directors to be elected at the shareholders' general meeting, and the total number of votes enjoyed by a shareholder is calculated as follows:

Total number of voting rights enjoyed by a shareholder = total number of shares held by the shareholder × number of independent director(s) to be elected.

- (II) Shareholders have complete autonomy in voting, as they can choose to cast all their votes for one candidate or distribute them among multiple candidates. They can also use all of their voting rights for voting or allocate a portion of them for voting.
- (III) The elected independent directors will be determined based on the number of nominees with the highest number of votes, but the number of votes obtained by each elected independent director must exceed one-half of the valid voting shares held by shareholders attending the shareholder's general meeting. If the elected independent directors do not meet the quorum stipulated in the Articles of Association, the Company shall re-nominate candidates for independent directors in accordance with relevant regulations and conduct a supplementary election at the next shareholders' general meeting. If there are candidates with an equal number of votes, resulting in the number of elected independent directors exceeding the number of independent directors to be appointed by the Company, a new round of election shall be conducted for those candidates with an equal number of votes and surpassing the intended number of independent directors until the desired number of independent directors to be appointed by the Company is achieved.

Article 13 The independent directors shall hold the same term of office as other directors of the Company, and they may be re-elected and re-appointed after the expiration of their terms of office and for a tenure of no longer than six years. The term of office of independent director starts from the date when the related resolution is approved at the shareholders' general meeting and expires at the date when the term of office of the current session of the Board of Directors expires.

Article 14 Before the expiration of an independent director's term of office, the Company may remove him/her from office in accordance with legal procedures. If the Company dismisses an independent director early, the Company shall provide the reason and basis in a timely manner. If an independent director disagrees with his/her removal, the Company shall promptly disclose the reason.

If an independent director fails to comply with the provisions of Articles 5(1) or 5(2) of the Rules, he/she shall immediately cease to perform his/her duties and resign from his/her position. If the independent director fails to resign from his/her position, the Board of Directors shall remove him/her from his/her position as soon as it knows or should have known of the occurrence of such fact in accordance with relevant regulations and rules.

If an independent director resigns or is dismissed due to a violation of the provisions specified in the preceding paragraph, resulting in the proportion of independent directors on the Board of Directors or Board Committees not complying with the Rules or the Articles of Association, or resulting in a lack of accounting professionals among the independent directors, the listed company shall carry out a supplementary election within sixty days from the occurrence of the aforementioned circumstances.

Article 15 An independent director may resign before the expiration of his/her term of office. An independent director who plans to resign shall submit a written resignation report to the Board of Directors, explaining any circumstances relating to his/her resignation or which he/she deems necessary to bring to the attention of the Company's shareholders and creditors. The Company shall disclose the reasons for the resignation of independent directors and related matters of concern.

If the resignation of an independent director would result in the proportion of independent directors in the Board of Directors or Board Committees not complying with the Rules or the Articles of Association or would result in a lack of accounting professionals among the independent directors, or if his/her resignation would result in the composition of the Board of Directors or Board Committees not complying with relevant regulatory requirements, the independent director who intends to resign shall continue to fulfill his/her duties until his/her successor is appointed. The Company shall select a successor within sixty days from the date the independent director submits his/her resignation.

The fiduciary duty obliged by an independent director to the Company and all shareholders is not automatically discharged prior to the effective date of his/her resignation from office and within a reasonable period of time after his/her resignation takes effect or his/her term of office expires, or within a period of time agreed upon with the Company. In addition, the independent director's duty of confidentiality with respect to the Company's business secrets shall remain in effect until such business secrets become publicly available, and the independent director shall strictly fulfill his/her obligations to the Company, such as non-competition.

Chapter III Duties of Independent Directors and Performance Methods

Article 16 Independent directors shall be diligent and devote sufficient time and effort to fulfill their duties.

Independent directors shall:

- (I) participate in the decision-making of the Board of Directors and express explicit opinions on the matters being discussed;
- (II) supervise the potentially material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors, and senior management team as listed in Articles 22, 24, 25 and 26 of the Rules, so as to facilitate the Board of Directors to make decisions in line with the interests of the Company as a whole and to protect the legitimate rights and interests of minority shareholders of the Company;
- (III) provide professional and objective advice on the Company's operation and development, and enhance the Board of Directors' decision-making abilities; and
- (IV) perform other duties as prescribed by the laws, administrative regulations, securities regulatory authorities or stock exchanges in the place where the Company's shares are listed and as stipulated in the Articles of Association.

Article 17 The independent directors shall exercise the following special powers:

- (I) independently engage intermediary agencies to carry out auditing, consultation or verification on the Company's specific affairs;
- (II) propose to the Board of Directors to convene a shareholders' extraordinary general meeting;
- (III) propose a meeting of the Board of Directors;
- (IV) publicly solicit shareholders' rights from shareholders in accordance with the law;

- (V) express independent opinions on matters that may jeopardize the interests of the Company or its minority shareholders; and
- (VI) exercise other powers prescribed by laws, administrative regulations, provisions of the securities regulatory authorities or stock exchanges in the place where the Company's shares are listed, and the Articles of Association.

The exercise of the powers listed in the first three items of the preceding paragraph by an independent director shall be approved by a majority of all independent directors.

The Company shall disclose in a timely manner any exercise of the powers listed in the first paragraph by an independent director. If the above powers cannot be exercised normally, the Company shall disclose the details and reasons.

Article 18 Prior to the meeting of the Board of Directors, independent directors may communicate with the board secretary to inquire about the items to be discussed during the meeting, request additional materials, and provide opinions and suggestions. The Board of Directors and relevant personnel shall carefully study the issues, requirements and opinions raised by the independent directors and provide timely feedback to the independent directors on the implementation of amendments to the proposals and other matters.

Article 19 Independent directors shall attend the meetings of the Board of Directors in person. If an independent director is unable to attend a meeting of the Board of Directors in person for any reason, he/she shall review the meeting materials in advance, form an explicit opinion, and delegate in writing to another independent director to attend the meeting on his/her behalf.

If an independent director entrusts another independent director in writing to attend the meeting on his/her behalf, he/she shall set out the name of the proxy, matters entrusted and delegated authority, and validity period in the power of attorney, which shall be signed or stamped by the independent director. A proxy attending a board meeting on behalf of an independent director shall exercise the rights of such independent director within the scope of delegated authority. If an independent director is absent from a board meeting and has not delegated another independent director to represent him/her, it is considered a waiver of voting rights for that particular meeting.

If an independent director fails to attend the board meetings in person for two consecutive times and does not delegate another independent director to attend the meeting on his/her behalf, the Board of Directors shall, within thirty days from the date of such event, propose to convene a shareholders' general meeting to remove such independent director from his/her position.

Article 20 If an independent director votes against or abstains from voting on a resolution at a board meeting, he/she shall state the specific reasons and justifications, the legitimacy and compliance of the matters involved, the potential risks, and the impact on the interests of the Company and its minority shareholders. When disclosing board resolutions, the listed company shall simultaneously disclose the dissenting opinions of independent directors, and these shall be documented in the board resolutions and minutes of meeting.

Article 21 The independent directors shall pay continuous attention to the implementation of the Board of Directors' resolutions relating to the matters set out in Articles 22, 24, 25 and 26 hereof. If an independent director finds that there is a violation of laws, administrative regulations, regulations of the securities regulatory authorities or stock exchanges in the place where the Company's shares are listed, the provisions of the Articles of Association, or a violation of the resolutions of the shareholders' general meeting and the Board of Directors, he/she shall promptly report the case to the Board of Directors and may request the Company to make a written explanation. In matters requiring disclosure, the Company shall promptly disclose the relevant information.

If the Company fails to provide explanations as required in the preceding paragraph or fails to disclose relevant information in a timely manner, independent directors may report to CSRC and SZSE.

Article 22 The following matters shall be submitted to the Board of Directors for consideration after being approved by a majority of all independent directors of the Company:

- (I) Related party transactions that shall be disclosed;
- (II) Plans for the Company and related parties to change or waive commitments;
- (III) Decisions made and measures taken by the Board of Directors of the Company to be acquired in relation to the acquisition; and
- (IV) Other matters as stipulated by the securities regulatory authorities or the stock exchanges at the place where the Company's shares are listed and the Articles of Association. The Company shall facilitate and support the convening of special meetings of independent directors.

Article 23 Independent directors shall perform their duties in the Board Committees in accordance with the laws, administrative regulations, the provisions of the securities regulatory authorities or stock exchanges in the place where the Company's shares are listed, and the Articles of Association. The independent directors shall attend the meetings of the Board Committees in person. If an independent director is unable to attend a meeting of the Board Committees in person for any reason, he/she shall review the materials of the meeting in advance, form an explicit opinion, and delegate in writing to another independent director to attend the meeting on his/her behalf. If an independent director is concerned about a material matter within the scope of duties of a Board Committee in the performance of his/her duties, he/she may bring the matter to the Board Committee for discussion and deliberation in a timely manner in accordance with relevant procedures.

The Company shall stipulate the composition and duties of the Board Committees in the Articles of Association in accordance with the provisions of the Rules, and formulate the working procedures of the Board Committees that specify the members, the term of office, scope of duties, the rules of procedure, the preservation of files and other related matters for the Board Committees.

Article 24 The Audit and Risk Committee of the Board of Directors of the Company is responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating the internal and external auditing work and internal control of the Company. The following matters shall be submitted to the Board of Directors for deliberation with the approval of a majority of all members of the Audit and Risk Committee:

- (I) disclosure of financial information in financial statements and periodic reports as well as internal control evaluation reports;
- (II) appointment or dismissal of the accounting firm that provides audit services to the Company;
- (III) appointment or dismissal of the Company's chief financial officer;
- (IV) changes in accounting policies or accounting estimates or corrections of material accounting errors for reasons other than changes in accounting standards; and
- (V) other matters prescribed by laws, administrative regulations, provisions of the securities regulatory authorities or stock exchanges in the place where the Company's shares are listed, and the Articles of Association.

The Audit and Risk Committee shall hold at least one meeting quarterly. Special meetings may be convened as requested by two or more members or when the convenor deems it necessary. A meeting of the Audit and Risk Committee shall be held only when more than two-thirds of the members are present.

Article 25 The Nomination and Governance Committee of the Board of Directors of the Company is responsible for formulating the criteria and procedures for the selection of directors and senior executives, selecting and reviewing the candidates for directors and senior executives and their qualifications, and making recommendations to the Board of Directors on the following matters:

- (I) nomination, appointment or removal of directors;
- (II) appointment or dismissal of senior executives; and
- (III) other matters prescribed by laws, administrative regulations, provisions of the securities regulatory authorities or stock exchanges in the place where the Company's shares are listed, and the Articles of Association.

If the Board of Directors fails to adopt, or fails to fully adopt, the suggestions made by the Nomination and Governance Committee, it shall record the Nomination and Governance Committee's suggestions and the specific reasons for its non-adoption in a resolution of the Board of Directors and disclose them.

Article 26 The Remuneration and Assessment Committee of the Board of Directors of the Company is responsible for formulating the assessment criteria for directors and senior executives and conducting the appraisal, formulating and reviewing the remuneration policies and plans for directors and senior executives, and making recommendations to the Board of Directors on the following matters:

- (I) remuneration of directors and senior executives;
- (II) formulation or change of equity incentive plans and employee stock ownership plans, and fulfillment of the conditions for granting and exercising the rights and interests by the incentive plan participants;
- (III) directors and senior executives participating in employee stock ownership plans in the proposed spin-off subsidiaries; and
- (IV) other matters prescribed by laws, administrative regulations, provisions of the securities regulatory authorities or stock exchanges in the place where the Company's shares are listed, and the Articles of Association.

If the Board of Directors fails to adopt, or fails to fully adopt, the suggestions made by the Remuneration and Assessment Committee, it shall record the Remuneration and Assessment Committee's suggestions and the specific reasons for its non-adoption in a resolution of the Board of Directors and disclose them.

Article 27 The independent directors shall spend no less than fifteen days per year on-site at the Company.

In addition to attending shareholders' general meetings, meetings of the Board of Directors and the Board Committees, and special meetings of independent directors in accordance with the regulations, independent directors may perform their duties by various means, such as obtaining information on the operation of the Company on a regular basis, listening to reports from the management, communicating with the head of internal auditing department and intermediary agencies such as accounting firms providing audit services to the Company, conducting on-site inspections, and communicating with the minority shareholders.

Article 28 The Board of Directors of the Company and the Board Committees and the special meetings of the independent directors shall keep the meeting records as required, and the opinions of the independent directors shall be set out in the minutes. The independent directors shall sign and confirm the records.

The independent directors shall prepare work records that detail the performance of their duties. Information obtained by independent directors in the course of performing their duties, records of relevant meetings, and records of communications with staff members of the Company and intermediary agencies constitute integral parts of their work records.

For important contents in the work records, independent directors may request the board secretary and other relevant personnel to sign such work records, and the Company and relevant personnel shall cooperate.

The work records of independent directors and information provided by the Company to independent directors shall be kept for at least ten years.

Article 29 The Company shall establish a sound communication mechanism between the independent directors and the small and medium-sized shareholders, and the independent directors may verify with the Company in a timely manner on the issues raised by investors.

Article 30 The independent directors shall submit an annual report to the annual shareholders' general meeting of the Company to explain the fulfillment of their duties. The annual report shall include the following:

- (I) Number of attendances at board meetings, methods of participation, numbers of voting, and number of attendances at the shareholders' general meetings;
- (II) Participation in the board meetings and the special meetings of independent directors;
- (III) Reviewing the matters listed in Articles 22, 24, 25 and 26 of the Rules and exercising the special powers of independent directors listed in paragraph 1 of Article 17 of the Rules;

- (IV) Significant matters, methods and results of communication between the independent director and the internal auditing department and the accounting firm providing audit services to the Company regarding the Company's financial and business conditions;
- (V) The independent directors' communication with the minority shareholders of the Company;
- (VI) The working time and content of the independent directors' on-site work at the Company; and
- (VII) Other circumstances in which the independent directors have performed their duties.

The annual report of the independent directors shall be disclosed no later than when the Company issues a notice of its annual shareholders' general meeting.

Article 31 The independent directors shall promptly notify SZSE under any one of the following circumstances:

- (I) his/her being dismissed by the Company without justified reason;
- (II) his/her resignation due to circumstances in the Company that prevent him/her from performing his/her duties pursuant to laws;
- (III) incomplete documentation or insufficient augmentation in the board meeting materials, and the written proposals by two or more independent directors in relation to postpone the board meetings or defer the deliberation of relevant matters are not adopted;
- (IV) the Board of Directors' failure to take effective measures after being informed of the suspected violation of laws and regulations by the Company or its directors, supervisors or senior executives; and
- (V) other circumstances that seriously hinder the independent directors from performing their duties.

Article 32 Independent directors shall continuously strengthen their learning of securities laws and regulations and rules, and constantly improve professional abilities to perform their duties.

Chapter IV Safeguards for Independent Directors in the Performance of Their Duties

Article 33 The Company shall provide necessary working conditions and personnel support for independent directors to fulfill their duties, and the board secretary and the board office shall be responsible for assisting the independent directors to fulfill their duties.

The board secretary shall ensure smooth communication between the independent directors and other directors, senior executives and other relevant individuals, and that the independent directors have access to sufficient resources and necessary professional advice in the performance of their duties.

The board secretary shall actively assist independent directors in performing their duties, such as setting up an office for the independent directors, organizing on-site investigations, notifying internal executives, convening meetings, giving introductions, and providing materials. If the independent opinions, proposals and written explanations issued by the independent directors are required to be disclosed, the board secretary shall make the announcement in a timely manner in accordance with the laws and regulations.

Article 34 The Company shall guarantee that independent directors have the same right to accessing information as other directors. To ensure the effective exercise of their rights, the Company shall inform the independent directors of the Company's operation on a regular basis, provide information, and organize or cooperate with the independent directors to carry out on-site inspections.

The Company may organize independent directors to participate in research and argumentation before the Board of Directors deliberates on significant and complicated matters, fully listen to their opinions, and provide timely feedback to independent directors on whether their opinions are adopted or not.

Article 35 The Company shall dispatch notices of board meetings to independent directors in a timely manner, provide relevant meeting information no later than the deadline for notification of board meetings stipulated in laws, administrative regulations, regulations of the securities regulatory authorities or stock exchanges in the place where the Company's shares are listed, or the Articles of Association, and provide independent directors with an effective communication channel. Where a meeting of a board committee is convened, the Company shall, in principle, provide relevant materials and information no later than three days prior to the convening of such meeting. The Company shall keep the information on the abovementioned meetings for at least ten years.

If two or more independent directors believe that the materials for a meeting are incomplete, insufficiently argued or not provided in a timely manner, they may propose in writing to the Board of Directors to adjourn the meeting or postpone the consideration of the matter, and the Board of Directors shall adopt the same.

In principle, meetings of the Board of Directors and the Board Committees shall be held on-site. On the premise of ensuring that all participating directors are able to fully communicate and express their opinions, the above meetings may be held by video, telephone or other means in accordance with the procedures when necessary.

Article 36 When an independent director performs his/her duties, the Company's directors, senior executives and other relevant individuals shall cooperate with him/her and shall not refuse, hinder or conceal relevant information or interfere with his/her independent performance of his/her duties.

If an independent director encounters obstacles in performing his/her duties in accordance with the laws, he/she may report the situation to the Board of Directors, request cooperation from relevant individuals such as directors and senior executives, and record the specific circumstances and resolution in his/her work records. If he/she still fails to eliminate the obstacles, he/she may report the situation to CSRC and SZSE.

The Company shall make disclosures in a timely manner. If the Company fails to disclose related matters, the independent directors may directly apply for disclosure or report to CSRC and SZSE.

Article 37 The expenses incurred by the independent directors in engaging professional organizations and in performing other duties shall be borne by the Company.

Article 38 The Company may establish a system of liability insurance for independent directors to reduce the risks that may arise from the normal performance of their duties.

Article 39 The Company shall grant independent directors allowances commensurate with their responsibilities. The criteria for the allowances shall be formulated by the Board of Directors, deliberated and approved by the shareholders' general meeting, and disclosed in the annual report of the Company.

In addition to above allowances, independent directors shall not obtain other benefits from the Company, its major shareholders, de facto controllers or interested entities and persons.

Chapter V Lead Independent Director and Special Meetings of Independent Directors

Article 40 The Company implements a lead independent director system. With the consent of more than half of the independent directors, a lead independent director shall be elected.

Article 41 In addition to performing the duties of an independent director, the lead independent director is required to perform the following duties:

- (I) advise the chairman of the Board of Directors on the agenda of and proposals to be deliberated at the meetings of the Board of Directors to ensure that independent directors perform their duties without interfering with the normal operation of the Company;
- (II) advise the conveners of the Board Committees on the preparation of the agendas thereof;
- (III) make recommendations to the Board of Directors on the number, professional qualities and terms of employment of the Company's senior executives;
- (VI) make recommendations to the Board of Directors on the selection of members of the Board Committees;
- (V) The lead independent director, in conjunction with the convener of the Nomination and Governance Committee, may interview all candidates for the members of the Board of Directors and senior executives and make recommendations to the Nomination and Governance Committee;
- (VI) The lead independent director, in conjunction with the members of the Remuneration and Assessment Committee, may evaluate the performance of all senior executives and discuss with the senior executives in person.
- (VII) convene and organize independent directors to conduct on-site investigations of the Company, determine the research topics, and submit research reports to the Board of Directors; and
- (VIII) convene and preside over special meetings of independent directors.

Article 42 The Company shall regularly or irregularly hold meetings attended by all independent directors ("**Special Meetings of Independent Directors**"). Matters listed in subparagraphs 1 to 3, paragraph 1, Article 17 and Article 22 hereof shall be reviewed by Special Meetings of Independent Directors.

The Special Meetings of Independent Directors shall be attended by all independent directors, and the board secretary is responsible for preparing the meeting, taking meeting records, and attending the meeting.

Other matters of the listed company may be examined and discussed at the Special Meetings of Independent Directors as necessary.

The Special Meetings of Independent Directors shall be convened and presided over by the lead independent director. In the absence of the convener or if they are unable to perform his/her duties, two or more independent directors may convene the meeting on their own and elect a representative to preside over the meeting. The Company shall facilitate and support the convening of the Special Meetings of Independent Directors.

Article 43 The Special Meetings of Independent Directors shall be convened and held in accordance with the following procedures:

- (I) The Special Meetings of Independent Directors shall be convened and chaired by the lead independent director.
- (II) Between the Special Meetings of Independent Directors, the lead independent director shall decide on the time and place of the meeting and the matters to be considered according to the recommendations of the independent directors, other directors and the board secretary.
- (III) If an independent director is unable to attend a Special Meeting of Independent Directors for any reason, he/she may provide written authorization for another independent director to exercise his/her rights to speak and vote. The authorization shall, in accordance with the requirements of the Rules, explicitly state the authorizer's specific opinions on each item to be deliberated.

Chapter VI Legal Responsibility of Independent Directors

Article 44 The provisions of laws, regulations, the Articles of Association and other provisions regarding the legal responsibilities of directors are applicable to independent directors.

Article 45 An independent director whose term of office has not yet expired shall be liable for any financial loss caused to the Company as a result of his/her unauthorized departure.

Article 46 The independent directors shall sign the resolutions of the board meetings and bear corresponding responsibilities for the resolutions.

Chapter VII Supplementary Provisions

Article 47 Matters not covered herein shall be governed by the relevant national laws and regulations, the listing rules of the stock exchanges where the Company's shares are listed and the Articles of Association of the Company. In the event of any conflict with the laws and regulations, the listing rules of the stock exchanges where the Company's shares are listed or the Articles of Association of the Company enacted in the future, the provisions of the laws and regulations, the listing rules of the stock exchanges where the Company's shares are listed and the Articles of Association of the Company shall prevail.

Article 48 The Rules shall take effect from the date of approval by the shareholders' general meeting. For matters such as the composition of the Board of Directors and the Board Committees, the mechanism for Special Meetings of Independent Directors, the independence of independent directors, the terms and conditions of their appointment, their terms of office and the number of part-time jobs they hold, which are inconsistent with the Rules, such inconsistencies shall be gradually aligned within one year from the date of the implementation of the Measures.

Article 49 The Rules is subject to interpretation by the Board of Directors of the Company.

NOTICE OF THE EGM

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

TIANQI LITHIUM

Tianqi Lithium Corporation

天齊鋰業股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 9696)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of Tianqi Lithium Corporation (the “Company”) will be held in 608 conference room at the headquarters of Tianqi Lithium at No. 166, Hongliang West 1st Street, Tianfu New Area, Chengdu, Sichuan, the PRC at 2:45 p.m. on 12 January 2024 for considering and, if thought fit, passing, the following resolutions:

BY WAY OF SPECIAL RESOLUTIONS:

1. To consider and approve the proposal for amendments to the Articles of Association;
2. To consider and approve the proposal for amendments to the Rules of Procedures for the Shareholders' General Meeting;
3. To consider and approve the proposal for amendments to the Rules of Procedures for the Board of Directors;

BY WAY OF ORDINARY RESOLUTION:

4. To consider and approve the proposal for amendments to the Working Rules for Independent Directors.

By Order of the Board
Tianqi Lithium Corporation
Jiang Weiping

Chairman of the Board and Executive Director

Hong Kong, 20 December 2023

As at the date of this notice, the Board comprises Mr. Jiang Weiping, Ms. Jiang Anqi, Mr. Ha, Frank Chun Shing and Mr. Zou Jun as executive Directors, and Mr. Xiang Chuan, Ms. Tang Guoqiong, Ms. Huang Wei and Ms. Wu Changhua as independent non-executive Directors.

NOTICE OF THE EGM

Notes:

- (1) Pursuant to Rule 13.39(4) of the Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, votes of the shareholder(s) at the EGM shall be taken by poll.
- (2) Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf at the EGM. A proxy need not be a Shareholder. Shareholders shall have one vote for each share that they hold.
- (3) In order to determine the holders of H shares of the Company (the “**H Share(s)**”) who are entitled to attend the EGM, the H Share registers of members of the Company shall be closed from Tuesday, 9 January 2024 to Friday, 12 January 2024 (both days inclusive), during which no transfer of H Shares will be registered. Holders of H Shares whose names appear on the H Share registers of members at the close of business on Tuesday, 9 January 2024 are entitled to attend the EGM.

In order to be entitled to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall lodge the transfer documents together with the relevant share certificates at the H Share Registrar of the Company, 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 Monday, 8 January 2024.

- (4) The instruments appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be either under the company seal or under the hand of its director or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.
- (5) The proxy form together with the power of attorney or other authorization document (if any) must be deposited at the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for holders of the H Shares, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or any adjourned meeting should such Shareholders so wish.

- (6) The meeting is expected to be concluded within a day. Shareholders (in person or by proxy) attending the meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall produce the identity documents.