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

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

(Stock Code: 1772)

OVERSEAS REGULATORY ANNOUNCEMENT

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

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

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

Jiangxi, PRC
January 18, 2024

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

GANFENG LITHIUM GROUP CO., LTD.
ANNOUNCEMENT REGARDING THE ACQUISITION OF
CERTAIN EQUITY INTEREST IN MALI LITHIUM, INVOLVING
MINING RIGHTS INVESTMENT

The Company and all members of its board of directors warrant that the information contained in this announcement is true, accurate and complete and there are no false representations or misleading statements contained in or material omissions from this announcement.

SPECIAL NOTICE:

1. The target of the transaction is no more than 5% equity interest in Mali Lithium B.V. (hereinafter referred to as "Mali Lithium"). The transaction does not constitute a related party transaction, nor does it constitute major assets restructuring as defined under the Administrative Measures for Major Asset Restructuring of Listed Companies, which does not need to be considered at the general meeting of the Company.
2. The transaction is subject to approval by various competent authorities, and subject to approval by and filing with relevant competent authorities of the PRC and Mali, which involves the risk of failing to obtain approval.
3. Due to the impact of international politics, economic environment, industrial policies and market environment, there may be also some uncertainty in investment gains.

I. OVERVIEW OF THE TRANSACTION

1. At the 72nd meeting of the fifth session of the board of directors of Ganfeng Lithium Group Co., Ltd. (hereinafter referred to as the "Company") held on 15 January 2024, the Resolution in relation to the acquisition of certain equity interest in Mali Lithium, involving mining rights investment was considered and passed, it was agreed that GFL International Co., Limited, the wholly-owned subsidiary of the Company (hereinafter referred to as "GFL International") propose to acquire no more than 5% equity interest in Mali Lithium held by Leo Lithium Limited (hereinafter referred to as the "Leo Lithium") with its self-owned funds of no more than USD65 million. The management of the Company was authorized to exercise the full power to handle all matters relating to the transaction.
2. At the 68th meeting of the fifth session of the board of directors of the Company held on 6 September 2023, the Resolution in relation to the increase of shareholding of Mali Lithium B.V. involving mining rights investment was considered and passed, approving the signing of Cooperation Agreement on the Goulamina Project between the Company or its subsidiary and Leo Lithium. GFL International Co., Limited (hereinafter referred to as "GFL International"), the wholly-owned subsidiary of the Company, will increase capital in Mali Lithium B.V. by no more than USD138 million through subscription of new shares, the amount of capital increase would be used for subsequent project construction and capital expenditures of the Goulamina Project. Upon the completion of this capital increase, GFL International will hold 55% equity interest in Mali Lithium B.V, thus indirectly holding 55% equity interest in Goulamina project (Lin2023-100). The delivery procedure of above-mentioned capital increase is still in process.

Upon the completion of the above-mentioned capital increase and this transaction, the Company will hold no more than 60% equity interest in Mali Lithium, and indirectly hold no more than 60% interest in Goulamina project.

3. The transaction does not constitute a related party transaction, nor does it constitute major assets restructuring as defined under the Administrative Measures for Major Asset Restructuring of Listed Companies, which does not need to be considered at the general meeting of the Company.

II. BASIC INFORMATION ON THE COUNTERPARTY OF THE TRANSACTION

Leo Lithium was established in 2022, with the ASX code of LLL and FRA code of WX0; its registered address is Level 2/16 Ventnor Avenue, WEST PERTH, WA, AUSTRALIA, 6005; its principal business is exploration and development of lithium mines in Mali. The principal asset of Leo Lithium, the Goulamina Spodumene Mine Project, is located in Mali. As of the date of disclosure of this announcement, the issued share capital of Leo Lithium is 1,198,176,519 shares, and FireFinch Limited owns 17.61% equity interest as the biggest shareholder.

Below is the financial data of Leo Lithium for the latest year and the latest period:

Unit: AUD

Indicator	31 December 2022 (Audited)	30 June 2023 (Unaudited)
Total assets	184,765,000	187,328,000
Total liabilities	1,594,000	3,649,000
Net assets	183,171,000	183,679,000
Indicator	2022 (Audited)	For the six months ended 30 June 2023 (Unaudited)
Operating revenue	-	-
Net profit	66,278,000	-3,872,000

Note: 1 AUD = RMB4.71

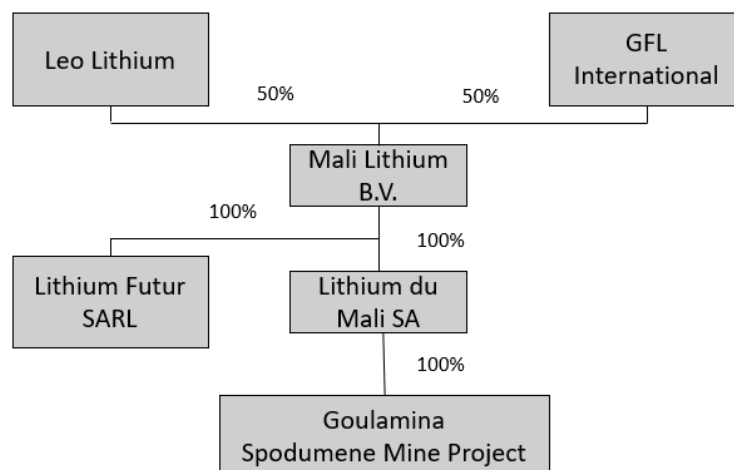
As of 30 June 2023, the gearing ratio of Leo Lithium was 1.95%.

Leo Lithium do not have any relationship with the Company and the Company's top ten shareholders which may cause a preference for their interests, none of them are dishonest person subject to enforcement.

III. BASIC INFORMATION ON THE TARGET OF THE TRANSACTION

Mali Lithium B.V. is jointly funded and established by Leo Lithium and GFL International in the Netherlands, with RSIN 863017149 and registered address at Amsterdam 7601081JK. It was registered in March 2022 with registered capital of USD1,000, its principal business is investment and trade in mineral resources.

As of the disclosure date of this announcement, the shareholding structure of Mali Lithium is as follows:



Note: According to relevant Mali mining laws, the Mali Government may acquire certain equity interest in Lithium du Mali SA. At present, Mali Government has not yet held equity interest in Lithium du Mali SA.

Below is the financial data of Mali Lithium B.V. for the latest year and the latest period:

Unit: USD

Indicator	31 December 2022 (Audited)	30 June 2023 (Unaudited)
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Total assets	154,719,139	174,546,000
Total liabilities	11,359,181	31,338,000
Net assets	143,359,958	143,208,000
Indicator	2022 (Audited)	For the six months ended 30 June 2023 (Unaudited)
Operating revenue	-	-
Net profit	-472,935	-152,000

As of 30 June 2023, the gearing ratio of Mali Lithium was 17.95%.

Mali Lithium B.V. is not a dishonest person subject to enforcement. There are no provisions in the current articles of association of Mali Lithium that restrict the rights of shareholders other than those stipulated by the applicable laws and regulations.

IV. INFORMATION ON THE MINING RIGHT INVOLVED

1. Basic information of mining right for the Goulamina Spodumene Mine Project

Goulamina owns the spodumene mine project in southern Mali, which currently holds one mining license:

Mining right license number	Torakoro Exploitation Permit PE19/25
Mining right owner	Lithium du Mali SA
Geographic location	Southern Mali in Africa

Mining minerals	Spodumene mine
Mining area	100 square kilometers
Date of acquisition	23 August 2019
Expiry date	30 years

2. The method, date and examination and approval department for the ownership change of the mining right in recent three years:

The mining right was transferred from Firefinch to Lithium du Mali SA (hereinafter referred to as “LMSA”) on 24 March 2022. The transfer of mining right was examined and approved by Mines Ministry of Mali.

3. The main product of the spodumene mine and its usage and product sales methods:

The main product of the mine is spodumene, which is mainly used as the raw material of basic lithium salt products (industrial-grade/battery-grade lithium carbonate, industrial-grade /battery-grade lithium chloride and industrial-grade/battery-grade lithium hydroxide). The mine completes the sale of its products through directly or indirectly supplying raw material to basic lithium salt products producers.

4. Mineral resources reserves:

According to the JORC estimate standard, the measured resources, indicated resources and inferred resources of Goulamina Spodumene Mine published by Leo Lithium are as follows:

	Mineral resource (million tons)	Lithium oxide (million tons)	Average grade (%)
Measured Resources	13.1	0.21	1.59
Indicated Resources	89.2	1.28	1.43
Inferred Resources	108.6	1.41	1.30

Total	211.0	2.89	1.37
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Note: the cut-off grade of Li₂O used in the estimate of resources is 0.5%

5. The payment of various fees for the mining right involved in the transaction

LMSA has paid and settled the fees such as the usage fee of the mining right and resource taxes in accordance with the relevant laws and regulations.

6. Procedures to be performed for the transfer of the mining right ownership to be transferred

The target of this transaction is 5% equity interest in Mali Lithium, and the mining right is still under the name of the LMSA, which does not involve the transfer of mining right ownership.

V. MAJOR TERMS OF THE AGREEMENT

Buyer: GFL International

Seller: Leo Lithium

1. The transaction propose to acquire no more than 5% equity interest in Mali Lithium with total consideration of no more than USD65 million. The total consideration of acquisition includes the entire equity interest value of the target shares and free from all encumbrances;
2. The seller shall sell the target shares and corresponding interest it held to the buyer on the delivery date agreed under the agreement. The payment of acquisition that the buyer should pay to the seller must be paid by direct deposit of cleared funds to the seller's bank account.

VI. COMPLIANCE AND EFFECTIVE CONDITIONS FOR THE TRANSACTION

1. The 72nd meeting of the fifth Board of directors held on 15 January 2024 approved this transaction with 10 votes in favor, 0 votes against and 0 abstentions, and authorized the Company's management to handle the relevant matters of this transaction.
2. The acquisition of certain equity interest in Mali Lithium by GFL International does not involve the transfer of mining right ownership. Therefore, this transaction does not involve the requirement of qualifications for mining rights development and utilization held by the Company, nor does it involve specific mineral qualifications or industry access issues, nor does it involve the implementation of ownership transfer procedures.
3. The transaction is subject to the filling or approval of foreign investment by the relevant competent departments of the state.

VII. PURPOSE, IMPACT ON THE COMPANY AND EXISTING RISKS OF THE TRANSACTION

1. Purpose of the transaction

This transaction is conducive to promote the development and construction of the Goulamina Spodumene Mine Project, further ensure the Company's demand for lithium resources, facilitate business expansion, enhance its core competitiveness, and it complies with the Company's upstream and downstream integration and new energy vehicle industry development strategy.

2. Impact on the Company of the transaction

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

3. Existing risks in the transaction

(I) The transaction is subject to approval by various competent authorities, and subject to approval by and filing with relevant competent authorities of the PRC and Mali, which involves the risk of failing to obtain approval.

(II) Notwithstanding some professional institution has conducted evaluation on the resource reserve of Goulamina Spodumene Mine Project, there are risks, with respect to the resource quantity data, that the total resources and the reserves may differ from the actual total resources, reserves, and actual exploitable reserves. In addition, due to series of fixed asset investment and technology investment required for mineral mining, as well as the natural conditions in the environment where the Goulamina Spodumene Mine Project is situated, there may be a risk that the expected scale of mining may not be achieved.

(III) Due to the impact of international politics, economic environment, industrial policies and market environment, there may be also some uncertainty in investment gains.

VIII.OPINIONS OF THE BOARD OF DIRECTORS

The board of directors of the Company is of the view that the acquisition of 5% equity interest in Mali Lithium by GFL International aim to promote the development and construction of the Goulamina Spodumene Mine Project, ensure the Company's demand for lithium resources, which is conducive to the Company's business expansion and enhancement of its core competitiveness, and is in line with the Company's strategies of upstream and downstream integration and the development of new energy automobile industry, without any prejudice to the interests of the Company and all shareholders, in particular, the minority shareholders. The decision-making procedures are legal and valid.

IX. DOCUMENTS AVAILABLE FOR INSPECTION

1. The resolution passed at the 72nd meeting of the fifth session of the board of directors of the Company;
2. Shares acquisition agreement.

Announcement is hereby given.

GANFENG LITHIUM GROUP CO., LTD.

Board of Directors

18 January 2024