

Ganfeng Lithium Group Co., Ltd.

Terms of Reference of the Strategy Committee of the Board of Directors

Chapter 1 General Provisions

- Article 1 Ganfeng Lithium Group Co., Ltd. (the “Company”) has specifically established the Strategy Committee of the Board as a professional body for the research, formulation and planning of long-term development strategy of the Company for satisfying the requirements for development of corporate strategy of the Company, ensuring the scientificness of the development plan and strategic decision-making of the Company and strengthening the capability for sustainable development of the Company.
- Article 2 In order to enable the Strategy Committee of the Board to carry out its work in a regulated and efficient manner, the Board of the Company formulated these Terms of Reference in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Articles of Association of Ganfeng Lithium Group Co., Ltd. (the “Articles of Association”) and other relevant provisions.
- Article 3 The Strategy Committee is a specialized body under the Board of the Company, which is mainly responsible for formulating the mid-to-long-term strategic goals and development plans of the Company, considering the mid-to-long-term strategic goals and development plans of each business segment and management segment of the Company, supervising the implementation of strategy of the Company, reporting its work to the Board and being accountable to the Board.
- Article 4 Resolutions of the Strategy Committee must comply with the provisions of the Articles of Association, these Terms of Reference and other relevant laws and regulations.

Chapter 2 Composition

- Article 5 The Strategy Committee shall consist of five members.
- The Chairman of the Company shall be a permanent member of the Strategy Committee. Other members, who shall be Directors, shall be elected by the Board of the Company.

- Article 6 The Strategy Committee shall have one chairman, who shall be the Chairman of the Company.
- Article 7 The chairman of the Strategy Committee shall be responsible for convening and presiding the meetings of the Strategy Committee. Where the chairman of the Strategy Committee fails to or is unable to perform his duties, he shall nominate another member to perform his duties on his behalf.
- Article 8 The terms of office of the Strategy Committee shall be the same as that of the same session of the Board.
- Article 9 Where the number of members of the Strategy Committee is less than five due to the resignation or dismissal of members or other reasons, the Board of the Company should elect new members as soon as possible.
- Before the number of members of the Strategy Committee reaches five (the required number), the Strategy Committee shall suspend the exercise of the powers provided in these Terms of Reference.
- Article 10 The provisions of the Company Law and the Articles of Association regarding Directors' obligations shall apply to members of the Strategy Committee.

Chapter 3 Responsibilities and Authorities

- Article 11 The Strategy Committee mainly exercises the following powers:
- (i) Study the long-term development plans, business goals and development approaches of the Company and make recommendations;
 - (ii) Study the business strategies of the Company, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy and talent strategy, and make recommendations;
 - (iii) Study matters that require the approval of the Board as provided in the Articles of Association, such as external investment, acquisition and sale of assets, assets pledge, external guarantees, entrusted wealth management, related party transactions, financing plans, and development strategy, and make recommendations;
 - (iv) Study the major capital operations and asset management projects of the Company and make recommendations;
 - (v) Study other major issues that affect the development strategy of the Company and make recommendations;

- (vi) Follow-up the implementation of the above matters;
- (vii) Other matters authorized by the Board of the Company.

Article 12 After reviewing the matters provided in Article 11 of these Terms of Reference, the Strategy Committee shall form a resolution of meeting of the Strategy Committee and submit it to the Board of the Company together with relevant proposals for consideration.

Article 13 The exercise of powers of the Strategy Committee must comply with the relevant provisions of the Company Law, the Articles of Association and these Terms of Reference, and must not prejudice the interests of the Company and its shareholders.

Article 14 When the Strategy Committee performs its duties, the relevant departments of the Company shall cooperate and the necessary costs shall be borne by the Company.

Chapter 4 Convening and Notice of Meetings

Article 15 The Strategy Committee has regular meetings and ad hoc meetings.

In each accounting year, the Strategy Committee shall convene at least one regular meeting. Regular meetings shall be convened within three months after the end of the previous accounting year.

An ad hoc meeting of the Strategy Committee may be convened upon request by the chairman or jointly by more than three members of the Strategy Committee.

Article 16 Regular meetings of the Strategy Committee discuss and consider major issues concerning the development direction of the Company, such as the future development plans, business objectives, marketing strategy and operating approaches of the Company.

In addition to those provided in the preceding paragraph, regular meetings of the Strategy Committee may also discuss any matters that are within the terms of reference and are listed in the notice of meeting.

Article 17 Regular meetings of the Strategy Committee shall be held in the form of on-site meeting. Ad hoc meetings shall be either held in the form of on-site meeting or off-site meeting by way of communication voting.

Save as otherwise provided in the Articles of Association or these Terms of Reference, on the premise of ensuring the full expression of opinions of members, ad hoc meetings of the Strategy Committee may, by fax, make a resolution, which shall be signed by members attending the meetings.

In the case of communication voting, members of the Strategy Committee signing the resolution of the meeting shall be deemed to have attended the relevant meeting and agreed to the resolution of the meeting.

Article 18 Notice of a regular meeting of the Strategy Committee shall be issued three days (exclusive of the day of meeting) before the meeting is held, and notice of an ad hoc meeting of the Strategy Committee shall be issued two days (exclusive of the day of meeting) before the meeting is held.

Article 19 The office of the Board of the Company is responsible for issuing the notice of meeting of the Strategy Committee, and shall issue the notice of meeting in accordance with the time limit provided in the preceding article.

Article 20 A notice of meeting of the Strategy Committee shall include at least the following:

- (i) Time and location of the meeting;
- (ii) Duration of the meeting;
- (iii) Issues to be discussed at the meeting;
- (iv) Contact person of the meeting and contact details;
- (v) Date of the notice of meeting.

Article 21 The notice of meeting of the Strategy Committee issued by office of the Board of the Company shall be accompanied by a complete proposal.

Article 22 Notices for regular meetings of the Strategy Committee shall be issued in written form, and notices for ad hoc meetings of the Strategy Committee may be issued by phone, email or other convenient ways.

In the case of notices issued by phone, email or other convenient ways, if no written objections are received within two days from the date of issue of notice, the notified person shall be deemed to have received the notice of the meeting.

Chapter 5 Proceedings and Voting Procedures

Article 23 Meetings of the Strategy Committee should only be held when more than two-thirds of the members are present.

Directors of the Company may attend the meeting of the Strategy Committee, but Directors who are not members shall not have voting rights on the proposals of the meeting.

Article 24 Members of the Strategy Committee may attend the meeting in person, or appoint other members to attend and vote at the meeting on their behalf.

Members of the Strategy Committee can only appoint one other member at a time to exercise voting rights on their behalf. Where two or more persons are appointed to exercise voting rights on their behalf, the appointment shall be invalid. Members of the Strategy Committee can only accept the appointment of one other member at a time to exercise their voting rights on their behalf. Where appointments of two or more persons for the exercise of voting rights on their behalf are accepted, the appointments shall be invalid.

Article 25 Where members of the Strategy Committee appoint other members to attend and vote at the meeting on their behalf, they shall submit a power of attorney to the presiding person of the meeting. The power of attorney shall be submitted to the presiding person of the meeting before voting at the meeting.

Article 26 The power of attorney should include at least the following:

- (i) Name of appointor;
- (ii) Name of proxy;
- (iii) Matters appointed;
- (iv) Instructions on the exercise of voting rights regarding the agenda of the meeting (for, against or abstention), and statement indicating that whether the proxy can vote according to his own will when no specific instructions are given;
- (v) Period of authorization;
- (vi) Date of signature of the power of attorney.

The power of attorney shall be signed by the appointor and the proxy.

Article 27 Members of the Strategy Committee who neither attended the meeting in person nor appointed other members to attend the meeting on their behalf shall be deemed to be absent from the relevant meeting.

Members of the Strategy Committee who failed to attend meetings for two consecutive times shall be deemed to have failed to properly perform their powers, and the Board of the Company may dismiss their duties as members.

- Article 28 Resolution of the Strategy Committee shall be valid only if it has been approved by the majority of members (including those who are not present at the meeting).
- Members of the Strategy Committee shall have one vote each.
- Article 29 After the announcement of start of meeting by the presiding person of the meeting of the Strategy Committee, the subjects for each proposal of meeting shall be considered in order.
- Article 30 Subjects considered in meetings of the Strategy Committee may be discussed in the form of free speeches, but the order of meeting shall be maintained. Speakers must not use language which involves personal attacks or other insulting or threatening language.
- The presiding person of the meeting shall have the right to decide the discussion time.
- Article 31 At the meeting of the Strategy Committee, subjects are discussed in accordance with the rule of concentrated consideration and voting in order, that is, all proposals are voted one by one in order after consideration by all attending members.
- Article 32 If it is deemed necessary, the Strategy Committee may invite other persons in relation to the proposals of meeting to attend the meeting to provide information or opinions, but persons who are not members of the Strategy Committee shall not have voting rights on the proposals.
- Article 33 Members attending the meeting should consider the proposal in a serious and responsible manner and fully express their personal opinions. Members are responsible for their personal votes.
- Article 34 The voting at regular and ad hoc meetings of the Strategy Committee shall be undertaken by show of hands. The order of voting shall be for, against and abstention. For the same proposal, each member attending the meeting can only vote once, and if a member has voted several times, the last vote shall be counted. Where a member also acts as a proxy for members to attend the meeting, if the vote decision of the appointor is the same as that of the proxy, raising his hand once shall be deemed as two votes; if the vote decision of the appointor is not the same as that of the proxy, he may raise his hand once according to his own decision and once according to the appointor's decision; if no specific indication is given by the proxy during voting, his decision shall be deemed to be the same as that of the appointor.
- If the Strategy Committee makes a resolution of meeting by fax, voting shall be undertaken by signature.

The presiding person of the meeting shall count the voting results of each proposal and announce the results on site. The minutes taker of the meeting shall record the voting results.

Chapter 6 Resolutions of Meetings and Minutes of Meetings

Article 35 Each proposal on which a prescribed number of valid votes are cast shall become a resolution of the Strategy Committee upon announcement by the presiding person of the meeting.

Resolutions of the Strategy Committee shall come into effect upon signature by members present at the meeting. No amendment or change shall be made to the resolution of the Strategy Committee that have become effective without going through the legitimate procedures as provided by laws, regulations, the Articles of Association and these Terms of Reference.

Article 36 Members of the Strategy Committee or their designated staff of the office of the Board of the Company shall notify the Board of the Company the relevant resolutions of the meeting on the next day of the resolutions of the meeting at the latest.

Article 37 Written documents of resolutions of the Strategy Committee are kept as Company files by the Company. During the existence of the Company, the files shall be kept for at least ten years.

Article 38 During the implementation of resolutions of the Strategy Committee, the chairman of the Strategy Committee or other member designated by him shall conduct follow-up inspection on the implementation of resolutions. Where any violation of resolutions is found during inspection, he may request and urge the relevant personnel to rectify the issue. If the relevant personnel fails to adopt the rectification, the chairman of the Strategy Committee or other member designated by him shall report the relevant situation to the Board of the Company, and the Board of the Company shall be responsible for handling the situation.

Article 39 Meetings of the Strategy Committee should have records of written minutes, and the minutes taker shall be a staff of the office of the Board of the Company. Members present at the meeting and the minutes taker of the meeting should sign the minutes of the meeting. Members present at the meeting shall have the right to request an explanatory statement of their speeches at the meeting.

Minutes of meetings of the Strategy Committee are kept as Company files by the office of the Board of the Company. During the existence of the Company, the files shall be kept for at least ten years.

- Article 40 Minutes of meetings of the Strategy Committee should include at least the following:
- (i) Date, location and name of convener of the meeting;
 - (ii) Name of persons present at the meeting, and specific note shall be made for a proxy;
 - (iii) Agenda of the meeting;
 - (iv) Main points of speeches by members;
 - (v) Way of voting and results of each resolution or proposal (the voting results shall specify the number of votes of for, against or abstention);
 - (vi) Other matters that should be described and recorded in the minutes of the meeting.

Chapter 7 Miscellaneous

Article 41 Save for otherwise specified, the phrase “more than” as mentioned in these Terms of Reference shall include the number itself.

Article 42 These Terms of Reference shall come into effect on the date of being considered and approved by the Board. From the date on which these Terms of Reference comes into effect, the original Terms of Reference of the Strategy Committee of the Board of Directors of the Company shall automatically become invalid.

Article 43 Any matters not covered in these Terms of Reference shall be implemented in accordance with the relevant provisions of the laws and regulations, listing rules of the place of listing of shares of the Company and the Articles of Association. Should there be any contradiction between the relevant provisions of these Terms of Reference and the laws and regulations, listing rules of the place of listing of shares of the Company and the Articles of Association promulgated or amended in the future, the matters shall be implemented in accordance with the provisions of relevant laws and regulations, listing rules of the place of listing of shares of the Company, the existing Articles of Association or the amended Articles of Association.

Article 44 The power of interpretation of these Terms of Reference belongs to the Board of the Company.