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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ganfeng Lithium Group Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

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

(Stock Code: 1772)

- (1) PROVISION OF GUARANTEES TO A WHOLLY-OWNED SUBSIDIARY;**
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) PROPOSED CHANGE OF REGISTERED CAPITAL OF THE COMPANY;
(4) PROPOSED DERIVATIVES TRADING WITH SELF-OWNED FUNDS;
(5) PROPOSED OVERSEAS BONDS ISSUANCE BY CONTROLLED SUBSIDIARY;
(6) PROPOSED BY-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTOR AND MEMBER OF COMMITTEES;
AND
(7) NOTICE OF THE EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 1 to 16 of this circular.

The notice of the EGM is set out on pages 44 to 45 in this circular. The EGM will be held at the conference room of the Company at 4th Floor, R&D Building at the Company's Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, PRC on Tuesday, August 13, 2024 at 2:00 p.m.

Whether or not you intend to attend the EGM, you are advised to complete and return the enclosed proxy form in respect of the EGM in accordance with the instructions printed thereon as soon as possible and in any event, not less than 24 hours prior to the commencement of such meeting or any adjournments thereof, (i.e., not later than Monday, August 12, 2024 at 2:00 p.m. (Hong Kong time)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish. Shareholders who intend to attend the EGM should also complete and return the reply slip in accordance with the instructions printed thereon.

July 24, 2024

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DEFINITIONS

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

“A Share(s)”	ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are subscribed for in RMB and listed on the Shenzhen Stock Exchange (stock code: 002460)
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Ganfeng Lithium Group Co., Ltd. (江西贛鋒鋰業集團股份有限公司), a joint stock company established in the PRC with limited liability, the A Shares of which and the H Shares of which are listed on the Shenzhen Stock Exchange (stock code: 002460) and on the Main Board of the Stock Exchange (stock code: 01772), respectively
“Company Law”	Company Law of the PRC, as amended from time to time
“Connected person(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 2:00 p.m., on Tuesday, August 13, 2024 at the Conference Room, 4th Floor, R&D Building at the Company’s Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, the PRC
“Group”	the Company and its subsidiaries
“H Share(s)”	shares in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollar and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	July 19, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“PRC”	the People’s Republic of China, and for the purposes of this circular only and except where the context requires otherwise, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

In case of any inconsistency between the Chinese version and the English version of this circular, the English version shall prevail.

LETTER FROM THE BOARD



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

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

(Stock Code: 1772)

Executive Directors:

Mr. LI Liangbin (*Chairman*)

Mr. WANG Xiaoshen

Ms. DENG Zhaonan

Mr. SHEN Haibo

Registered Office:

Longteng Road

Economic Development Zone

Xinyu

Jiangxi Province, PRC

Non-executive Director:

Mr. YU Jianguo

Principal Place of Business in Hong Kong:

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

Independent non-executive Directors:

Mr. WANG Jinben

Ms. WONG Sze Wing

Ms. XU Yixin

Mr. XU Guanghua

July 24, 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROVISION OF GUARANTEES TO A WHOLLY-OWNED SUBSIDIARY;**
 - (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
 - (3) PROPOSED CHANGE OF REGISTERED CAPITAL OF THE COMPANY;**
 - (4) PROPOSED DERIVATIVES TRADING WITH SELF-OWNED FUNDS;**
 - (5) PROPOSED OVERSEAS BONDS ISSUANCE BY CONTROLLED SUBSIDIARY;**
 - PROPOSED BY-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**
 - (6) PROPOSED BY-ELECTION OF NON-EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTOR AND MEMBER OF COMMITTEES;**
- AND**
- (7) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the relevant information for making informed decisions in respect of the resolutions at the EGM in respect of, among other things, (i) provision of guarantees to a wholly-owned subsidiary; (ii) proposed amendments to the Articles of Association; (iii) proposed change the registered capital of the Company; (iv) proposed derivatives trading with self-owned funds; (v) proposed overseas bonds issuance by controlled subsidiary; and (vi) proposed by-election of independent non-executive Director, non-executive Director and member of committees.

I. PROVISION OF GUARANTEES TO A WHOLLY-OWNED SUBSIDIARY

1. Overview of the Guarantees

The 79th meeting of the fifth session of the Board was held on June 7, 2024 at which the resolution in relation to the Provision of Guarantees to a Wholly-Owned Subsidiary 《關於對全資子公司提供擔保的議案》 was considered and approved. In order to obtain more high-quality overseas lithium resources and promote the development and construction of the Company's overseas upstream resource projects, the Company was approved to provide joint liability guarantees of USD700 million in total to GFL International Co., Limited (“**GFL International**”). guarantee is valid for 12 months from the date considering and approving the resolution by the Company's general meeting.

The management of the Company is hereby authorized to handle relevant formalities and sign relevant legal documents on behalf of the Company as subject to limit approved by the resolution.

2. Basic Information on the Guaranteed Party

(1) *Basic Information on GFL International*

Company name:	GFL International Co., Limited
Place of incorporation:	Hong Kong
Date of incorporation:	March 29, 2011
Scope of business:	Investment and trading (minerals, etc.)
Number of certificate of incorporation:	1580183
Business registration number:	5814941200003117
Registered capital:	USD2,642,693,200 and RMB50 million

LETTER FROM THE BOARD

The Company holds 100% of the equity interests in GFL International as at the Latest Practicable Date.

(2) *Below is the financial data of GFL International for the year and period indicated:*

Unit: RMB

Item	As of December 31, 2023 (Audited)	As of March 31, 2024 (Unaudited)
Total assets	27,605,680,231.62	28,788,404,725.96
Total liabilities	556,155,110.62	1,048,263,173.87
Net assets	27,049,525,121.00	27,740,141,552.09

Item	For the year ended December 31, 2023 (Audited)	For the three months ended March 31, 2024 (Unaudited)
Operating revenue	10,554,666,146.35	1,403,704,538.68
Total profit	2,755,338,588.47	-113,296,682.20

As of March 31, 2024, the gearing ratio of GFL International was 3.64%.

(3) *Upon inquiry, GFL International is not a dishonest person subject to enforcement.*

3. Main contents of the guarantee agreement

As of the Latest Practicable Date, no agreement has been entered into in respect of the above guarantees.

LETTER FROM THE BOARD

4. Opinions of the Board

The Board is of the opinion that the provision of guarantees to GFL International, a wholly-owned subsidiary, is to provide financial guarantee for the acquisition of overseas high-quality lithium resources and the promotion of the development and construction of the Company's overseas lithium resources projects, which is conducive to the Company's business expansion and enhancement of core competitiveness, and is in line with the Company's upstream and downstream integration development strategy, without prejudice to the interests of the Company and the Shareholders, in particular minority Shareholders. The decision-making procedures are legal and valid.

The provision of guarantees to a wholly-owned subsidiary is subject to the approval of the Shareholders by way of a special resolution at the EGM, and will become effective upon the approval by the Shareholders at the EGM.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated July 15, 2024 in relation to, among others, the proposed amendments to the Articles of Association.

The Board proposed to make certain amendments to the Articles of Association. The details of the amendments are set out in Appendix I to this circular. The Articles of Association and its amendments were prepared in Chinese without an official English version. As such, the English translation is for reference only. In case of any discrepancies, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM, and will become effective upon the approval by the Shareholders at the EGM.

III. PROPOSED CHANGE OF REGISTERED CAPITAL OF THE COMPANY

The 75th meeting of the fifth session of the Board was held on March 28, 2024 at which the resolution in relation to the change of the registered capital of the Company and amendments to the Articles of Association 《關於變更公司註冊資本及修訂〈公司章程〉的議案》 was considered and approved. The registered capital of the Company increased to RMB2,017,167,779 (RMB1,613,593,699 for A Share and RMB403,574,080 for H Share) due to the exercise of 2021 share option incentive scheme of the Company and the bonus issue of A Shares and H Shares. The Board proposed to change the registered capital of the Company.

LETTER FROM THE BOARD

The proposed change of registered capital of the Company is subject to the approval of the Shareholders by way of a special resolution at the EGM, and will become effective upon the approval by the Shareholders at the EGM.

IV. PROPOSED DERIVATIVES TRADING WITH SELF-OWNED FUNDS

Reference is made to the overseas regulatory announcement of the Company dated July 15, 2024 in relation to the proposed derivatives trading with self-owned funds.

With the evolving global layout of the Company, the Company's offshore industrial investments are gradually increasing. The Group proposes to carry out derivatives trading appropriately to reduce the risks of market fluctuations relating to cross-border investments and offshore industrial investments and enhance financial stability. The instruments to be adopted are financial derivatives (including but not limited to options and forwards) with underlying assets including securities, indices, commodities, interest rates, etc., involving both offshore and over-the-counter contracts. During the effective period of the authorization, the related trading margin and premium shall not exceed RMB8 billion (or its equivalent in foreign currencies) and the maximum contract value held on each trading day shall not exceed RMB8 billion (or its equivalent in foreign currencies), which could be applied on a revolving basis within the same period.

1. Overview of the Proposed Derivatives Trading with Self-owned Funds

(1) Trading background and purpose

With the evolving global layout of the Company, the Company's offshore industrial investments are gradually increasing. The Group proposes to carry out derivatives trading appropriately to reduce the risks of market fluctuations related to cross-border investments and offshore industrial investments and enhance financial stability. The 2022 annual general meeting of the Company held on June 29, 2023 approved the resolution on derivatives trading with self-owned funds. The Company plans to conduct derivative trading within a relevant limit of no more than RMB8 billion (or its equivalent in foreign currencies) within 12 months from the date of approval. As of the expiration of the authorization period, the Company has not used the above amount. In order to meet the Company's demand for derivatives trading in 2024, the Company intends to request the general meeting to consider the relevant amount.

LETTER FROM THE BOARD

(2) Trading size

The related trading margin and premium shall not exceed RMB8 billion (or its equivalent in foreign currencies) and the maximum contract value held on each trading day shall not exceed RMB8 billion (or its equivalent in foreign currencies) within twelve months from the date when the resolution is considered and approved at the general meeting of the Company (the “**effective period of the authorization**”), which could be applied on a revolving basis during the effective period of the authorization. The chairman of the Board or his authorized representative(s) shall be authorized to execute relevant contracts subject to the trading size. After the expiration of the authorization period, if the Company still has the need to carry out derivative investment, the Company will separately submit the relevant quota for review by the Board and the general meeting.

(3) Trading approach

The Company will conduct derivatives trading timely, appropriately and prudently on the premise that such actions will not affect its normal business operations. The instruments to be adopted are financial derivatives (including but not limited to options and forwards) with underlying assets including securities, indices, commodities, interest rates, etc. The trading approaches include but are not limited to utilizing derivatives portfolios such as collar position to protect the value of shares. The derivatives that the Company will trade involve both offshore and over-the-counter contracts to more effectively reduce the risks of market fluctuations relating to cross-border investments and offshore industrial investments. The counterparties to the Company’s derivatives trading will be limited to the financial institutions with prudent operations and sound credit ratings. The counterparties are expected to be independent third parties.

(4) Trading term

The term of a single trade is expected to be no more than four years. If the term of a single trade exceeds the effective period of the authorization, the effective period of the authorization will be automatically extended to the termination of that trade.

(5) Source of funds

The source of funds of the proposed derivatives trading will be the self-owned funds of the Company, and does not involve the use of raised funds or bank credit facilities.

LETTER FROM THE BOARD

2. Risk Analysis and Risk Control Measures of the Proposed Derivatives Trading with Self-owned Funds

(1) Risk analysis

a. Market risks

The returns of derivatives are subject to various factors such as macroeconomic conditions, exchange rates, interest rates, stock prices, tax rates, volatility and time to maturity of the derivatives, and there is a certain extent of market risks.

b. Liquidity risks

There are risks of failure to complete the transactions due to insufficient market liquidity, or early termination of the transactions.

c. Operational risks

Derivatives trading is highly specialized and relatively complex, and therefore involves operational risks. Before trading, the personnel responsible for operations has fully understood the information on and operation steps of the derivatives product in order to minimize operational risks as much as possible.

d. Contract performance risks

Derivatives trading is subject to the risk of default due to the counterparties' failure of performance at the expiration of the contracts. The counterparties to the Company's derivatives trading are financial institutions with sound credit ratings and long-standing business relationships with the Company and their contract performance risk is relatively low.

LETTER FROM THE BOARD

(2) *Risk control measures*

- a. The Company has formulated Venture Capital Investment Management System (《風險投資管理制度》) and other investment-related decision-making mechanisms to govern the principle, scope, authority, internal review process, internal reporting procedure, oversight on capital utilization, responsible departments and person in charge as well as other aspects in relation to venture capital investments including derivatives, which guard against investment risks effectively. In addition, the Company will also enhance market analysis and research and implement the relevant internal management systems to strictly control risks.
- b. The management of the Company shall obtain the approval of the chairman of the Board prior to actual implementation of derivatives trading. The Company will keep abreast of relevant policies and regulations domestically and overseas to closely follow the requirements thereunder when conducting derivatives trading to ensure the Group's lawful trading operation. The Group shall enter into agreements with accurate and clearly defined terms to avoid possible legal disputes to the extent possible.
- c. The department of the Company responsible for the actual implementation of derivatives trading is required to keep track of international market environment and price changes in a timely manner and make dynamic management. Where any risk factor likely to prejudice the capital security of the Company is identified in the evaluation, countermeasures will be carried out promptly so as to control investment risks.
- d. The Company is staffed with specialist personnel with distinct responsibilities to conduct the derivatives trading in strict compliance within the scope of the authorization. A timely reporting system for abnormalities is also established to prevent operational risks to the utmost extent possible.
- e. The audit department of the Company shall be responsible for supervising and inspecting the compliance of the decision-making, management and implementation of derivatives trading made by the Group, reviewing and providing opinions on the necessity of the derivatives trading based on the analysis of the operation status and fulfillment of plans of the Group, and providing information on profit and loss analysis and risk analysis in a timely manner in accordance with the management's requirements.

LETTER FROM THE BOARD

3. Accounting Treatment for the Proposed Derivatives Trading with Self-owned Funds

The Company will, based on the actual conditions of the derivatives trading business, account and present the derivatives trading in accordance with the Accounting Standards for Business Enterprises No.22 – Recognition and Measurement of Financial Instruments, the Accounting Standards for Business Enterprises No.37 – Presentation of Financial Instruments, the Accounting Standards for Business Enterprises No. 39 – Fair Value Measurement, and their guidelines promulgated by the Ministry of Finance of the PRC.

4. Implications under the Listing Rules

The aforesaid resolution is proposed to seek the Shareholders' authorization for the Board to carry out the derivatives trading with self-owned funds subject to the conditions set out hereinabove and no legally binding agreements have been entered into as of the Latest Practicable Date. If any derivatives trading transaction would constitute a notifiable transaction and/or connected transaction of the Company under Chapter 14 and/or Chapter 14A of the Listing Rules, the Company will comply with the relevant requirements under Chapter 14 and/or Chapter 14A of the Listing Rules as and when appropriate.

The aforesaid resolution has been reviewed and approved by the Board on July 15, 2024, and is now proposed at the EGM for review and approval as a special resolution.

V. PROPOSED OVERSEAS BONDS ISSUANCE BY CONTROLLED SUBSIDIARY

The Company convened the 81st meeting of the fifth session of the Board on July 15, 2024, and considered and approved the resolution in relation to the Overseas Bonds Issuance by a Controlled Subsidiary. In order to meet the needs of the Company's controlled subsidiary Minera Exar S.A. ("**Minera Exar**") for overseas business development, further broaden its overseas financing channels and enhance the flexibility of fund utilization, after taking into account the prevailing conditions of the overseas bonds market, it was agreed that Minera Exar as the issuer to issue

LETTER FROM THE BOARD

bonds of not more than US\$200 million or other equivalent currencies outside the PRC (the “**Bonds Issuance**”), and authorize the Board and its authorized persons to deal with the matters relating to the Bonds Issuance at their absolute discretion. The above matters are still required to be submitted to the general meeting of the Company for consideration. The matters relating to the Bonds Issuance are set out below:

1. Issuance Proposal for the Bonds Issuance

- (1) Issuer: Minera Exar
- (2) Type of Issuance: overseas corporate bonds
- (3) Size of issuance: the issuance amount of the overseas bonds in aggregate will not exceed US\$200 million or other equivalent currencies, which may be issued in one or more tranches during the validity period of the authorization, and the specific number of tranches and the issuance amount of each tranche will be proposed to the general meeting for authorizing the Board or its authorized persons to determine within the aforesaid total amount according to the market conditions and the capital needs of the Company
- (4) Term of the bonds: not more than 5 years, with the specific term to be proposed to the general meeting for authorising the Board or its authorizing persons to determine according to the market conditions at the time of the issuance and the capital needs of the Company
- (5) Interest rate of issuance: to be determined in accordance with market conditions at the time of the issuance
- (6) Method of issuance and targets of issuance: open to the public
- (7) Use of Proceeds: provide working capital for the Cauchari-Olaroz lithium salt lake project
- (8) Validity period for the resolution: the validity period of the resolution in relation to the Bonds Issuance to be passed at the general meeting shall be 24 months from the date of consideration and approval at the general meeting of the Company.

LETTER FROM THE BOARD

2. Matters Concerning the Relevant Mandate Relating to the Bonds Issuance

In order to ensure the smooth implementation of the Bonds Issuance, the board of directors would like to request the general meeting to authorize the board of directors of the Company and the board of directors to authorize the chairman of the board of directors or an authorized person to, within the scope permitted by the relevant laws and regulations and within the framework and under the principles of the issuance plan considered and approved at the general meeting, implement all the matters relating to the Bonds Issuance depending on the actual circumstances of the Company based on the principle of safeguarding the interests of the Company to the largest extent possible, including but not limited to:

- (1) To determine the specific terms, conditions and other matters of the Bonds Issuance in accordance with national laws, regulations, the relevant provisions of the regulatory authorities and the resolutions of the general meeting of the Company, including but not limited to determining the scale of the issuance (whether or not to be issued in tranches, the number of tranches and the amount thereof), the maturity period and interest rate, the manner of the issuance, the timing of the issuance, the termination of the issuance, the arrangement for rating, the arrangement for guarantee, the use of the proceeds raised, and the arrangement and application for listing, and all other matters relating to the issuance;
- (2) To take all necessary and incidental actions and steps in relation to the Bonds Issuance, including but not limited to engaging intermediaries, applying on behalf of the Company to the relevant governmental departments and/or regulatory authorities for the approval, registration, filing and other procedures relating to the Bonds Issuance, signing, amending and executing all the necessary legal documents relating to the Bonds Issuance, selecting the trustee for the Bonds Issuance, formulating the rules for the bondholders' meeting, handling the information disclosure matters relating to the Bonds Issuance in accordance with applicable laws and regulations and the requirements of the regulatory authorities and dealing with other matters relating to the Bonds Issuance and the trading of the bonds;
- (3) In the event of changes in regulatory policies or market conditions, except for matters involving relevant laws, regulations and the Articles of Association of the Company which must be voted on at the general meeting of the Company, corresponding adjustments may be made to the Bonds Issuance plan and other relevant matters in a timely manner in accordance with the views of the regulatory authorities or in response to the changes in market conditions, or a decision may be made on whether or not to proceed with the issuance depending on the actual situation within the scope of the authorization of the general meeting;
- (4) To handle any other specific matters relating to the Bonds Issuance and to sign all relevant or required documents;

LETTER FROM THE BOARD

- (5) To authorize the chairman of the board of directors and his/her authorized persons to approve, sign and publish relevant documents, announcements and circulars and make relevant information disclosures in accordance with the applicable regulatory rules of the place where the Company is listed;
- (6) The mandate relating to the Bonds Issuance shall be valid for a period of 24 months from the date of approval at the general meeting.

3. Implications under the Listing Rules

The aforesaid resolution is proposed to seek the Shareholders' authorization for the Board to carry out the Bond Issuance subject to the conditions set out hereinabove and no legally binding agreements have been entered into as of the Latest Practicable Date. If the Bond Issuance would constitute a notifiable transaction and/or connected transaction of the Company under Chapter 14 and/or Chapter 14A of the Listing Rules, the Company will comply with the relevant requirements under Chapter 14 and/or Chapter 14A of the Listing Rules as and when appropriate.

VI. PROPOSED BY-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTOR AND MEMBER OF COMMITTEES

1. Proposed by-election of independent non-executive Director and member of committees

Reference is made to the announcement of the Company dated June 7, 2024.

On June 7, 2024, the Board announces that Ms. Wong Sze Wing ("**Ms. Wong**") will retire as an independent non-executive Director, the chairman of the audit committee of the Board (the "**Audit Committee**") and the member of the sustainable development committee of the Board (the "**Sustainable Development Committee**") of the Company with effect from the date of expiration of Ms. Wong's term of office and the date of election of new independent non-executive Director at the general meeting due to the expiration of her term of office.

In contemplation of Ms. Wong's retirement as the independent non-executive Director, the chairperson of the Audit Committee and a member of the Sustainable Development Committee, the Board has agreed to nominate Mr. Wong Ho Kwan ("**Mr. Wong**") as a candidate for independent non-executive Director, the chairman of the Audit Committee and the member of the Sustainable Development Committee. The term of office of Mr. Wong will be effective from the date of his election at the general meeting and the date of expiration of Ms. Wong's term of office, and the same as that of the fifth session of the Board of the Company (except for re-election). The appointment of Mr. Wong as an independent non-executive Director, the chairperson of the Audit Committee and a member of the Sustainable Development Committee is subject to consideration and approval at the general meeting of

LETTER FROM THE BOARD

the Company. The Company will enter into a service agreement with Mr. Wong upon the approval of his appointment at the general meeting of the Company. His emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Mr. Wong's annual director's emolument at RMB180,100.

Save as disclosed in this circular, Mr. Wong did not hold any directorship in any other listed companies in the past three years. Mr. Wong does not take up any post in any member of the Group, nor have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Furthermore, Mr. Wong does not have any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the laws of Hong Kong).

Save as disclosed above, there is no other information relating to the proposed appointment of Mr. Wong that shall be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor any other matter which needs to be brought to the attention of the Shareholders. The biographical details of Mr. Wong are set out in Appendix II to this circular.

2. **Proposed by-election of non-executive Director and member of committees**

Reference is made to the announcement of the Company dated July 15, 2024.

On July 15, 2024, the Board announces that Ms. Yang Juan ("**Ms. Yang**") has resigned as a non-executive Director, a member of the remuneration committee of the Board (the "**Remuneration Committee**") and a member of the strategy committee of the Board (the "**Strategy Committee**") of the Company with effect from July 15, 2024 as she would like to devote more time to her personal development.

In contemplation of Ms. Yang's retirement as a non-executive Director, a member of the Remuneration Committee and a member of the Strategy Committee, the Board further announces that the Board has agreed to nominate Ms. Luo Rong ("**Ms. Luo**") as a candidate for non-executive Director, a member of the Remuneration Committee and a member of the Strategy Committee. The terms of office of Ms. Luo will be effective from the date of her election at the general meeting, and the same as that of the fifth session of the Board of the Company (except for re-election). The appointment of Ms. Luo as a non-executive Director, a member of the Remuneration Committee and a member of the Strategy Committee is subject to consideration and approval at the general meeting of the Company. The Company will enter into a service agreement with Ms. Luo upon the approval of her appointment at the general meeting of the Company. Her emolument is determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Ms. Luo's annual director's emolument at RMB80,000.

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Save as disclosed in this circular, Ms. Luo did not hold any directorship in any other listed companies in the past three years. Ms. Luo does not take up any post in any member of the Group, nor have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Furthermore, Ms. Luo does not have any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the laws of Hong Kong).

Save as disclosed above, there is no other information relating to the proposed appointment of Ms. Luo that shall be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor any other matter which needs to be brought to the attention of the Shareholders. The biographical details of Ms. Luo are set out in Appendix II to this circular.

VII. EGM

The EGM will be convened for the purpose of, among others, considering and, if thought fit, approving (i) provision of guarantees to a wholly-owned subsidiary; (ii) proposed amendments to the Articles of Association; (iii) proposed change of registered capital of the Company; (iv) proposed derivatives trading with self-owned funds; (v) proposed overseas bonds issuance by controlled subsidiary; and (vi) proposed by-election of independent non-executive director, non-executive Director and member of committees.

The notice of the EGM is set out on pages 44 to 45 of this circular.

The resolutions put to vote at the EGM will be decided by way of poll as required by the Listing Rules (except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands).

The proposed resolutions regarding (i) provision of guarantees to a wholly-owned subsidiary; (ii) proposed amendments to the Articles of Association; (iii) proposed change of registered capital of the Company; (iv) proposed derivatives trading with self-owned funds; and (v) proposed overseas bonds issuance by controlled subsidiary are subject to the approval of the Shareholders by way of special resolution at the EGM pursuant to the Articles of Association, which must be passed by more than two-thirds of the total number of shares with valid voting rights held by Shareholders attending the meeting.

LETTER FROM THE BOARD

The proposed resolution regarding (vi) proposed by-election of independent non-executive director, non-executive director and member of committees is subject to the approval of the Shareholders by way of ordinary resolutions at the EGM pursuant to the Articles of Association, which must be passed by more than half of the total number of shares with valid voting rights held by Shareholders attending the meeting.

Whether or not you are able to attend the EGM in person, you are requested to complete the proxy forms in accordance with the instructions printed thereon and return the same to the share registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy forms shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

Closure of register of members

In order to determine the list of shareholders of the Company who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Thursday, August 8, 2024 to Tuesday, August 13, 2024 (both days inclusive) during which no transfer of H shares, will be effected. Holders of H Shares whose names appear on the registers of members of the Company at 4:30 p.m. on Tuesday, August 13, 2024 shall be entitled to attend and vote at the EGM. In order for the holders of H Shares to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, August 7, 2024 for registration.

LETTER FROM THE BOARD

VIII. RECOMMENDATION

The Directors are of the view that (i) provision of guarantees to a wholly-owned subsidiary; (ii) proposed amendments to the Articles of Association; (iii) proposed change of registered capital of the Company; (iv) proposed derivatives trading with self-owned funds; (v) proposed overseas bonds issuance by controlled subsidiary; and (vi) proposed by-election of independent non-executive director, non-executive director and member of committees are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM as set out in the notice of the EGM.

On behalf of the Board
GANFENG LITHIUM GROUP CO., LTD.
LI Liangbin
Chairman

Details of the proposed amendments to the Articles of Association (deleted texts are presented in strikethrough and additional texts are presented in underline) are as follows:

No.	Original Articles	Amended Articles
1	Table of Contents	Table of Contents
	<p>NOTE: In the marginal notes to the provisions of the Articles of Association, the “<i>Company Law</i>” means the Company Law effective as of March 1, 2014, as amended on December 28, 2013;</p> <p>.....</p>	<p>NOTE: In the marginal notes to the provisions of the Articles of Association, the “<i>Company Law</i>” means the Company Law effective as of March 1, 2014, as amended on December 28, 2013<u>the Company Law of the Peoples Republic of China;</u></p> <p>.....</p>

No.	Original Articles	Amended Articles
2	Article 1	Article 1
	<p>To safeguard the legitimate rights and interests of Ganfeng Lithium Group Co., Ltd. (hereinafter referred to as the “ Company ” or “this Company ”), its shareholders and creditors, and to regulate the organization and activities of the Company , these Articles of Association are hereby formulated , in accordance with the Company Law of the People ’ s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People ’ s Republic of China (hereinafter referred to as the “ Securities Law ”), the Special Regulations of the State Council on Overseas Offering and Listing of Company Limited by Shares (hereinafter referred to as the “Special Regulations”), the Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses (hereinafter referred to as the “Prerequisite Clauses”), the Letter of Opinion on Amendment to Articles of Association of Companies Listing in Hong Kong (hereinafter referred to as the “Letter of Opinion on Amendment ”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “HK Listing Rules” or “HK Listing Rules”), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (hereinafter referred to as the “ Reply ”) and the provisions of other relevant laws and regulations.</p>	<p>To safeguard the legitimate rights and interests of Ganfeng Lithium Group Co., Ltd. (hereinafter referred to as the “ Company ” or “this Company ”), its shareholders and creditors, and to regulate the organization and activities of the Company , these Articles of Association are hereby formulated , in accordance with the Company Law of the People ’ s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People ’ s Republic of China (hereinafter referred to as the “ Securities Law ”), the Special Regulations of the State Council on Overseas Offering and Listing of Company Limited by Shares (hereinafter referred to as the “Special Regulations”); the Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses (hereinafter referred to as the “Prerequisite Clauses”), the Letter of Opinion on Amendment to Articles of Association of Companies Listing in Hong Kong (hereinafter referred to as the “Letter of Opinion on Amendment ”) the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “HK Listing Rules” or “HK Listing Rules”); the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (hereinafter referred to as the “ Reply ”) and the provisions of other relevant laws and regulations.</p>
3	Article 2	Article 2
	<p>The Company is a company limited by shares incorporated pursuant to the Company Law, the Special Regulations and other relevant laws and administrative regulations of China.</p>	<p>The Company is a company limited by shares incorporated pursuant to the Company Law, the Special Regulations and other relevant laws and administrative regulations of China.</p>

No.	Original Articles	Amended Articles
4	Article 7	Article 7
	<p>The Articles of Association shall become effective by way of adoption of special resolutions at the general meeting, with the approval of China Securities Regulatory Authority, from the date of trading of overseas listed foreign shares (H Shares) issued by the company on the Stock Exchange of Hong Kong. From the date when the Articles of Association become effective, the original Articles of Association of the Company will automatically become invalid.</p>	<p>The Articles of Association shall become effective by way of adoption of special resolutions at the general meeting, with the approval of China Securities Regulatory Authority, from the date of trading of overseas listed foreign shares (H Shares) issued by the company on the Stock Exchange of Hong Kong. From the date when the Articles of Association become effective, the original Articles of Association of the Company will automatically become invalid. <u>shall become effective from the date of adoption of special resolutions at the general meeting.</u></p>
5	Article 18	Article 18
	<p>.....</p> <p>Subject to the approval of the examination and approval authority authorized by the State Council, the total number of ordinary shares that Company may issue shall be 1,437,478,880 shares. The shareholding structure of the Company is as follows: 1,437,478,880 ordinary shares, including 1,149,211,680 domestic listed domestic shares (A-shares), accounting for 79.95% of the total number of shares of the Company; 288,267,200 overseas listed foreign shares (H -shares), accounting for 20.05% of the total number of shares of the Company.</p>	<p>.....</p> <p>Subject to the approval of the examination and approval authority authorized by the State Council, the total number of ordinary shares that Company may issue shall be 1,437,478,880 <u>2,017,167,779</u> shares. The shareholding structure of the Company is as follows: 1,437,478,880 <u>2,017,167,779</u> ordinary shares, including 1,149,211,680 <u>1,613,593,699</u> domestic listed domestic shares (A-shares), accounting for 79.95 <u>79.99%</u> of the total number of shares of the Company; 288,267,200 <u>403,574,080</u> overseas listed foreign shares (H -shares), accounting for 20.05 <u>20.01%</u> of the total number of shares of the Company.</p>
6	Article 22	Article 22
	The registered capital of the Company shall be RMB 1,437,478,880 .	The registered capital of the Company shall be RMB 1,437,478,880 <u>2,017,167,779</u> .

No.	Original Articles	Amended Articles
7	Article 27	Article 27
	<p>The Company may, repurchase its outstanding shares according to the legal procedures, following the adoption of a resolution in accordance with the procedures provided for herein, and submission to and approval by the relevant state authorities under the following circumstances:</p> <p>(i) reducing the registered capital of the Company;</p> <p>(ii) merging with another company that holds shares in the Company;</p> <p>(iii) granting shares to employees of the Company as incentives;</p> <p>(iv) requiring the Company to acquire the shares held by shareholders who vote against any resolution proposed at any general meeting on the merger or division of the Company; or</p> <p>(v) other circumstances as permitted by laws, administrative regulations, the Codes on Takeovers and Mergers and Share Repurchases in Hong Kong and listing rules of the place where the shares of the Company are listed.</p> <p>The Company shall not engage in the trading of its shares save for the circumstances specified above.</p>	<p>The Company may, repurchase its outstanding shares according to the legal procedures, following the adoption of a resolution in accordance with the procedures provided for herein, and submission to and approval by the relevant state authorities under the following circumstances:</p> <p>(i) reducing the registered capital of the Company;</p> <p>(ii) merging with another company that holds shares in the Company;</p> <p>(iii) <u>granting shares to employees of the Company as incentives; using the shares in employee shares ownership plans or equity incentive;</u></p> <p>(iv) requiring the Company to acquire the shares held by shareholders who vote against any resolution proposed at any general meeting on the merger or division of the Company; or</p> <p>(v) <u>using the shares for converting company-issued corporate bonds convertible into shares;</u></p> <p>(vi) <u>being necessary to maintain the value of the Company and the rights and interests of its shareholders; or</u></p> <p>(vii) other circumstances as permitted by laws, administrative regulations, the Codes on Takeovers and Mergers and Share Repurchases in Hong Kong and listing rules of the place where the shares of the Company are listed.</p> <p>The Company shall not engage in the trading of its shares save for the circumstances specified above.</p>

No.	Original Articles	Amended Articles
8	Article 29	Article 29
	<p>.....</p> <p>To the extent that the Company has redeemable shares that the Company has the right to repurchase, if they are not repurchased via market or the way of bidding, the price of these shares shall not exceed the highest price limit; if they are repurchased via the way of bidding, the proposal for bidding must be sent to all shareholders on equal conditions.</p>	<p>.....</p> <p>To the extent that the Company has redeemable shares that the Company has the right to repurchase, if they are not repurchased via market or the way of bidding, the price of these shares shall not exceed the highest price limit; if they are repurchased via the way of bidding, the proposal for bidding must be sent to all shareholders on equal conditions.</p> <p><u>Any repurchase by the Company of its shares under the circumstances as set out in Items (i) and (ii) of Paragraph 1 of Article 27 shall be subject to adoption of a resolution by the shareholders' general meeting; any repurchase by the Company of its shares under the circumstances as set out in Item (iii) to Item (vii) of Paragraph 1 of Article 27 shall, after obtaining the authorization of the shareholders' general meeting, be subject to adoption of a resolution at the Board meeting attended by more than two thirds of the directors.</u></p>

No.	Original Articles	Amended Articles
		<p><u>For A shares, after the Company has repurchased its A shares pursuant to Paragraph 1 of Article 27 hereof, under the circumstances as set out in Item (i), the same shall be cancelled within ten (10) days from the date of repurchase; under the circumstances as set out in Items (ii) and (iv), the same shall be transferred or cancelled within six months; the total A shares held by the Company, falling under the circumstances as set out in Items (iii), (v) and (vi), shall not exceed 10% of the total number of A shares issued by the Company, and shall be transferred or cancelled within three years; under the circumstances as set out in Item (vii), the same shall be transferred or cancelled in accordance with applicable laws and regulations, regulatory documents and provisions of the securities regulatory authorities of where shares of the Company are listed. In the case of cancellation, the Company shall apply to the original company registration authority for registration of alteration of the registered capital.</u></p> <p><u>For H shares, after the Company has repurchased its H shares pursuant to Paragraph 1 of Article 27 hereof, the same shall be cancelled as soon as reasonably practicable pursuant to the requirements of the Hong Kong Listing Rules.</u></p> <p><u>The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.</u></p>

No.	Original Articles	Amended Articles
9	Article 30	Article 30
	<p>Any repurchase by the Company of its shares for the reasons as set out in Item (i) through (iii) of Article 27 hereof shall be subject to adoption of a resolution by the shareholders' general meeting. For any shares repurchased by the Company pursuant to Article 27 hereof, the shares repurchased under item (i) shall be cancelled within ten (10) days from the date of repurchase; the shares, falling under the circumstances as set out in Item (ii) and (iv), shall be transferred or cancelled within six months.</p> <p>Any share repurchase by the Company pursuant to Item (iii) of Article 27 hereof shall not exceed 5% of the total number of shares issued by the Company; payment by the Company for repurchase shall be made out of the after-tax profit of the Company; and the shares repurchased shall be transferred to the employees within one year.</p> <p>After the Company repurchases its shares according to the laws, if cancellation is required in accordance with the law, it shall cancel or transfer such part of the shares within the term specified by the laws and administrative regulations, and in the case of cancellation, apply to the original company registration authority for registration of alteration of the registered capital.</p> <p>The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.</p>	<p>Any repurchase by the Company of its shares for the reasons as set out in Item (i) through (iii) of Article 27 hereof shall be subject to adoption of a resolution by the shareholders' general meeting. For any shares repurchased by the Company pursuant to Article 27 hereof, the shares repurchased under item (i) shall be cancelled within ten (10) days from the date of repurchase; the shares, falling under the circumstances as set out in Item (ii) and (iv), shall be transferred or cancelled within six months.</p> <p>Any share repurchase by the Company pursuant to Item (iii) of Article 27 hereof shall not exceed 5% of the total number of shares issued by the Company; payment by the Company for repurchase shall be made out of the after-tax profit of the Company; and the shares repurchased shall be transferred to the employees within one year.</p> <p>After the Company repurchases its shares according to the laws, if cancellation is required in accordance with the law, it shall cancel or transfer such part of the shares within the term specified by the laws and administrative regulations, and in the case of cancellation, apply to the original company registration authority for registration of alteration of the registered capital.</p> <p>The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.</p>

No.	Original Articles	Amended Articles
10	Article 59	Article 58
	<p>The term “controlling shareholder” referred to in the preceding provision means a person who satisfies any one of the following conditions:</p> <p>(i) a person who, acting alone or in concert with others, has the power to elect a majority of the directors;</p> <p>(ii) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% (inclusive) or more of the voting rights in the Company;</p> <p>(iii) a person who, acting alone or in concert with others, holds 30% (inclusive) or more of the issued and outstanding shares of the Company;</p> <p>(iv) a person who, acting alone or in concert with others, has de facto control over the Company in any other way.</p>	<p>The term “controlling shareholder” referred to in the preceding provision means a person who satisfies any one of the following conditions:</p> <p>(v) — a person who, acting alone or in concert with others, has the power to elect a majority of the directors;</p> <p>(vi) — a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% (inclusive) or more of the voting rights in the Company;</p> <p>(vii) — a person who, acting alone or in concert with others, holds 30% (inclusive) or more of the issued and outstanding shares of the Company;</p> <p>a person who, acting alone or in concert with others, has de facto control over the Company in any other way; <u>a person who holds more than 50% of the total share capital of the Company; or shareholders who hold less than 50% of the shares, but whose voting rights based on their holdings are sufficient to have a significant impact on the resolutions of the shareholders’ meeting.</u></p>

No.	Original Articles	Amended Articles
11	Article 62	Article 61
	<p>If any transaction of the Company (except for the cash assets gifted to the Company) satisfies any of the following standards, the Company shall, in addition to timely disclosure in accordance with relevant laws and regulations and the Trading Rules of Shenzhen Stock Exchange, also submit to the shareholders' general meeting for examination:</p> <p>(i) the total assets in connection with the transaction account for 50% or more of the latest audited total assets of the Company, to be calculated at the book value and the estimated value thereof, whichever is higher;</p> <p>(ii) the relevant operating income of the subject matter of transaction (such as equities) for the latest accounting year accounts for 50% or more of the audited operating income for the latest accounting year, with the absolute amount in excess of RMB50 million;</p> <p>.....</p>	<p>If any transaction of the Company (except for the cash assets gifted to the Company) satisfies any of the following standards, the Company shall, in addition to timely disclosure in accordance with relevant laws and regulations and the Trading Rules of Shenzhen Stock Exchange, also submit to the shareholders' general meeting for examination:</p> <p>(i) the total assets in connection with the transaction account for 50% or more of the latest audited total assets of the Company, to be calculated at the book value and the estimated value thereof, whichever is higher;</p> <p><u>(ii) the net assets in connection with the subject matter of transaction (such as equities) account for 50% or more of the latest audited net assets of the Company, with the absolute amount in excess of RMB50 million, to be calculated at the book value and the estimated value thereof, whichever is higher;</u></p> <p>(ii) <u>(iii)</u> 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;</p> <p>.....</p>

No.	Original Articles	Amended Articles
12	Article 63	Article 62
	<p>If any related transaction between the Company and the related person (except for the cash assets gifted to the Company and provision of guarantees) amounts to more than RMB30 million, accounting for more than 5% of the absolute value of the latest audited net assets of the Company, the Company shall, in addition to timely disclosure, also invite the intermediary which qualify to engage in securities and futures related business, to evaluate or audit the subject matter of transaction, and submit the transaction to the shareholders' general meeting for examination.</p> <p>In accordance with Article 10.2.11 of the Trading Rules of Shenzhen Stock Exchange, the subject matter of transaction in connection with the related party transaction associated with the ordinary operation, may not be audited or evaluated.</p> <p>.....</p>	<p>If any related transaction between the Company and the related person (except for the cash assets gifted to the Company and provision of guarantees) amounts to more than RMB30 million, accounting for more than 5% of the absolute value of the latest audited net assets of the Company, the Company shall, in addition to timely disclosure, also invite the intermediary which qualify to engage in securities and futures related business, to evaluate or audit the subject matter of transaction, and submit the transaction to the shareholders' general meeting for examination.</p> <p>In accordance with Article 10.2.11 <u>Complying with</u> the Trading Rules of Shenzhen Stock Exchange, the subject matter of transaction in connection with the related party transaction associated with the ordinary operation, may not be audited or evaluated.</p> <p>.....</p>

No.	Original Articles	Amended Articles
13	Article 64	Article 63
	<p>The following external guarantees of the Company shall be subject to consideration and approval by the shareholders' general meeting:</p> <p>.....</p> <p>(v) any guarantee exceeding 30% of the Company's latest audited total assets for twelve consecutive months;</p> <p>(vi) any guarantee exceeding 50% of the Company's latest audited net assets for twelve consecutive months, with the absolute amount exceeding RMB50 million;</p> <p>(vii) any guarantee to be provided to shareholders, de facto controllers and their related parties;</p> <p>.....</p>	<p>The following external guarantees of the Company shall be subject to consideration and approval by the shareholders' general meeting:</p> <p>.....</p> <p>(v) any guarantee exceeding 30% of the Company's latest audited total assets for twelve consecutive months; <u>within one year;</u></p> <p>(vi) any guarantee exceeding 50% of the Company's latest audited net assets for twelve consecutive months, with the absolute amount exceeding RMB50 million;</p> <p>(vii)(vi) any guarantee to be provided to shareholders, de facto controllers and their related parties;</p> <p>.....</p>
14	Article 96	Article 95
	<p>During the annual general meeting, the board of directors and the board of supervisors shall respectively give a report on their work in the previous year to the shareholders' general meeting, and each Independent Director shall also make his duty report accordingly.</p>	<p>During the annual general meeting, the board of directors and the board of supervisors shall respectively give a report on their work in the previous year to the shareholders' general meeting, and each Independent Director shall also make his duty report accordingly, <u>and shall conduct self-examinations on their independence annually and submit the self-examination results to the board of directors.</u></p>

No.	Original Articles	Amended Articles
15	Article 104	Article 103
	<p>.....</p> <p>The cumulative voting system may be used in the voting for the election of directors and Supervisors at the shareholders' general meeting in accordance with provisions of the Company's Articles of Association or the resolution adopted at the shareholders' general meeting.</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>.....</p> <p>The cumulative voting system may be used in the voting for the election of directors and Supervisors at the shareholders' general meeting in accordance with provisions of the Company's Articles of Association or the resolution adopted at the shareholders' general meeting. <u>The votes by the minority shareholders shall be counted separately and disclosed in the election of independent directors.</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. <u>The Company shall submit the relevant materials filed by the candidates for independent director to the Shenzhen Stock Exchange no later than the publication of the notice convening the general meeting for the election of independent directors, disclose the relevant statements and undertakings as well as the review opinions of the Nomination Committee or the special meeting of the independent directors, and ensure that the relevant submitted materials and the contents of the announcement are true, accurate and complete.</u></p>

No.	Original Articles	Amended Articles
16	Article 121	Article 120
	<p>.....</p> <p>All directors appointed to fill up the temporary vacancy shall accept the election by shareholders at the first annual general meeting after acceptance of appointment.</p>	<p>.....</p> <p>All directors appointed to fill up the temporary vacancy shall accept the election by shareholders at the first annual general meeting after acceptance of appointment.</p> <p><u>If the proportion of independent directors on the Board of the Company or its special committees does not comply with laws and regulations or the provisions of the Articles of Associations, or lack of accounting professionals among the independent directors due to that an independent director resigns, the independent director who intends to resign shall continue to perform his/her duties until the date of appointment of a new independent director. The Company shall complete the election to fill up the vacancies within 60 days from the date of the occurrence of such incident.</u></p>

No.	Original Articles	Amended Articles
17	Article 128	Article 127
	<p>Independent directors mean such directors as serve no other positions in the Company other than directors, members of special committee of the board of directors or chairman and have no relationship with the Company and major shareholders which may affect their independent and objective judgment. Independent directors shall account for at least one third of the number of members of the board of directors, and be no less than three. At least one of the independent directors of the Company shall have suitable professional qualification or have suitable accounting or relevant financial management expertise, and there shall be at least one independent director who generally resides in Hong Kong.</p> <p>Each term of office of independent directors shall be the same as that of other directors of the Company, and may be renewed upon reelection when it expires, not exceeding six years.</p>	<p>Independent directors mean such directors as serve no other positions in the Company other than directors, members of special committee of the board of directors or chairman and have no relationship with the Company and major shareholders which may affect their independent and objective judgment. Independent directors shall account for at least one third of the number of members of the board of directors, and be no less than three. At least one of the independent directors of the Company shall have suitable professional qualification or have suitable accounting or relevant financial management expertise, and there shall be at least one independent director who generally resides in Hong Kong.</p> <p>Each term of office of independent directors shall be the same as that of other directors of the Company, and may be renewed upon reelection when it expires, not exceeding six years. <u>Those who have been serving as independent directors of the Company for six years in a row shall not be nominated as candidates for the independent director of the Company within 36 months from the date of the occurrence of such incident.</u></p>

No.	Original Articles	Amended Articles
18	Article 130	Article 129
	<p>.....</p> <p>If any independent director who fails to attend the board meeting in person for three times consecutively, the board of directors may propose to the shareholders' meeting for replacement of such independent director.</p>	<p>.....</p> <p>If any independent director who fails to attend the board meeting in person for three <u>two</u> times consecutively, the board of directors may propose to the shareholders' meeting for replacement of such independent director <u>and fails to appoint another independent director to attend on his/her behalf, the Board shall propose at the general meeting to remove such independent director from office within thirty days from the date of the occurrence of such incident.</u></p>
19	Article 131	Article 130
	<p>Any independent director may ask for resignation before expiration of the term of office.</p> <p>If independent directors at any time fail to meet the number, qualification or independence requirements of the HK Listing Rules, the Company shall notify the Hong Kong Stock Exchange immediately, specifying by way of announcement the relevant particulars and reasons, and, within three months of such failure, appoint the independent directors of adequate number to meet the requirements of the HK Listing Rules.</p>	<p>Any independent director may ask for resignation before expiration of the term of office.</p> <p>If independent directors at any time fail to meet the number, qualification or independence requirements of the HK Listing Rules, the Company shall notify the Hong Kong Stock Exchange immediately, specifying by way of announcement the relevant particulars and reasons, and, within three months <u>sixty days</u> of such failure, appoint the independent directors of adequate number to meet the requirements of the HK Listing Rules.</p>

No.	Original Articles	Amended Articles
20	Article 132	Article 131
	<p>Independent directors shall perform their duties in accordance with the laws and regulations and the listing rules of the place where the shares of the Company are listed.</p>	<p>Independent directors shall perform their duties in accordance with the laws and regulations and the listing rules of the place where the shares of the Company are listed.</p> <p><u>The Company shall convene the special meeting of independent Directors on a regular or irregular basis and consider the following matters:</u></p> <p><u>(1) independently engaging intermediaries to audit, consult or verify specific matters of the Company;</u></p> <p><u>(2) proposing to the Board with respect to the holding of extraordinary shareholders' meetings;</u></p> <p><u>(3) proposing the holding of Board meetings;</u></p> <p><u>(4) connected transactions that should be disclosed;</u></p> <p><u>(5) proposals for changes to or waivers of undertakings by the listed company and its related parties;</u></p> <p><u>(6) decisions made and measures taken by the board of directors of the acquired listed company in relation to the acquisition;</u></p> <p><u>(7) other matters prescribed by laws, administrative regulations, the CSRC and the Articles of Association.</u></p>

No.	Original Articles	Amended Articles
		<p><u>The special meeting of independent Directors shall be convened and presided over by an independent Director jointly elected by a majority of the independent Directors; in the event that the convener fails to or is unable to perform his/her duties, two or more independent Directors may convene and elect a representative to preside over the meeting on their own.</u></p>
21	Article 140	Article 139
	<p>The external guarantees, if any, shall be subject to timely disclosure after considered by the board of directors. The consideration by the board of directors of the external guarantees shall be subject to the consent of more than two thirds of the directors present at the board meeting and the consent of more than two thirds of all independent directors.</p>	<p>The external guarantees, if any, shall be subject to timely disclosure after considered by the board of directors. The consideration by the board of directors of the external guarantees shall be subject to the consent of more than two thirds of the directors present at the board meeting and the consent of more than two thirds of all independent directors<u>the approval by a majority of all directors as well as the consent and approval of more than two thirds of the directors present at the board meeting.</u></p>

No.	Original Articles	Amended Articles
22	Article 141	Article 140
	<p>Any transaction of the Company satisfies any of the following standards shall be considered and approved by the board of directors, and timely disclosed:</p> <p>(i) the total assets in connection with the transaction account for 10% or more of the latest audited total assets of the Company, to be calculated at the book value and the assessed value thereof, whichever is higher;</p> <p>(ii) the relevant operating income of the subject matter of transaction (such as equities) for the latest accounting year accounts for 10% or more of the audited operating income for the latest accounting year, with the absolute amount in excess of RMB10 million;</p> <p>.....</p>	<p>Any transaction of the Company satisfies any of the following standards shall be considered and approved by the board of directors, and timely disclosed:</p> <p>(i) the total assets in connection with the transaction account for 10% or more of the latest audited total assets of the Company, to be calculated at the book value and the assessed value thereof, whichever is higher;</p> <p><u>(ii) the net assets in connection with the subject matter of transaction (such as equities) account for 10% or more of the latest audited net assets of the Company, with the absolute amount in excess of RMB10 million, to be calculated at the book value and the estimated value thereof, whichever is higher;</u></p> <p>(ii)(iii) the relevant operating income of the subject matter of transaction (such as equities) for the latest accounting year accounts for 10% or more of the audited operating income for the latest accounting year, with the absolute amount in excess of RMB10 million;</p> <p>.....</p>

No.	Original Articles	Amended Articles
23	Article 144	Article 145
	<p>.....</p> <p>Regular or interim meetings of the board of directors may be held by conference call, video conference or similar communication tools, provided that, all directors present at the meeting can hear and exchange with each other, and all directors that attend the meeting by such means shall be deemed presence at the meeting in person.</p> <p>.....</p>	<p>.....</p> <p>Regular or interim meetings of the board of directors may be held by conference call, video conference or similar electronic communication tools, provided that, all directors present at the meeting can hear and exchange with each other, and all directors that attend the meeting by such means shall be deemed presence at the meeting in person.</p> <p>.....</p>
24	Article 147	Article 146
	<p>Meetings of the board of directors shall be held only if more than half of the directors (including the directors appointed to attend the meeting on behalf pursuant to Article 150 of the Articles of Association) are present.</p> <p>.....</p>	<p>Meetings of the board of directors shall be held only if more than half of the directors (including the directors appointed to attend the meeting on behalf pursuant to Article 150148 of the Articles of Association) are present.</p> <p>.....</p>
25	Article 151	Article 150
	<p>.....</p> <p>The directors present at the meeting and the recorder shall sign on the meeting minutes. The meeting minutes shall be kept for at least ten years. The directors shall be responsible for any resolutions adopted by the board of directors. If any resolution of the board of directors violates the laws, administrative regulations or the Articles of Association, and the Company suffers serious losses as a result thereof, the directors who have participated in the passing of such resolution shall compensate the Company therefor. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted, and that such objection was recorded in the meeting minutes, such director shall be released from such liability.</p> <p>The opinions from independent directors shall be indicated in the resolutions of the board of directors.</p>	<p>.....</p> <p>The directors present at the meeting and the recorder shall sign on the meeting minutes. The meeting minutes shall be kept for at least ten years. The directors shall be responsible for any resolutions adopted by the board of directors. If any resolution of the board of directors violates the laws, administrative regulations or the Articles of Association, and the Company suffers serious losses as a result thereof, the directors who have participated in the passing of such resolution shall compensate the Company therefor. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted, and that such objection was recorded in the meeting minutes, such director shall be released from such liability.</p> <p>The opinions from independent directors shall be indicated in the resolutions of the board of directors.</p>

No.	Original Articles	Amended Articles
26	Article 152	Article 151
	<p>The board of directors shall have the audit committee, the strategy committee, the remuneration committee, the nomination committee and sustainable development committee, and formulate corresponding implementation rules to specify the main duties, decision procedures and rules of procedures of each special committee. The board of directors shall be responsible for amendment and interpretation of the implementation rules of each special committee.</p>	<p>The board of directors shall have the audit committee, the strategy committee, the remuneration committee, the nomination committee and sustainable development committee, and formulate corresponding implementation rules to specify the main duties, decision procedures and rules of procedures of each special committee. The board of directors shall be responsible for amendment and interpretation of the implementation rules of each special committee.</p> <p><u>Members of the special committees shall be directors, among which, independent directors shall constitute the majority of the audit committee, nomination committee and remuneration committee, who shall also serve as the convener. Members of the audit committee shall be directors not employed as senior management, and the convener shall be the accounting professional among the independent directors.</u></p> <p><u>The audit committee of the Board is responsible for reviewing the Company’s financial information and its disclosure, supervising and evaluating the internal and external audit work and internal control, and making recommendations to the board of directors on related matters.</u></p>

No.	Original Articles	Amended Articles
		<p><u>The strategy committee of the Board is mainly responsible for formulating the mid to long-term strategic goals and development plans of the Company, reviewing the mid to long-term strategic goals and development plans of each business and management segment of the Company, and supervising and guiding the implementation of the Company’s strategies, and shall report to and be accountable to the Board.</u></p> <p><u>The remuneration committee of the Board is mainly responsible for setting appraisal standards for directors and senior management and evaluating thereof, formulating and reviewing the remuneration policies and proposals for directors and senior management, and making recommendations to the board of directors on related matters.</u></p> <p><u>The nomination committee of the Board is mainly responsible for drawing up selecting standards and procedures of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications and making recommendations to the board of directors on related matters.</u></p> <p><u>The sustainable development committee of the Board is mainly responsible for formulating the Company’s sustainable development goals and development plans, supervising the operation of the sustainable development system for the Company’s business segments, and providing suggestions and programs to enhance the Company’s sustainability performance.</u></p>

No.	Original Articles	Amended Articles
27	Article 170	Article 169
	<p>The board of supervisors shall be accountable to the shareholders’ meeting, and shall exercise the following powers in accordance with the law:</p> <p>.....</p> <p>(vii) to represent the Company in negotiations with any director, or to initiate legal proceedings against any director, president and other senior management officers in accordance with the laws and the Articles of Association; and</p> <p>(viii) such other powers as provided by the Articles of Association.</p> <p>.....</p>	<p>The board of supervisors shall be accountable to the shareholders’ meeting, and shall exercise the following powers in accordance with the law:</p> <p>.....</p> <p>(vii) to represent the Company in negotiations with any director, or to initiate legal proceedings against any director, president and other senior management officers in accordance with the laws and the Articles of Association;</p> <p><u>(viii) to require directors and senior management to submit reports on the performance of their duties; and</u></p> <p><u>(ix)</u> such other powers as provided by the Articles of Association.</p> <p>.....</p>

No.	Original Articles	Amended Articles
28	Article 206	Article 205
	<p>.....</p> <p>(iii) Procedures for considering the profit distribution:</p> <p>1. The management and the board of directors of the Company, in combination of the Company’s profitability and funding requirements, make reasonable proposals for dividends and plans. The board of directors of the Company must fully discuss with the independent directors and supervisors in the process of demonstration of the profit distribution plan, and fully listen to the views of the small and medium shareholders through various channels, and form the profit distribution plan on the basis of considering the continuous, stable, and scientific return to all shareholders.</p> <p>When the board of directors considers the profit distribution plan, it must be approved by a majority of the votes of all directors, and by more than half of the votes of the Company’s independent directors who shall express clear independent opinions; when the board of supervisors considers the profit distribution plan, it must be approved by a majority of the votes of all supervisors. The profit distribution plan shall be submitted to the shareholders’ meeting for consideration only after consideration and approval by the board of directors and the board of supervisors, and must be approved by 2/3 or more of the voting rights of the shareholders present at the shareholders’ meeting.</p>	<p>.....</p> <p>(iii) Procedures for considering the profit distribution:</p> <p>1. The management and the board of directors of the Company, in combination of the Company’s profitability and funding requirements, make reasonable proposals for dividends and plans. The board of directors of the Company must fully discuss with the independent directors and supervisors in the process of demonstration of the profit distribution plan, and fully listen to the views of the small and medium shareholders through various channels, and form the profit distribution plan on the basis of considering the continuous, stable, and scientific return to all shareholders.</p> <p>When the board of directors considers the profit distribution plan, it must be approved by a majority of the votes of all directors, and by more than half of the votes of the Company’s independent directors who shall express clear independent opinions; when the board of supervisors considers the profit distribution plan, it must be approved by a majority of the votes of all supervisors. The profit distribution plan shall be submitted to the shareholders’ meeting for consideration only after consideration and approval by the board of directors and the board of supervisors, and must be approved by 2/3 or more of the voting rights of the shareholders present at the shareholders’ meeting.</p>

No.	Original Articles	Amended Articles
	<p>The Company shall practically ensure the right of shareholders of social shares to participate in the shareholders’ meeting, and the board of directors, the independent directors and the shareholders satisfying certain conditions may solicit the right to vote at the shareholders’ meeting from the shareholders of the listed company.</p> <p>2. If the Company does not make payment of cash dividends under the special circumstances as set out in Paragraph (i)3 of this Article, the board of directors shall make specific explanations on the specific reasons for nonpayment of cash dividends, the actual use of the Company’s retained earnings, and projected investment income, and after the independent directors express their opinions, submit to the shareholders’ meeting for consideration and make disclosure in the media designated by the Company;</p> <p>.....</p>	<p>The Company shall practically ensure the right of shareholders of social shares to participate in the shareholders’ meeting, and the board of directors, the independent directors and the shareholders satisfying certain conditions may solicit the right to vote at the shareholders’ meeting from the shareholders of the listed company.</p> <p>2. If the Company does not make payment of cash dividends under the special circumstances as set out in Paragraph (i)3 of this Article, the board of directors shall make specific explanations on the specific reasons for nonpayment of cash dividends, the actual use of the Company’s retained earnings, and projected investment income, and after the independent directors express their opinions, submit to the shareholders’ meeting for consideration and make disclosure in the media designated by the Company;</p> <p>.....</p>

No.	Original Articles	Amended Articles
	<p>(iv) Change of the profit distribution policy of the Company</p> <p>In the event of force majeure such as wars or natural disasters, or changes in the external operating environment of the Company which may have material effect on the Company’s production and operations, or major changes in the Company’s own operating conditions, the Company may adjust the profit distribution policy.</p> <p>With respect to the Company’s adjustment of the profit distribution policy, the board of directors shall make a special discussion, explain the adjustment reason in detail, and form a written argumentation report, which shall be, after consideration by the independent directors, submitted to the shareholders’ meeting for approval by special resolution. When considering the changes in the Company’s profit distribution policy, the Company shall make online voting available for shareholders.</p>	<p>(iv) Change of the profit distribution policy of the Company</p> <p>In the event of force majeure such as wars or natural disasters, or changes in the external operating environment of the Company which may have material effect on the Company’s production and operations, or major changes in the Company’s own operating conditions, the Company may adjust the profit distribution policy.</p> <p>With respect to the Company’s adjustment of the profit distribution policy, the board of directors shall make a special discussion, explain the adjustment reason in detail, and form a written argumentation report, which shall be, after consideration by the independent directors, submitted to the shareholders’ meeting for approval by special resolution. When considering the changes in the Company’s profit distribution policy, the Company shall make online voting available for shareholders.</p>
29	Article 207	Article 206
	<p>.....</p> <p>If the shareholders’ meeting or the board of directors, in violation of the previous paragraph, distributes profits to shareholders before covering losses of the Company and making allocation to the Company’s statutory reserve fund, the profits so distributed must be returned by the shareholders to the Company.</p> <p>.....</p>	<p>.....</p> <p>If the shareholders’ meeting or the board of directors, in violation of the previous paragraph, distributes profits to shareholders before covering losses of the Company and making allocation to the Company’s statutory reserve fund, the profits so distributed mustshall be returned by the shareholders to the Company.</p> <p>.....</p>

No.	Original Articles	Amended Articles
30	Article 211	Article 210
	The Company shall engage an independent accounting firm which is in compliance with the regulations of the country and has obtained the “qualification to engage in securities related businesses” to audit the Company’s annual financial report and other financial reports.	The Company shall engage an independent accounting firm which is in compliance with the regulations of the country and has obtained the “qualification to engage in securities related businesses” to audit the Company’s annual financial report and other financial reports <u>the provisions of the Securities Law to audit accounting statements, verify net assets and provide other relevant consulting services.</u>
31	Article 217	Article 216
	The remuneration of an accounting firm shall be determined by the shareholders’ meeting by ordinary resolution. The remuneration of the accounting firm engaged by the board of directors to fill vacancy shall be determined by the board of directors.	The remuneration of an accounting firm <u>auditors</u> shall be determined by the shareholders’ meeting by ordinary resolution. The remuneration of accounting firm <u>auditors</u> engaged by the board of directors to fill vacancy shall be determined by the board of directors.
32	Article 248	Article 247
	The board of directors of the Company shall be responsible for interpretation of the Articles of Association, and become effective after being adopted at the shareholders’ meeting and after the shares of the Company are listed and traded on the Hong Kong Stock Exchange.	The board of directors of the Company shall be responsible for interpretation of the Articles of Association, and become effective after being adopted at the shareholders’ meeting and after the shares of the Company are listed and traded on the Hong Kong Stock Exchange.

Biographical details of Mr. Wong Ho Kwan

Mr. Wong Ho Kwan, aged 38, graduated from Chinese University of Hong Kong (香港中文大學) with a bachelor's degree of science, major in Mathematics (Hons), minor in Risk Management. He is a member of the Hong Kong Institute of Certified Public Accountants and Chartered Accountants Australia and New Zealand and a Certified Financial Risk Manager. Mr. Wong is an experienced accounting, investment and corporate finance professional, with diverse experience in private equity & structured finance investment, corporate finance advisory and auditing. Specialised in Hong Kong listed company capital market transactions and corporate governance, and familiar with accounting standards and practice across various industries. His work experience includes the following:

Name of Entity	Position	Period of Time
Unity Group Holdings International Limited (a company listed on the Stock Exchange with stock code 1539)	Chief financial officer and company secretary	Since October 2021
Zhongtai International Capital Limited	Structured finance/M&A advisory	From September 2018 to October 2021
Maple Asset Management Limited, Private Equity	Vice president	From January 2016 to July 2018
Pricewaterhouse Coopers Hong Kong	Assurance manager	From October 2007 to December 2015

Biographical details of Ms. Luo Rang

Ms. Luo Rong, aged 54, graduated from Hong Kong Baptist University (香港浸會大學) with a master's degree of Business Administration and obtained an EMBA degree from the China Europe International Business School (中歐國際工商學院). She has more than 20 years of experience in the field of human resources, including 15 years of experience as a group executive. She has a systematic theoretical system and rich practical experience in corporate organizational change, performance incentives and talent development. Her work experience includes the following:

Name of Entity	Position	Period of Time
Shanghai Wanlang Water Technology Co., Ltd.	Chief Human Resources Advisor	Since November 2023
Shanghai Yuandong Hongxin Health Group Co., Ltd.	Assistant of General Manager and Chief Human Resources Officer (CHO)	From January 2021 to October 2023
China Resources Power Holdings Company Limited (a company listed on the Stock Exchange with stock code 836)	Director of Human Resources	From January 2019 to December 2020

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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

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

(Stock Code: 1772)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Ganfeng Lithium Group Co., Ltd. (the “**Company**”) will be held at the conference room of the Company at 4th Floor, R&D Building at the Company’s Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, the People’s Republic of China on Tuesday, August 13, 2024 at 2:00 p.m. for the purpose of considering, and if thought fit, approving the following resolutions. Unless otherwise stated, the capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated July 24, 2024 (the “**Circular**”), of which the notice convening the EGM shall form part.

SPECIAL RESOLUTIONS

1. Provision of guarantees to a wholly-owned subsidiary
2. Proposed amendments to the articles of association
3. Proposed change of registered capital of the Company
4. Proposed derivatives trading with self-owned funds
5. Proposed overseas bonds issuance by controlled subsidiary

ORDINARY RESOLUTIONS

1. Proposed by-election Mr. Wong Ho Kwan as an independent non-executive director
2. Proposed by-election of Ms. Luo Rong as a non-executive director

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

Jiangxi, PRC
July 24, 2024

As at the date of this notice, the board of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen, Ms. DENG Zhaonan and Mr. SHEN Haibo as executive directors of the Company; Mr. YU Jianguo as non-executive director 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.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

(A) In order to determine the list of shareholders of the Company who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Thursday, August 8, 2024 to Tuesday, August 13, 2024 (both days inclusive), during which no transfer of H shares in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollar and listed on the Hong Kong Stock Exchange (the “**H Shares**”), will be effected. Holders of H Shares whose names appear on the registers of members of the Company at 4:30 p.m. on Tuesday, August 13, 2024 shall be entitled to attend and vote at the EGM. In order for the holders of H Shares to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, August 7, 2024 for registration.

(B) Holders of H Shares intending to attend the EGM (or any adjournment thereof) should complete and return the reply slip for attending the EGM (or any adjournment thereof) personally, by facsimile or by post.

Holders of H Shares should complete and return the reply slip to the Company’s H Share Registrar by facsimile at (852) 2865 0990 or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong such that the reply slip shall be received by the Company’s H Share Registrar 10 days before the EGM (i.e. on or before Saturday, August 3, 2024).

(C) Each holder of H Shares may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.

(D) Holders of H Shares must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing (a “**power of attorney**”). If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the EGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by the chairman of the board of directors or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of the Company.

(E) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note (D) above must be delivered to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Monday, August 12, 2024, Hong Kong time) (or any adjournment thereof).

(F) Shareholders may contact the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited by telephone at (852) 2862 8555 or by email to hkinfo@computershare.com.hk in connection with the EGM.

(G) A shareholder of the Company or his proxy should produce proof of identity when attending the EGM (or any adjournment thereof). If a corporate shareholder’s legal representative or any other person duly authorized by such corporate shareholder attends the EGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, proof of designation as legal representative and/or the valid authorization document (as the case may be).

(H) The EGM (or any adjournment thereof) is expected to last for one day. Shareholders who attend the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.