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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)**

**DISCLOSEABLE TRANSACTION**  
**ACQUISITION OF 40% EQUITY INTEREST IN MALI LITHIUM**

**PREVIOUS TRANSACTIONS**

On September 6, 2023 and January 15, 2024, GFL International entered into the Cooperation Agreement and the 5% Acquisition Agreement with Leo Lithium, Mali Lithium and/or Mali LMSA (as the case may be), respectively, pursuant to which (i) GFL International agreed to subscribe for 5% of the enlarged issued shares of Mali Lithium at a consideration of no more than USD138 million and (ii) GFL International agreed to buy and Leo Lithium agreed to sell 5% of the entire issued shares of Mali Lithium at a consideration of no more than USD65 million.

As at the date of this announcement, the Subscription has been completed and the 5% Acquisition has not yet been completed.

**THE 40% ACQUISITION**

The Board is pleased to announce that on May 7, 2024, GFL International, Leo Lithium, the Company and Mali Lithium entered into the 40% Acquisition Agreement, pursuant to which GFL International has agreed to buy and Leo Lithium has agreed to sell 40% of the entire issued shares of Mali Lithium at a consideration of no more than USD342.7 million.

Immediately preceding the date of the 40% Acquisition Agreement, Mali Lithium is owned as to 55% and 45% by GFL International and Leo lithium, respectively. Upon the completion of the 5% Acquisition and the 40% Acquisition, Mali Lithium will be accounted as an indirectly wholly-owned subsidiary of the Company and its results would be consolidated into the Company's consolidated financial statements.

## **IMPLICATIONS OF THE LISTING RULES**

As all percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscription are below 5%, the Subscription did not constitute notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As the 5% Acquisition involved the acquisition of the shares of Mali Lithium within 12 months from the completion of the Subscription, the 5% Acquisition shall be aggregated with the Subscription in accordance with Rule 14.22 of the Listing Rules. As the highest applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the 5% Acquisition on standalone basis and on aggregated basis are both below 5%, the 5% Acquisition (on a standalone basis and on aggregated basis) did not constitute notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As the 40% Acquisition involves the acquisition of shares of Mali Lithium within 12 months from the completion of the Subscription and the 5% Acquisition, the 40% acquisition shall be aggregated with the Subscription and the 5% Acquisition in accordance with Rule 14.22 of the Listing Rules.

As the highest applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the 40% Acquisition, on a standalone basis, is below 5%, the 40% Acquisition on a standalone basis does not constitute notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As the highest applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the 40% Acquisition, when aggregated with the Subscription and the 5% Acquisition, exceeds 5% but all applicable percentage ratios thereunder are less than 25%, the 40% Acquisition (on aggregated basis) constitutes a discloseable transaction of the Company and is therefore subject to the announcement requirement but is exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

## **PREVIOUS TRANSACTIONS**

On September 6, 2023 and January 15, 2024, GFL International entered into the Cooperation Agreement and the 5% Acquisition Agreement with Leo Lithium, Mali Lithium and/or Mali LMSA (as the case may be), respectively, pursuant to which (i) GFL International agreed to subscribe for 5% of the enlarged issued shares of Mali Lithium at a consideration of no more than USD138 million and (ii) GFL International agreed to buy and Leo Lithium agreed to sell 5% of the entire issued shares of Mali Lithium at a consideration of no more than USD65 million.

## COOPERATION AGREEMENT

### Background

On September 6, 2023, GFL International, Leo Lithium, Mali Lithium and Mali LMSA entered into the Cooperation Agreement, pursuant to which GFL International agreed to increase the capital in Mali Lithium by no more than USD138 million through the subscription of new shares by its own working capital, and the amount of capital increased would be used for subsequent project construction and capital expenditures of the Goulamina Project.

### Principal Terms of the Cooperation Agreement

The principal terms of the Cooperation Agreement are set out as follows:

- Date** : September 6, 2023 (after trading hours)
- Parties** : (1) GFL International;  
(2) Mali Lithium;  
(3) Leo Lithium; and  
(4) Mali LMSA.
- Subject matter** : Pursuant to the Cooperation Agreement, GFL International would increase capital to Mali Lithium by subscription of new shares. Upon the completion of the Subscription, GFL International held 55% of the entire issued shares of Mali Lithium, and Leo Lithium held 45% of the entire issued shares of Mali Lithium.
- Consideration** : USD138 million
- Conditions precedent** : (1) The Cooperation Agreement having been approved by the relevant authorities of each party thereto.  
(2) The representations and warranties contained in the Cooperation Agreement are true and accurate in all material respects, and the undertakings of the parties thereto have been strictly complied with.
- Offtake Arrangement** : The offtake arrangements for spodumene in the first and second phases of the Goulamina Project remained unchanged.

The Company would have up to 100% offtake right for the annual production capacity of 506,000 tons of spodumene concentrate in the first phase of the Goulamina Project (if the Company directly provides financial assistance or assists Mali LMSA to obtain debt funds from third-party banks or other financial institutions, it may obtain the 100% offtake right of the production capacity of the spodumene concentrate in the first phase of the Goulamina Project); for the annual production capacity of 500,000 tons of spodumene concentrate in the second phase of the Goulamina Project, the Company will have 70% offtake right.

For the expansion and construction of spodumene production in the third phase of the Goulamina Project, the Company and Leo Lithium will have the offtake right based on their respective equity interest ratios in the Goulamina Project, which means the Company will have 55% offtake right in the third phase of the Goulamina Project.

## **Latest Development**

As of the date of this announcement, the Subscription was completed, and GFL International holds 55% of the entire issued shares of Mali Lithium.

## **THE 5% ACQUISITION AGREEMENT**

### **Background**

On January 15, 2024, GFL International, Leo Lithium and Mali Lithium entered into the 5% Acquisition Agreement, pursuant to which GFL International has agreed to buy and Leo Lithium has agreed to sell no more than 5% of the entire issued shares of Mali Lithium by its own working capital at a consideration of no more than USD65 million. Upon the completion of the 5% Acquisition, GFL International would hold no more than 60% equity interest in Mali Lithium.

### **Principal terms of the 5% Acquisition Agreement**

The principal terms of the 5% Acquisition Agreement are set out as follows:

**Date** : January 15, 2024 (after trading hours)

**Parties** : (1) GFL International;  
(2) Leo Lithium; and  
(3) Mali Lithium.

**Subject matter** : Pursuant to the 5% Acquisition Agreement, GFL International has agreed to buy and Leo Lithium has agreed to sell no more than 5% of the entire issued shares of Mali Lithium.

Leo Lithium shall sell 5% of the entire issued shares of Mali Lithium to GFL International on the delivery date stipulated under the 5% Acquisition Agreement.

**Consideration** : USD65 million

The consideration therefor should be paid by GFL International to Leo Lithium by direct deposit of cleared funds to Leo Lithium's bank account stipulated under the 5% Acquisition Agreement.

**Conditions precedent** : (1) The 5% Acquisition Agreement has been approved by the relevant authorities of each party; and

(2) The representations and warranties contained in the 5% Acquisition Agreement are true and accurate in all material respects, and the undertakings of the parties have been strictly complied with.

### **Latest Development**

As of the date of this announcement, the 5% Acquisition has not yet been completed.

## **THE 40% ACQUISITION AGREEMENT**

### **Background**

On May 7, 2024 (after trading hours), GFL International, Leo Lithium the Company and Mali Lithium entered into the 40% Acquisition Agreement, pursuant to which GFL International agreed to buy and Leo Lithium agreed to sell 40% of the entire issued shares of Mali Lithium by its own working capital at a consideration of no more than USD342.7 million.

Upon the completion of the 5% Acquisition and the 40% Acquisition, GFL International would hold the entire issued shares of Mali Lithium, and Mali Lithium would be accounted as a indirectly wholly-owned subsidiary of the Company and its financial results would be consolidated into the consolidated financial statement of the Company.

## Principal terms of the 40% Acquisition Agreement

The principal terms of the 40% Acquisition Agreement are set out as follows:

- Date** : May 7, 2024 (after trading hours)
- Parties** : (1) GFL International; and  
(2) Leo Lithium.  
(3) The Company; and  
(4) Mali Lithium.
- Subject matter** : Pursuant to the 40% Acquisition Agreement, GFL International has agreed to buy and Leo Lithium has agreed to sell 40% of the entire issued shares of Mali Lithium.
- Consideration** : USD342.7 million, which shall be settled in the following manner:
- (1) a deposit of USD10.5 million to be paid within ten working days upon the signing of the 40% Acquisition Agreement;
  - (2) the first instalment of USD161 million (the “**First Instalment**”) to be paid within ten working days after all conditions precedent are met (or waived by GFL International);
  - (3) the second instalment of USD171.2 million (the “**Second Instalment**”) to be paid on or before June 30, 2025; and
  - (4) reasonable interest shall be paid on the Second Instalment, calculated from the actual payment date of the First Instalment to the actual payment date of the Second Instalment.

- Conditions precedent** :
- (1) The 40% Acquisition Agreement has been approved by the relevant authorities of each party; and
  - (2) The representations and warranties contained in the 40% Acquisition Agreement are true and accurate in all material respects, and the undertakings of the parties have been strictly complied with.

## BASIS OF CONSIDERATION

### The Valuation

The consideration for the Subscription, the 5% Acquisition and the 40% Acquisition was determined through arm's length negotiation, with reference to the valuation of the Goulamina Project conducted by the Company (the "Valuation") at the time of entering into the Agreements taking into account (i) the increase of the shareholding of the Company through GFL International in Mali Lithium from 50% to 100% through the Transactions; (ii) the comparison of the recent market valuation of the comparable projects/comparable listed companies and private company involved in spodumene projects; and (iii) a discount to the comparable projects/comparable listed companies and private company due to the fact that the Goulamina Project, which has not yet been put into operation, has a lower valuation compared to the comparable projects/comparable listed companies and private company which are well-developed spodumene projects. Accordingly, the Directors consider that the valuation of Mali Lithium through the Company's valuation on the Goulamina Project is fair and reasonable.

The table below set forth the comparable projects/comparable listed companies and private company of the Goulamina Project based on their resources and valuation:

	Latin Resources Limited	Pilbara Minerals Limited	Core Lithium Limited	Sigma Lithium Corporation	Liontown Resources Limited	Anhui Dazhong New Energy Investment Co., Ltd. <i>(Note:2)</i>	Bald Hill <i>(Note:4)</i>
Date of transaction announcement/Stock Code	ASX: LRS	ASX: PLS	ASX: CXO	NASDAQ: SGML TSX-V: SGML	ASX: LTR	August 14, 2023	November 23, 2023
Latest transaction value/market value <i>(USD million)</i>	434.87	8,300	197.48	1,760	1,950	580.85 <sup><i>(Note:3)</i></sup>	171.30 <sup><i>(Note:5)</i></sup>
Resources <i>(0,000 tons of lithium oxide)</i>	89.28	475.97	40.12	152.84	233.4	60	11.3

	Latin Resources Limited	Pilbara Minerals Limited	Core Lithium Limited	Sigma Lithium Corporation	Liontown Resources Limited	Anhui Dazhong New Energy Investment Co., Ltd. <i>(Note:2)</i>	Bald Hill <i>(Note 4)</i>
Consideration/Resources <i>(Millions of dollars/0,000 tons of lithium oxide)</i>	4.87	17.44	4.92	11.52	8.35	9.68	15.16
Resources <i>(0,000 tons of LCE)</i>	219.73	1,170.91	98.69	376	574.16	148	27.79
Consideration/Resources <i>(Millions of dollars/0,000 tons of LCE)</i>	1.98	7.09	2	4.68	3.39	3.92	6.62

*Note:*

1. The latest transaction valuation of the comparable projects/comparable listed companies and private company are calculated based on the transaction consideration/corresponding equity interest ratio of transaction of comparable companies. The market values of the comparable projects/comparable listed companies and private company are based on the market values of the comparable projects/comparable listed companies and private companies on 3 May 2024 as reference.
2. Anhui Dazhong New Energy Investment Co., Ltd. is a wholly-owned subsidiary of Inner Mongolia Dazhong Mining Co., Ltd. whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 001203).
3. The consideration paid for 100% of the equity interest of the lithium mine.
4. A lithium mine acquired by Mineral Resources Limited, a company whose shares are listed on the Australian Stock Exchange (Stock Code ASX: MIN).
5. The consideration paid for 100% of the equity interest of the lithium mine.

Based on the above, the average consideration/resources ratios in terms of lithium oxide and in terms of LCE of the comparable projects/comparable listed companies and private company are 10.28 (USD million/0,000 tons of lithium oxide) and 4.24 (USD million/0,000 tons of LCE), respectively. Taking into account the resources of the Goulamina Project of 2,890,000 tons of lithium oxide or 7,138,300 tons of LCE, the valuation in terms of lithium oxide and in terms of LCE of Mali Lithium are approximately USD2,970.92 million and USD3,026.64 million, respectively.

### **Selection of comparable companies/projects**

The comparable projects/ comparable listed companies and private company were selected from listed companies or private companies or projects known to the Company during its ordinary course of business (including by way of public search and information provided by other parties). The Directors considered that the selection of these comparable companies was appropriate as all these listed companies or private company held interest in spodumene projects or the comparable projects involved spodumene projects. No comparable companies or projects had been filtered as an outlier during the course of selection.



## **Consideration/Resources ratio**

The Directors were of the view that the use of the consideration/resources ratio (defined as the total market capitalization of the listed company or the transaction value of the relevant project (as the case may be) divided by the resources held by the listed company or the relevant project (as the case may be)) was appropriate because this is in line with the industry practice in the valuation of mining rights and projects.

## **Discount**

A discount has been made to the Valuation due to the fact that (i) the Goulamina Project, which has not yet been put into operation, has a lower valuation compared to the comparable companies or projects which hold or in themselves are well-developed spodumene projects; and (ii) the fall in the price of lithium related materials during 2023 and a discount has been made to incorporate the inflated market consideration for the comparable projects/comparable listed companies and private company.

## **Other valuation method considered**

The Directors considered the use of other valuation methods, namely the market approach and income approach. However, as the Goulamina Project has not yet been put into operation, no price per earning ratios and/or projected income can be derived. Accordingly, the use of the market approach or income approach was not feasible.

## **Key assumptions**

The key assumptions adopted are as follow:

1. *transaction assumption*: valuations are conducted based on comparable market conditions such as the trading conditions of the assets to be valued;
2. *open market assumption*: assets can be bought and sold publicly in the market and, for assets traded or to be traded in the market, parties to the asset transaction are of equal status and have the opportunity and time to obtain sufficient market information to reasonably understand the function, use and prices of the assets; and
3. *going concern assumption*: assets to be valued continue to be used according to their current purpose, scale, frequency, environment of use, or on a changed basis upon which they would be used.

## INFORMATION ON MALI LITHIUM

Mali Lithium is jointly funded and established by Leo Lithium and GFL International in the Netherlands, with RSIN 863017149 and registered address at Herenweg 21-23, 3625 AA, Breukeleveen, the Netherlands. It was registered in March 2022 and its registered capital as of the date of this announcement is of USD1,111. The principal business of Mali Lithium is investment and trade in mineral resources.

As of the date of this announcement, Mali Lithium is owed as to 55% and 45% by GFL International and Leo Lithium, respectively.

### Financial information of Mali Lithium

Set out below is the financial data of Mali Lithium for the two years indicated:

*Unit: USD*

	<b>As at December 31,</b>	
	<b>2022</b>	<b>2023</b>
	(Audited)	(Unaudited)
Total assets	154,719,139	295,994,399
Net assets	143,359,958	154,784,798

  

	<b>For the year ended</b>	
	<b>December 31,</b>	
	<b>2022</b>	<b>2023</b>
	(Audited)	(Unaudited)
Revenue	0	0
Net loss before taxation	472,935	776,520
Net loss after taxation	472,935	936,520

Immediately following the completion of the 5% Acquisition and the 40% Acquisition, GFL International will own the entire issued shares of Mali Lithium and Leo Lithium will cease to be a shareholder of Mali Lithium. Accordingly, Mali Lithium will be accounted as a wholly-owned subsidiary of the Company and its financial results would be consolidated into the consolidated financial statement of the Company.

## Information on the mining right involved

As of the date of the announcement, Mali Lithium owns the Goulamina spodumene mine in southern Mali through Mali LMSA. The details of the current mining license is set out below:

Mining right license number	:	Torakoro Exploitation Permit PE19/25
Mining right owner	:	Mali LMSA
Geographic location	:	Southern Mali in Africa
Mining minerals	:	Spodumene
Mining area	:	100 square kilometres
Date of license obtained	:	August 23, 2019
Validity Period	:	15 years which shall be renewable in accordance with the relevant laws and regulations

## Estimated mineral resources

According to the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, the measured resources, as at the estimated benchmark in June 2023, the details of the Goulamina spodumene mine published by Leo Lithium on June 20, 2023 are set out as the table below:

	<b>Mineral resources</b> <i>(million tons)</i>	<b>Lithium oxide</b> <i>(million tons)</i>	<b>Average grade</b> <i>(%)</i>
Measured	13.1	0.21	1.59
Indicated	89.2	1.28	1.43
Inferred	108.6	1.41	1.30
Total	<u>211.0</u>	<u>2.89</u>	<u>1.37</u>

*Note:* the cut-off grade of Lithium oxide used in the estimate of resources is 0.5%

## **Rights of Mali government**

Pursuant to the 2023 Mining Code issued by the Government of Mali and any possible detailed regulations to be implemented in the future, the Government of Mali has the right to hold 10% to 35% of the equity interest in the Mali LMSA. As of the date of this announcement, the Government of Mali does not hold any equity interest in Mali LMSA.

## **INFORMATION ON THE PARTIES**

### **The Company and GFL International**

The Company is principally engaged in the production of lithium hydroxide, lithium compound, lithium fluoride and butyl lithium, and the production, processing and sales of non-ferrous metals, batteries, instrumentation components, machinery and equipment, chemical products, chemical raw materials and chemical products.

GFL International is a private company limited by shares incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company. GFL International's principal business are sales and procurement of lithium products, as well as external investment.

### **Mali Lithium**

Mali Lithium is jointly funded and established by Leo Lithium and GFL International in the Netherlands, with RSIN 863017149 and registered address at Herenweg 21-23, 3625 AA, Breukeleveen, the Netherlands. It was registered in March 2022 and its registered capital as of the date of this announcement is of USD1,111. The principal business of Mali Lithium is investment and trade in mineral resources.

### **Mali LMSA**

Mali LMSA is a company incorporated in March 2020 under the laws of Mali with the company number of MA.BKO.2020.B.3252, its registered office is located at Bamako, Hamdallaye, ACI 2000, rue 243, Porte 39, a wholly-owned subsidiary of Mali Lithium and owns the entire share of the Goulamina Project as of the date of this announcement. The principal business of Mali LMSA is investment and trade in mineral resources.

### **Leo Lithium**

Leo Lithium is a company incorporated and domiciled in Australia and is principally engaged in the business of exploration and development of lithium mines in Mali, Africa. As of the date of this announcement, FireFinch Limited owns 17.61% of the equity interest as the biggest shareholder of Leo Lithium. FireFinch Limited is a listed company incorporated in Australia, the shares of which are listed on the National Stock Exchange of Australia with the ASX code of FFX.

As of the date of the 5% Acquisition Agreement and the date of this announcement, Mali Lithium was and is an insignificant subsidiary of the Company pursuant to Rule 14A.09 of the Listing Rules as the asset, profit and revenue ratios of Mali Lithium are all less than 5% as shown in the financial statements of the Company during the relevant period. As such, Leo Lithium, being a substantial shareholder of Mali Lithium as of the respective dates of the 5% Acquisition Agreement and the 40% Acquisition Agreement, was and is not a connected person of the Company.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Mali Lithium, Mali LMSA, Leo Lithium and their respective ultimate beneficial owners is an Independent Third Party.

## **REASONS FOR AND BENEFITS OF THE TRANSACTIONS**

The Board believes that the Transactions are in line with the Company's strategy of upstream and downstream integration and the further development in the new energy vehicle industry sector. It will also further strengthen the Company's control over Mali Lithium, secure the supply of lithium resources for the Company, facilitate the business expansion of the Company, and enhance its core competitiveness. In addition, it has a positive effect on promoting the development and construction of the Goulamina Project as the Company would obtain the right to operate and manage the Goulamina Project. Despite the Transactions will lead to a net cashflow of the Company to a certain degree, it will not have a significant impact on the sufficiency of working capital of the Company.

The terms of the Agreements were determined after arm's length negotiation between GFL International and the Leo Lithium, Mali Lithium, Mali LMSA and/or the Company. In view of the reasons and benefits mentioned above, the Directors are of the view that the terms of the Agreements are fair and reasonable and are in the interests of the Company and Shareholders as a whole.

## **IMPLICATIONS OF THE LISTING RULES**

As all percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscription are below 5%, the Subscription did not constitute notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As the 5% Acquisition involved the acquisition of the shares of Mali Lithium within 12 months from the completion of the Subscription, the 5% Acquisition shall be aggregated with the Subscription in accordance with Rule 14.22 of the Listing Rules. As the highest applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the 5% Acquisition on standalone basis and on aggregated basis are both below 5%, the 5% Acquisition (on a standalone basis and on aggregated basis) did not constitute notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As the 40% Acquisition involves the acquisition of shares of Mali Lithium within 12 months from the completion of the Subscription and the 5% Acquisition, the 40% acquisition shall be aggregated with the Subscription and the 5% Acquisition in accordance with Rule 14.22 of the Listing Rules. As the highest applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the 40% Acquisition, on a standalone basis, is below 5%, the 40% Acquisition on a standalone basis does not constitute notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As the highest applicable percentage ratios under Rule 14.07 of the Listing Rules, in respect of the 40% Acquisition, when aggregated with the Subscription and the 5% Acquisition, exceeds 5% but all applicable percentage ratios thereunder are less than 25%, the 40% Acquisition (on aggregated basis) constitutes a discloseable transaction of the Company and is therefore subject to the announcement requirement but is exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

## DEFINITIONS

“40% Acquisition Agreement”	the sales and purchase agreement dated May 7, 2024 entered into among GFL International, Leo Lithium, the Company and Mali Lithium in respect of the 40% Acquisition
“40% Acquisition”	the acquisition of the 40% of the entire issued shares of Mali Lithium by GFL International from Leo Lithium pursuant to the terms and conditions of the 40% Acquisition Agreement
“5% Acquisition Agreement”	the sales and purchase agreement dated January 15, 2024 entered into among GFL International, Leo Lithium, Mali Lithium in relation to the 5% Acquisition
“5% Acquisition”	the acquisition of 5% of entire issued shares of Mali Lithium by GFL International from Leo Lithium pursuant to the 5% Acquisition Agreement
“Agreements”	collectively, the Cooperation Agreement, the 5% Acquisition Agreement and the 40% Acquisition Agreement
“ASX”	the Australian Securities Exchange
“Board”	the board of Directors

“Company”	Ganfeng Lithium Group Co., Ltd. (江西贛鋒鋰業集團股份有限公司), a joint stock company established in the PRC on March 2, 2000 and converted from its predecessor Jiangxi Ganfeng Lithium Company Limited (江西贛鋒鋰業有限公司, formerly known as Xinyu Ganfeng Lithium Company Limited (新余贛鋒鋰業有限公司) into a joint stock company with limited liability under the PRC Company Law on December 18, 2007, the H shares and A shares of which are listed on the Hong Kong Stock Exchange (Stock Code: 1772) and the Shenzhen Stock Exchange (Stock Code: 002460)
“Cooperation Agreement”	the cooperation agreement dated September 6, 2023 entered into by and among GFL International, Leo Lithium, Mali Lithium and Mali LMSA in relation to the Subscription
“Directors”	the directors of the Company
“GFL International”	GFL International Co., Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“Goulamina Project”	the Goulamina spodumene mine project
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	means third party(ies) independent of the Company and its connected persons (having the meaning ascribed to it under the Listing Rules)
“Leo Lithium”	Leo Lithium Limited, a company incorporated and domiciled in Australia whose shares are listed on the Australian Securities Exchange and Frankfurt Stock Exchange with the ASX code of LLL and FRA code of WX0, respectively
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“LCE”	Lithium carbonate equivalent

“Mali”	the Republic of Mali
“Mali Lithium”	Mali Lithium B.V., a company incorporated in the Netherlands with limited liability and, as of the date of this announcement, a subsidiary of the Company. Mali Lithium B.V currently owns 100% of Mali LMSA which in turn owns 100% of the Goulamina Project
“Mali LMSA”	means Lithium du Mali SA, a company incorporated in Mali, Africa, a wholly-owned subsidiary of Mali Lithium and owns the entire share of the Goulamina Project as of the date of this announcement
“NASDAQ”	National Association of Securities Dealers Automated Quotations Stock Market
“PRC”	the People’s Republic of China
“Shareholder(s)”	means the shareholder(s) of the Company
“Subscription”	means the subscription of the new shares of Mali Lithium by GFL International in accordance with the terms and conditions of the Cooperation Agreement
“Transactions”	collectively, the Subscription, the 5% Acquisition and the 40% Acquisition
“TSX-V”	the Toronto Stock Exchange Venture Exchange
“USD”	United States dollar, the lawful currency of the United States
“%”	per cent

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

Jiangxi, the PRC  
May 7, 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; Mr. YU Jianguo and Ms. YANG Juan as non-executive Directors; and Mr. Wang Jinben, Ms. WONG Sze Wing, Ms. XU Yixin and Mr. XU Guanghua as independent non-executive Directors.*